



SHORTER NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING

TO THE SHAREHOLDERS

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Fusion CX Limited (formerly: Fusion CX Private Limited; earlier Xplore-Tech Services Private Limited) (“**the Company**”) will be held on Saturday, March 29, 2025, at 5.00 P.M. at the Registered office of the Company at Plot Y9, Block- EP, Sector-V, Salt Lake City, Kolkata- 700 091, West Bengal, India to transact the following businesses:

SPECIAL BUSINESS

1. APPOINTMENT OF MR. PANKAJ DHANUKA (DIN: 00569195) AS THE CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and any amendments thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if required, and such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications as may be imposed and/or prescribed by any of the authorities while granting such approvals, permissions and sanctions and Nomination and Remuneration Policy of the Company based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and as are agreed to by the Board of Directors (hereinafter referred to as ‘the Board’ which terms shall include any committee constituted/to be constituted by the Board and any person authorized by the Board in this behalf) and acceptable to Mr. Pankaj Dhanuka Director Identification Number (DIN) 00569195, the consent of the Members be and are hereby accorded to the appointment of Mr. Pankaj Dhanuka (Mr. Dhanuka), as Chairman and Managing Director, designated as Executive Director, of the Company, who shall not be liable to retire by rotation in terms of Section 152 read with other relevant provisions including Section 160 of the Companies Act, 2013 for a period of Five (5) years with effect from 28th March, 2025 to 27th March, 2030, on such remuneration by way of salary, perquisites, allowances and/or benefit(s), within and up to the maximum limit as have been determined, fixed and approved by the Board subject to overall limit, stipulated in Sections 197 of the Companies Act, 2013 and subject further to obtaining Members’ approval by virtue of this Special Resolution, proposed to be passed at this meeting and on such other terms, conditions and stipulations (including remuneration) as contained in the “Draft Agreement” to be entered into between the Company of the ONE PART and Mr. Dhanuka of the OTHER PART, and duly specified in the Statement, annexed to the Notice of Extra-Ordinary General Meeting (EGM) of the Company (“EGM Notice”), which forms the part of this resolution and Draft of the AGREEMENT, as placed before this meeting and initialed by the Chairman of the Company for the purpose of identification, is hereby specifically approved and sanctioned;



RESOLVED FURTHER THAT Board may in its absolute discretion pay to Mr. Dhanuka, as a Chairman & Managing Director, designated as Executive Director, lower remuneration within the said maximum limits as stipulated in the Draft Agreement and the Statement hereinabove referred to;

RESOLVED FURTHER THAT the Chairman & Managing Director, designated as Executive Director, shall not be entitled to any sitting fee for attending meeting of the Board and/or Committee(s) thereof;

RESOLVED FURTHER THAT, within the terms of remuneration as set out in the Statement and the 'Draft Agreement' referred to hereinabove and as approved herein by the shareholders, the Board of Directors of the Company be and is hereby authorised to revise, vary or increase the remuneration (salary, perquisites and allowances) payable to Mr. Dhanuka from time to time, to the extent the Nomination and Remuneration Committee of the Board of Directors and/or the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provisions under the Act, for the time being in force, provided however, that the remuneration payable to Mr. Dhanuka shall be within the limits set out in the Act including Schedule V to the Act or any amendments thereto or any modifications or statutory enactment thereof and/or rules or regulations framed thereunder without any further reference to the Members of the Company in the General Meeting and accordingly the terms of the aforesaid 'Draft Agreement' between the Company and Mr. Dhanuka shall be suitably modified to give effect to such variation or increase as the case may be;

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove where in any financial year during the term of employment of Mr. Dhanuka, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Dhanuka, subject to requisite approval, the existing remuneration or the revised remuneration, as may be approved by the Board, as a "Minimum Remuneration" per month by way of salary, perquisites, allowances and/or benefits, as specified in the 'Draft Agreement' and also in the Statement annexed to the EGM Notice, subject to and within the maximum ceiling limits laid down under Schedule V to the Act as applicable to the Company at the relevant time depending upon the effective capital of the Company or such other limits as may be prescribed by the Central Government from time to time as to minimum remuneration or any amendments thereto or any modifications or statutory re-enactment thereof and/or any rules or regulations framed thereunder;

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, substitutions, relaxations or re-enactments by the Central Government to Schedule V to the said Act, the Board of Directors of the Company be and is hereby authorised and empowered to vary, alter, increase, enhance or widen the scope of remuneration including salary, perquisites, allowances and/or benefits, to the extent but within the maximum permissible limits for payment of managerial remuneration specified in Schedule V to the said Act and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, without any further reference to the Members of the Company in General Meeting;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution Mr. Kishore Saraogi, Director of the Company and/or Mr. Barun Singh, Company Secretary of the Company, be and are hereby severally/jointly authorised to execute and sign the agreement and other documents and take such steps and do all such act, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."



