



# **Fusion CX Limited**

**SUCCESSION PLANNING POLICY FOR THE BOARD OF DIRECTORS, KEY  
MANAGERIAL PERSONNEL, AND SENIOR MANAGEMENT**



## Document Control Information

<b>Regulatory Framework</b>	(Under Section 178(3) of the Companies Act, 2013 read with Regulation 19(4) and Part D of Schedule II of the SEBI (LODR) Regulations, 2015)
<b>Approval Authority</b>	Approved by Nomination, Remuneration and Compensation Committee and Board of Directors
<b>Date of Approval</b>	8 <sup>th</sup> May 2025
<b>Effective Date</b>	8 <sup>th</sup> May 2025
<b>Corporate Details</b>	Fusion CX Limited (CIN: U72900WB2004PLC097921)  Plot No. Y9, Block EP & GP, Sector-5, Bidhan Nagar, Salt Lake, Kolkata, KOLKATA, West Bengal, India, 700091
<b>Document Version</b>	Version [1.0]

## Table of Contents

<b>1</b>	<b><i>Introduction .....</i></b>	<b>3</b>
<b>2</b>	<b><i>Definitions .....</i></b>	<b>3</b>
<b>3</b>	<b><i>Objectives of the Policy .....</i></b>	<b>4</b>
<b>4</b>	<b><i>Scope and Applicability .....</i></b>	<b>4</b>
<b>5</b>	<b><i>Succession Planning Framework .....</i></b>	<b>5</b>
5.1	Role Of The Nomination And Remuneration Committee (Nrc).....	5
5.2	Board Succession .....	5
5.3	KMP and Senior Management Succession.....	5
5.4	Interim Succession .....	5
<b>6</b>	<b><i>Talent Development and Leadership Pipeline .....</i></b>	<b>6</b>
<b>7</b>	<b><i>Compensation and Appointments.....</i></b>	<b>6</b>
<b>8</b>	<b><i>Monitoring and Review.....</i></b>	<b>6</b>
<b>9</b>	<b><i>Effective Date .....</i></b>	<b>6</b>



# 1 Introduction

Leadership continuity is crucial to the long-term success and sustainability of Fusion CX Limited (“the Company”). In accordance with Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and aligning with global best practices, the Company is committed to ensuring that appropriate plans are in place for the orderly succession of the Board of Directors (“the Board”), Key Managerial Personnel (“KMP”), and Senior Management.

Sudden gaps in leadership may adversely impact the strategic direction and operations of the Company. Therefore, this Succession Planning Policy (“Policy”) aims to ensure leadership continuity, maintain stakeholder confidence, and support the execution of the Company’s business strategy.

This Policy was approved by the Board on 8<sup>th</sup> May, 2025 and may be amended from time to time based on the recommendations of the Nomination and Remuneration Committee (“NRC”) and in accordance with applicable laws.

# 2 Definitions

For the purposes of this Policy:

- (a) “Board” means the board of directors of Fusion CX
- (b) “Senior Management” includes officers and personnel who are part of the core management team, excluding the Board of Directors. It comprises all individuals reporting to the CEO/MD or one level below the Whole Time Director or Manager, including all functional heads and designated Key Managerial Personnel (excluding Directors).
- (c) “Key Managerial Personnel (KMP)” means personnel as defined under Section 2(51) of the Companies Act, 2013, which includes:
  - Chief Executive Officer (CEO) and the Managing Director (MD) or the Manager
  - Whole-time Director
  - Chief Financial Officer (CFO)
  - Company Secretary (CS)
  - such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - such other officer as may be prescribed;



(d) “Companies Act” means the Companies Act, 2013, and the rules thereunder, as amended from time to time.

(e) “Policy” means this Succession Planning Policy.

Unless otherwise defined, terms used in this Policy shall have the meanings assigned to them under applicable laws including the SEBI Listing Regulations, the Companies Act, 2013, and related regulations.

### 3 Objectives of the Policy

The objectives of this Policy are:

- To ensure the continuity of leadership by systematically identifying and developing successors for key positions.
- To build a talent pipeline for critical leadership and technical roles.
- To reduce disruptions due to sudden leadership transitions.
- To support the Company’s long-term strategic plans by aligning leadership capability with business needs.
- To comply with applicable statutory and regulatory requirements.

### 4 Scope and Applicability

This Policy shall apply to succession planning for the following roles within Fusion CX:

1. Managing Director and Chief Executive Officer
2. Board of Directors (Whole-time Director, Executive, Non-Executive, and Independent Directors)
3. Key Managerial Personnel (KMP)
4. Chief Operating Officer (COO)
5. Chief Service Officer
6. Chief Marketing and Strategy Officer
7. President
8. Senior Management (VP level and above, including all functional heads)
9. Any other positions considered critical by the CEO in consultation with the Board or NRC



## 5 Succession Planning Framework

### 5.1 Role Of The Nomination And Remuneration Committee (NRC)

The NRC shall:

- Periodically review the leadership needs of the Company.
- Evaluate internal and external candidates for key roles.
- Recommend appointments, extensions, or replacements to the Board.
- Assess candidate suitability based on qualifications, experience, leadership skills, integrity, and fit with Company culture.
- Utilize executive search firms where necessary.

### 5.2 Board Succession

- The NRC shall identify gaps in the skills, experience, and diversity of the Board.
- A database of potential Board candidates (internal and external) will be maintained.
- Independent Directors shall be appointed as per SEBI Listing Regulations and other applicable guidelines.
- The Chairman of the Board shall be appointed from among Non-Executive Directors or Independent Directors, subject to applicable regulatory provisions.

### 5.3 KMP and Senior Management Succession

The CEO and MD along with the HR head shall:

- Define competency frameworks for each key role.
- Identify high-potential employees and assess their readiness.
- Ensure development through leadership programs, mentoring, and cross-functional exposure.
- Recommend whether to extend the tenure of incumbents or replace them with internal/external candidates.
- Provide timely updates to the NRC.

### 5.4 Interim Succession

In the event of a sudden vacancy:

- The next-in-line as per the approved organizational chart shall take interim charge.
- The NRC will initiate an expedited recruitment or promotion process.
- The interim successor shall manage responsibilities until a permanent appointment is made.



## 6 Talent Development and Leadership Pipeline

The Company shall:

- Conduct annual talent assessments and succession risk reviews.
- Maintain a leadership pipeline report, updated by the HR function.
- Invest in executive coaching, mentorship programs, and specialized training.
- Foster diversity and inclusion in succession planning.

## 7 Compensation and Appointments

- All compensation for newly appointed successors shall be governed by the internal remuneration policy and reviewed by the NRC.
- Compensation for Board members shall comply with the Companies Act, SEBI regulations, and shareholder approvals, where applicable.

## 8 Monitoring and Review

- The NRC shall annually review this Policy to ensure it remains effective and aligned with industry best practices.
- Revisions, if any, shall be recommended to the Board for approval.
- Any changes due to statutory amendments shall be deemed incorporated without further Board approval.

## 9 Effective Date

This Policy is effective from 8<sup>th</sup> May, 2025 and supersedes any prior policies relating to succession planning.

**Date: 8<sup>th</sup> May, 2025**

**Place: Kolkata**