2. APPOINTMENT OF MR. KISHORE SARAOGI (DIN: 00623022) AS THE MANAGING DIRECTOR OF THE COMPANY;

*To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and any amendments thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if required, and such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications as may be imposed and/or prescribed by any of the authorities while granting such approvals, permissions and sanctions and Nomination and Remuneration Policy of the Company based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and as are agreed to by the Board of Directors (hereinafter referred to as ‘the Board’ which terms shall include any committee constituted/to be constituted by the Board and any person authorized by the Board in this behalf) and acceptable to Mr. Kishore Saraogi, Director Identification Number (DIN) 00623022, the consent of the Members be and are hereby accorded to the appointment of Mr. Kishore Saraogi (Mr. Saraogi), as Managing Director, designated as Executive Director, of the Company, who shall be subject to retirement by rotation in terms of Section 152 read with other relevant provisions including Section 160 of the Companies Act, 2013 for a period of Five (5) years with effect from 28th March, 2025 to 27th March, 2030, on such remuneration by way of salary, perquisites, allowances and/or benefit(s), within and up to the maximum limit as have been determined, fixed and approved by the Board subject to overall limit, stipulated in Sections 197 of the Companies Act, 2013 and subject further to obtaining Members’ approval by virtue of this Special Resolution, proposed to be passed at this meeting and on such other terms, conditions and stipulations (including remuneration) as contained in the “Draft Agreement” to be entered into between the Company of the ONE PART and Mr. Saraogi of the OTHER PART, and duly specified in the Statement, annexed to the Notice of Extra-Ordinary General Meeting (EGM) of the Company (“EGM Notice”), which forms the part of this resolution and Draft of the AGREEMENT, as placed before this meeting and initialed by the Chairman of the Company for the purpose of identification, is hereby specifically approved and sanctioned;

RESOLVED FURTHER THAT Board may in its absolute discretion pay to Mr. Saraogi, as Managing Director, designated as Executive Director, lower remuneration within the said maximum limits as stipulated in the Draft Agreement and the Statement hereinabove referred to;

RESOLVED FURTHER THAT the Managing Director, designated as Executive Director, shall not be entitled to any sitting fee for attending meeting of the Board and/or Committee(s) thereof;

RESOLVED FURTHER THAT, within the terms of remuneration as set out in the Statement and the ‘Draft Agreement’ referred to hereinabove and as approved herein by the shareholders, the Board of Directors of the Company be and is hereby authorised to revise, vary or increase the remuneration (salary, perquisites and allowances) payable to Mr. Saraogi from time to time, to the extent the Nomination and Remuneration Committee of the Board of Directors and/or the Board of Directors may consider appropriate



and as may be permitted or authorised in accordance with any provisions under the Act, for the time being in force, provided however, that the remuneration payable to Mr. Saraogi shall be within the limits set out in the Act including Schedule V to the Act or any amendments thereto or any modifications or statutory enactment thereof and/or rules or regulations framed thereunder without any further reference to the Members of the Company in the General Meeting and accordingly the terms of the aforesaid 'Draft Agreement' between the Company and Mr. Saraogi shall be suitably modified to give effect to such variation or increase as the case may be;

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove where in any financial year during the term of employment of Mr. Saraogi, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Saraogi, subject to requisite approval, the existing remuneration or the revised remuneration, as may be approved by the Board, as a "Minimum Remuneration" per month by way of salary, perquisites, allowances and/or benefits, as specified in the 'Draft Agreement' and also in the Statement annexed to the EGM Notice, subject to and within the maximum ceiling limits laid down under Schedule V to the Act as applicable to the Company at the relevant time depending upon the effective capital of the Company or such other limits as may be prescribed by the Central Government from time to time as to minimum remuneration or any amendments thereto or any modifications or statutory re-enactment thereof and/or any rules or regulations framed thereunder;

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, substitutions, relaxations or re-enactments by the Central Government to Schedule V to the said Act, the Board of Directors of the Company be and is hereby authorised and empowered to vary, alter, increase, enhance or widen the scope of remuneration including salary, perquisites, allowances and/or benefits, to the extent but within the maximum permissible limits for payment of managerial remuneration specified in Schedule V to the said Act and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, without any further reference to the Members of the Company in General Meeting;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution Mr. Pankaj Dhanuka, Director of the Company and/or Mr. Barun Singh, Company Secretary of the Company, be and are hereby severally/jointly authorised to execute and sign the agreement and other documents and take such steps and do all such act, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

3. Approval of Related Party Transaction for the Financial Year 2025-26

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force) approval of Shareholders be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company) for transactions entered or to be entered through contract or arrangement with the related parties by the Company upto the maximum amounts and other terms & conditions as set out in the Explanatory Statement;



RESOLVED FURTHER THAT Mr. Pankaj Dhanuka (Chairman & Managing Director) and/or Mr. Kishore Saraogi (Managing Director) and/or Mr. Barun Singh (Company Secretary) of the Company, be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company.”

**By the Order of the Board of Director
For Fusion CX Limited**

Date: March 28, 2025
Place: Plot No. Y9, Block EP & GP,
Sector-5, Bidhan Nagar, Salt Lake,
Kolkata – 700 091, West Bengal

Sd/-
Barun Singh
(Company Secretary and Compliance Officer)



NOTES:

1. The Meeting is being called at a shorter notice subject to receipt of approval of the Members. The format for providing the consent for holding the EGM at shorter notice is annexed herewith. The consent is required to be provided before the EGM and be either delivered at either the registered office of the Company or at the venue of the meeting or through mail at secretarial@fusioncx.com
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this Extra-Ordinary General Meeting (“EGM”) is also annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 Members provided shareholding of those members in aggregate should not be more than 10% of the total Share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Shareholder.
4. In case of Joint Members attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. The entry to the Meeting venue will be regulated by means of attendance slips. For attending the Meeting, Members, proxies and authorized representatives of the Members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
6. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member subject to the following:
 - (i) Subject to any rights or restrictions for the time being attached to any share, the voting rights of:
 - a) every Member present in person shall have one vote on a show of hands; and
 - b) every Member shall be in proportion to his share in the paid-up equity share capital of the Company on a poll.
 - (ii) No Member shall be entitled to vote at any General Meeting unless all sums including maintenance charges or other sums presently payable by him, have been paid.
 - (iii) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - (iv) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
7. Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of



Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the Meeting.

8. Members are requested to kindly notify the Company of any changes in their addresses/email address so as to enable the Company to address future communication to their correct addresses.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts.
10. Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
11. All the documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays and holidays) between 2-00 P.M. and 4-00 P.M. up to the date of EGM.
12. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
13. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting their Folio number or their Client ID number with DPID number, as the case may be.
14. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of Members of all Companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case Member is a minor, name of guardian and the date of birth of the Member, and name and address of nominee. All Members are requested to update their details as aforesaid with their respective depository.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
16. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the EGM.
17. The route map of the prominent landmark of the venue of the Extra - Ordinary General Meeting as per the requirement of SS-2, Proxy Form in form MGT- 11, Polling Paper in form MGT-12 and Attendance Slip are annexed to this Notice which are the forming part of this notice.

**By the Order of the Board of Director
For Fusion CX Limited**

Date: March 28, 2025

Place: Plot No. Y9, Block EP & GP, Sector 5,
Bidhan Nagar, Salt Lake, Kolkata – 700 091, WB, IN

Sd/-
Barun Singh
(Company Secretary and Compliance Officer)



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 & 2 of the accompanying Notice dated Friday 28th March 2025 should be taken as forming part of this Notice.

Item No. 1

The Board of Directors of the Company ('the Board') at its meeting held on 28th March, 2025, have appointed Mr. Pankaj Dhanuka (Mr. Dhanuka) as Chairman & Managing Director for a period of Five (5) years, effective from 28th March, 2025, subject however to the approval of the shareholders in the ensuing Extra-Ordinary General Meeting (EGM), if required, on the terms and the remuneration permissible under Section 197 read with Schedule V to the Companies Act, 2013 ("the Act"), as amended up to date and embodied in the Agreement, to be entered into with Mr. Dhanuka. Mr. Dhanuka shall be a non-retiring Director, who shall not be liable to retire by rotation, in terms of Section 152 of the Act, including other provisions of the Act.

Mr. Dhanuka, aged about 55 years, is a Commerce Graduate, a qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI) and has more than 30 years of experience driving innovation in technology, outsourcing, and engineering. As the Co-Founder and CEO of Fusion CX, he has led the company's transformation into a global leader in customer experience and outsourcing, scaling it to a workforce of 20,000+ across multiple regions. Additionally, he is the strategic force behind Global Seamless Tubes and Pipes (GSTP), a leader in manufacturing pipes and tubes. With expertise in finance, operations, and building high-performing teams, Pankaj is committed to fostering operational excellence and customer-centric solutions while actively contributing to philanthropy and social causes. The remuneration offered to him is in line with the Company's Nomination and Remuneration Policy as well as present corporate trends taking due account of his expertise as well as the considerable acumen that he brings to the Company.

The Board considers that his service will be useful to the Company and that it is in interest of the Company that he be appointed as 'Chairman & Managing Director' of the Company. His appointment and remuneration so fixed by the Board upon recommendation of the Nomination and Remuneration Committee are in accordance with Schedule V to the Act, as amended up to date and subject to the approval of Members of the Company at the ensuing EGM.

The Board of Directors have fixed the following remuneration as per the recommendation of the Nomination and Remuneration Committee to be paid to Mr. Dhanuka, as Chairman & Managing Director of the Company during his respective tenure of appointment with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down under Schedule V to the said Act, or any statutory amendment or relaxation thereof:-



1) Period of Appointment:

Five (5) years commencing from 28th March, 2025 to 27th March, 2030.

2) Nature of Duties:

Subject to the superintendence, control and direction of the Board, Mr. Dhanuka shall perform such duties and exercise such powers as may from time to time be entrusted to or vested in him by the Board and shall devote the whole of his time and attention to his service as the Chairman & Managing Director (CMD) of the Company.

Without prejudice to the general powers and duties vested in the CMD, as set forth hereinabove, the CMD shall, subject to the supervision, control, and direction of the Board of Directors (hereinafter referred to as "the Board") and in accordance with applicable laws, rules, and regulations, be entitled to exercise the following powers and perform the following duties:

(A) Financial Authority:

- (i) With the prior approval of the Board and in conjunction with the person in charge of finance or such other personnel as may be authorized by the Board, to open and operate any banking or other account and to draw, make, accept, execute, endorse, discount, negotiate, retire, pay, satisfy, and assign cheques, drafts, bills of exchange, promissory notes, hundis, interest and dividend warrants, and other negotiable or transferable instruments or securities.
- (ii) To borrow monies, whether secured or unsecured, for the purposes of the business of the company, subject to the prior approval of the Board and, where applicable, the approval of the company in accordance with Section 189 of the Companies Act, 2013, and further subject to such limits and conditions as may be prescribed by the Board from time to time.
- (iii) To incur capital expenditure up to a sum of Rs. 100 Crores (Rupees One Hundred Crores only) during any financial year.
- (iv) To invest the funds of the company, excluding investments in shares of other companies as covered under Section 186 of the Companies Act, 2013, and to place fixed deposits with the company's bankers.

(B) Operational Authority:

- (i) To appoint distributors, consultants for the sale of the products/services of the company, wherever required.
- (ii) To ensure timely payment of all taxes, duties, and levies payable to the Central and State Governments, Municipal authorities, or any other regulatory body, as applicable.
- (iii) To appoint, engage, or employ persons for the company and to determine their terms of employment.
- (iv) To increase the salary or remuneration of any employee of the company and to sanction annual increments as deemed appropriate.
- (v) To enter into contracts for the purchase of goods, materials, or services for the company, subject to prior approval of the Board where required under Sections 188 and 184 of the Companies Act, 2013.
- (vi) To institute, prosecute, defend, oppose, appear or appeal to, compromise, refer to arbitration, abandon, and execute judgments or awards in any legal proceedings, including matters pertaining to trademarks, trade names, trade property, passing-off actions, and taxation or revenue matters.



(C) Execution of Strategy:

To implement and execute the strategic plans and directions as approved by the Board and to ensure effective coordination among departments for the fulfillment of such strategies.

(D) Leadership and Governance:

- (i) To lead and manage the senior management team and Key Managerial Personnel (KMPs) and to foster a culture of performance, accountability, and continuous improvement within the company.
- (ii) To report to the Board on the performance, strategic initiatives, and overall operations of the company and to ensure effective communication across all levels of the organization.

(E) Risk Management and Compliance:

- (i) To identify, monitor, and mitigate operational, financial, and strategic risks affecting the company.
- (ii) To ensure compliance with all applicable internal policies, external regulations, and statutory requirements.

(F) Strategic Direction:

- (i) To develop, communicate, and implement the company's vision, mission, and strategic objectives as approved by the Board.
- (ii) To formulate and execute long-term strategies to promote growth and maximize shareholder value.
- (iii) To formulate and propose strategies, including organic and inorganic growth plans, for the expansion and diversification of the company's business operations, subject to the approval of the Board where necessary.

(G) Decision-Making Authority:

To make high-level decisions with respect to policies, strategies, investments, mergers, acquisitions, and other significant business matters, subject to prior approval of the Board where required by law or the Articles of Association.

(H) External Representation:

To act as the principal spokesperson and representative of the company in dealings with stakeholders, including investors, regulators, governmental authorities, and the media.

3) Remuneration (including maximum limit):

Mr Dhanuka, Chairman & Managing Director (hereinafter referred to as the appointee), shall be entitled to the following remuneration with effect from 28th March, 2025 for the period of his office from 28th March, 2025 to 27th March, 2030 or as may be determined and revised by the Board at its discretion from time to time within the maximum permissible limit:

A) Basic Salary: ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand only) per month with such annual increments which will be effective from the date, as may be approved by the Board of Directors of the Company based on the recommendation/approval of the Nomination and Remuneration Committee.



Salary may include basic salary, allowances and any other allowances/benefits, as may be determined by the Board from time to time.

B) Annual Increment: At the discretion of the Board.

C) Perquisites Allowances & Benefits: In addition to Salary the appointee shall be entitled to the following perquisites:

C.1.) Housing: The expenditure to the company on hiring furnished accommodation shall not exceed 50% of the salary. In case the Chairman & Managing Director is provided accommodations owned by the company, he will pay 10% of his salary towards house rent.

C.2.) Gas, Electricity, Water and Furnishings: Besides house as mentioned above, the expenditure gas, electricity, water and furnishing will be borne by the company and the market value will be evaluated as per Income-tax Rules, 1962.

C.3.) Medical Reimbursement and Insurance: Medical expenses incurred by the appointee on self, spouse, dependent children will be reimbursed to him subject to a ceiling of one month's salary in a year three month's salary over a period of three years and medical insurance shall be provided as per company policy.

C.4.) Club Fees: Fees of two clubs subject to a maximum of two clubs including admission and membership fees.

C.5.) Annual Leave: 30 days annual leave with pay for every completed service of eleven months.

C.6.) Leave Travel Concession: For self and family once a year in accordance with the rules of company.

C.7.) Personal Accident Insurance: As per company policy.

C.8.) Provident Fund and superannuation:

1. Company's contributions towards the Provident fund as per the rules of the company but not exceeding statutory limits for salary and company's contributions towards the superannuation fund which shall not, together with the company's contributions to the PF, exceed 25%.
2. Gratuity payable at the rate of half a month's salary for each completed year of services, with a service of six months or more being treated as
3. Encashment of Leave at the end of tenure.

C.9.) Other Perks:

1. Car with driver: The Chairman & Managing Director will be provided with a car and a driver for use on the company's business. The company will bill for the use of the car for private purposes.
2. Telephone: Free telephone/mobile at his residences along with international roaming and outgoing facilities.



3. The provision of a car for official use and a telephone at residence will not be considered perquisite.
4. The company shall reimburse actual entertainment and traveling expenses incurred by the Chairman & Managing Director in connection with the company's business.
5. The Chairman & Managing Director shall be allowed to, engage or interest himself as a Director/ owner/ proprietor/ Trustee etc either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking whether directly or indirectly use, apply or utilise his knowledge or experience for or in the interest of any such person, firm, company, or body corporate as aforesaid. The Chairman & Managing Director shall however invest required time and efforts in the affairs of the company as entrusted. For the purpose of this section holding a position in the subsidiaries, step down subsidiaries and group should be exempted unless in violation of law.
6. The Chairman & Managing Director shall not, during the continuance of his employment with the company, divulge or disclose to any person, firm, company, or body corporate whomsoever makes any use, whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret process of the company and the Chairman & Managing Director shall, during the continuance of his employment hereunder, also use his best endeavours to prevent any other person, firm, company or body corporate concerned from doing so.
7. The appointee shall terminate his agreement by giving to the other advance notice of three months, provided that the company may waive the notice by giving in cash the remuneration for three months which the Chairman & Managing Director would have received had he remained in office for the said three months.
8. The Chairman & Managing Director shall, from time to time, during his employment hereunder, fully disclose to the company the progress of investigations and of any discoveries he may make himself or in conjunction with other officials or non-officials with regard to any improvement, invention, or discovery arising out of or in connection with the said employment, he shall forthwith disclose to the company a full and complete description of the nature of said improvement, invention or discovery and the mode of performing the same.
9. This appointment and the terms and conditions thereof shall be subject to the approval of the Shareholders of the company in general meetings and, if necessary, of the Central Government under the relevant provisions of the Companies Act, 2013.
10. **Overall Remuneration:** Subject to an overall limit of 5% of the net profits individually and 10% of the net profits collectively payable to the Managing Director(s) and Executive Director(s) as calculated in accordance with Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force.
11. **Minimum Remuneration:** In the event of loss or inadequacy of profits under Sections 198 of the Companies Act, 2013, as amended up to date, in any financial year(s) during the currency of tenure of office of appointee, the Company shall pay him in respect of such financial year(s) remuneration by way of consolidated salary, perquisites, allowances and benefits, as "Minimum Remuneration" as he may be



the then time drawing as specified in Clauses (A), & (B) of the Remuneration Clause 3 above, subject to an overall limits laid down under Schedule V to the Act, as applicable to the Company at the relevant time depending upon the effective capital of the Company or such other limits, as may be provided by the Central Government from time to time as to “Minimum Remuneration”.

12. **Sitting Fee:** The appointee shall not so long as he acts as the Chairman & Managing Director of the Company be paid any sitting fees for attending any meetings of the Board or any Committee thereof.
13. **Retirement by Rotation:** The appointee shall not be liable to retire by rotation. If at any time the appointee ceases to be a Director of the Company for any cause whatsoever he shall cease to be a Chairman & Managing Director of the Company.
14. The Board of Directors may, in their discretion, revise or modify any of the terms of re-appointment and remuneration from time to time within the limits laid down in Schedule V to the Act.
15. **Service of Notice:** Any notice to be given hereunder shall be sufficiently given or served in case of appointee by being delivered either personally to him or left for him at his address last known to the Company or sent by Registered Post addressed to him at such address and in the case of the Company by being delivered at or sent by Registered Post addressed to its Registered Office. Any such notice if so posted shall be deemed served on the day following that on which it was posted.
16. With the approval of the Members to the proposed Resolution, the Board will have the discretion and delegated authority of the Members of the Company to fix and revise the salary within overall ceiling as specified under the relevant provisions of Companies Act, 2013, as approved by the Members hereinunder this Resolution, whichever is lower.
17. The limits specified in the Statement attached to this Notice in regard to Resolution set out at item no. 1 is only the maximum limits and the Board may in exercise of the delegated authority pay Mr. Dhanuka, a lower remuneration and may revise the same from time to time within the maximum limits stipulated in the Statement attached to the notice forming part of the Resolution.
18. However, in the absence, or inadequacy of profits in any financial year, during the tenure of Mr. Dhanuka, Chairman & Managing Director, of the Company, the minimum remuneration payable by the Company to him by way of salary and perquisites shall not exceed the maximum limit as laid down under Section 197 read with Schedule V of the Act, as amended up to date, as envisaged under the said Schedule V of the Act, as amended up to date.
19. Schedule V of the Act, as amended up to date, a Statement in the prescribed format is required to be sent to all shareholders, containing the information specified therein along with the Notice calling the Extra-Ordinary General Meeting.
20. In compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Act, a Special Resolution as set out in item No. 1 of the accompanying Notice is now being placed before the Members for their approval.



The Board therefore recommends passing of the Resolution set out in item No.1 of the accompanying Notice.

MEMORANDUM OF INTEREST

None of the other Directors of the Company are, in any way concerned or interested or deemed to be concerned and interested in this Resolution.

INSPECTION OF DOCUMENTS

The draft copy of the Service Agreement proposed to be entered into between the Company and Mr. Dhanuka in connection with his appointment as Chairman & Managing Director is available for inspection of the Members at the Registered Office of the Company on any working day between 2-00 P.M. and 4-00 P.M. up to and including the date of Extra-Ordinary General Meeting or any adjournment or adjournments thereof. The same will also be available at the meeting.

ABSTRACT OF TERMS AND CONDITIONS OF APPOINTMENT UNDER SECTION 190 OF THE COMPANIES ACT, 2013

The terms and conditions of appointment and remuneration payable to Mr. Dhanuka as Chairman & Managing Director, designated as 'Executive Director', of the Company, as set out in the Agreement referred to and Statement, duly annexed to the accompanying Notice should be treated as an 'ABSTRACT' of the terms of his reappointment and Memorandum of Interest under Section 190 of the Companies Act, 2013.

The requisite information required to be provided to the Shareholders of the Company in the Notice convening Extra-Ordinary General Meeting of the Company in terms of Part-II, Section II of Schedule V to the Companies Act, 2013, is set out below:-

I. General Information:-

- (1) Nature of Industry : Service Industry
- (2) Date or expected date of commencement of commercial production : 25/02/2004
- (3) Financial performance on given indicators :

(Rs. in Lacs)

Year ending 31st March	Sales	Operating Profit/(Loss)	Profit/(Loss) before Tax	Net Profit/(Loss) after Tax
2020	4,917.28	972.25	246.60	169.53
2021	5,779.99	851.24	382.42	301.48
2022	12,091.03	1,043.26	456.30	429.28
2023	19,305.75	1,318.55	561.17	463.77
2024	27,831.86	3,704.15	1,493.30	1,419.79



(4)	Export performance and net foreign exchange earnings	<p>: The Company was able to export for Rs. 4,556.98 lacs as against the export of Rs. 3,399.03 lacs achieved in the previous year.</p> <p>Foreign exchange earned and used during the financial year 2023-24 and 2022-23 :-</p> <table data-bbox="587 488 1442 645"> <tr> <td></td><td colspan="2" style="text-align: right;">(Rs. in lacs)</td></tr> <tr> <td></td><td>2023-24</td><td>2022-23</td></tr> <tr> <td>Foreign Exchange earned</td><td>4,556.98</td><td>3,399.03</td></tr> <tr> <td>Foreign Exchange used</td><td>1535.80</td><td>183.53</td></tr> </table>		(Rs. in lacs)			2023-24	2022-23	Foreign Exchange earned	4,556.98	3,399.03	Foreign Exchange used	1535.80	183.53
	(Rs. in lacs)													
	2023-24	2022-23												
Foreign Exchange earned	4,556.98	3,399.03												
Foreign Exchange used	1535.80	183.53												
(5)	Foreign Investments or Collaborators, if any	<p>: Holdings of FIIs/NRIs and other non-residents is Nil% in the Company as at 31st March, 2024.</p> <p>The Company has no foreign Collaborator.</p>												

II. Information about the appointee:-

(1)	Background details	<p>: Mr. Pankaj Dhanuka</p> <p>Mr. Pankaj Dhanuka (Mr. Dhanuka), aged about 55 years, is a Graduate in Commerce, Chartered Accountant and Company Secretary by qualification and presently the Director designated as Executive Director, of the Company. Mr. Dhanuka has contributed significantly towards improvement and growth of the Company. He has more than 30 years of experience driving innovation in technology, outsourcing, and engineering. As the Co-Founder and CEO of Fusion CX, he has led the company's transformation into a global leader in customer experience and outsourcing, scaling it to a workforce of 20,000+ across multiple regions. Additionally, he is the strategic force behind Global Seamless Tubes and Pipes (GSTP), a leader in manufacturing pipes and tubes. With expertise in finance, operations, and building high-performing teams, Pankaj is committed to fostering operational excellence and customer-centric solutions while actively contributing to philanthropy and social causes. The remuneration offered to him is in line with the Company's Nomination and Remuneration Policy as well as present corporate trends taking due account of his expertise as well as the considerable acumen that he brings to the Company.</p>
(2)	Past remuneration	<p>: 2019-2020 : Rs. 42.00 Lacs</p> <p>2020-2021 : Rs. 42.00 Lacs</p> <p>2021-2022 : Rs. 54.00 Lacs</p> <p>2022-2023 : Rs. 54.00 Lacs</p> <p>2023-2024 : Rs. 54.00 Lacs</p>

(3)	Job profile and his suitability	:	To provide vision guidance and direction for long term growth and overall management control and to formulate plans and strategy for continuance performance & growth of the Company. Mr. Dhanuka is entrusted with the substantial power and authorities to manage the affairs of the Company. Mr. Dhanuka, the Chairman & Managing Director, shall devote his wholetime and attention to the business and affairs of the Company and carryout such duties as may be entrusted to him from time to time by the Board of Directors of the Company (“the Board”) and exercise such powers as assigned to him by the Board under the superintendence, control and direction of the Board in the best interest of the Company. The Board is of the opinion that Mr. Dhanuka possesses in depth understanding and knowledge of the BPO & I.T. Industry and leadership skills, he is therefore ideally suited for the job.
(4)	Remuneration proposed	:	<p>(a) Salary (Basic + DA) at Rs. 4,50,000/- per month with authority to the Board to fix the salary and to consider an annual increment/accelerated increment at its discretion upto and within the said maximum amount of salary, upon recommendation of the Remuneration Committee;</p> <p>(b) Perquisites, allowances and benefits, as spelt out in the Statement annexed to the Notice convening the ensuing Extra-Ordinary General Meeting of the Company subject to a ceiling as may be determined by the Board from time to time within the maximum limit for remuneration fixed by the Company provided the aggregate of salary, perquisites, allowances and benefits as contemplated as above shall not exceed the overall limits prescribed under Sections 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act as may for the time being in force. (5% of the net profits in case of one Whole-time Director and 10% of the net profits for more than one Whole-time Director as calculated under Sections 197 of the Companies Act, 2013).</p>
(5)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	:	Compared to the remuneration with respect to the Industry, Companies of similar size as that of the Company and persons holding similar position, the remuneration proposed to be paid to Mr. Dhanuka as the Chairman & Managing Director is not adequate. Remuneration for a person of his caliber and position should generally be higher than what is being paid to him.



(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	:	Mr. Dhanuka holds Nil Equity Shares of the Company and belongs to promoters' group having control over the management of the Company. Besides the remuneration proposed to be paid the Chairman & Managing Director does not have any other pecuniary relationship directly or indirectly with the Company or relationship with any of the managerial personnel of the Company.
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III. Other Information:-

(1)	Steps taken or proposed to be taken for improvement	:	The Management is taking necessary and adequate steps to improve workings and profitability of the Company. Various measures and steps have been taken in the matter of cost control, product mix borrowing at cheaper rates and process improvement for improving efficiency. The Company would continue its endeavors to increase the revenues to improve its productivity and profits in the coming years.
(2)	Expected increase in productivity and profits in measurable terms	:	Steps, as aforesaid, being taken by the Company, would increase the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The Management expects reasonable growth in business, gross revenue and profit of the Company. However, it is difficult to predict profits in the measurable terms, in the present business scenario for the coming years.

IV. Disclosures :

(1)	The Shareholders shall be informed of the remuneration package of the managerial person	:	Yes, the Remuneration package has been fully disclosed under the Statement, in regard to special resolution set out at item no. 1 of the Notice relating to appointment and remuneration payable to Mr. Dhanuka, as the Chairman & Managing Director duly annexed to the Notice convening the Extra-Ordinary General Meeting of the Company, as determined and fixed by the Board subject to overall ceiling laid down in Sections 197 & other applicable provisions of the Companies Act, 2013, including Schedule V to the Act, to seek members' approval.
(2)	All elements of remuneration package such as salary benefits, bonuses, stock option, perquisites of all the Directors	:	The Remuneration package and other terms applicable to the Directors have been disclosed in the Annual Report for the year 2023-2024.
(3)	Details of fixed components and performance linked	:	



	incentives along with performance criteria		
(4)	Service contracts, notice period, severance fees etc	:	Service Agreement is for Five (5) years from 28 th March, 2025 to 27 th March, 2030. Notice period is Three (3) months. No severance fee is payable on termination.
(5)	Stock option details, if any and whether the same has been insured at a discount as well as the period over which accrued and over which exercisable	:	The Company has not issued any stock options to any of its Directors or Managerial Personnel.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Item No. 2

The Board of Directors of the Company ('the Board') at its meeting held on 28th March, 2025, have appointed Mr. Kishore Saraogi (Mr. Saraogi) as Managing Director for a period of Five (5) years, effective from 28th March, 2025, subject however to the approval of the shareholders in the ensuing Extra-Ordinary General Meeting (EGM), if required, on the terms and the remuneration permissible under Section 197 read with Schedule V to the Companies Act, 2013 ("the Act"), as amended up to date and embodied in the Agreement, to be entered into with Mr. Saraogi. Mr. Saraogi shall be a retiring Director, who shall be liable to retire by rotation, in terms of Section 152 of the Act, including other provisions of the Act.

Mr. Saraogi, aged about 57 years, is a Commerce Graduate, a qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI), a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI) and a qualified Cost & Works Accountant from the Institute of Cost and Work Accountant of India (ICWAI) and has more than 30 years of experience in the business process outsourcing (BPO) industry. As Co-founder, he specializes in business operations, AI and automation strategy, and operational excellence. Mr. Saraogi is adept at scaling global operations, driving strategic acquisitions, and delivering measurable results. With a background in business strategy, financial management, and operational transformation, he has a proven track record in leading growth and innovation. The remuneration offered to him is in line with the Company's Nomination and Remuneration Policy as well as present corporate trends taking due account of his expertise as well as the considerable acumen that he brings to the Company.

The Board considers that his service will be useful to the Company and that it is in interest of the Company that he be appointed as 'Managing Director' of the Company. His appointment and remuneration so fixed by the Board upon recommendation of the Nomination and Remuneration Committee are in accordance with



Schedule V to the Act, as amended up to date and subject to the approval of Members of the Company at the ensuing EGM.

The Board of Directors have fixed the following remuneration as per the recommendation of the Nomination and Remuneration Committee to be paid to Mr. Saraogi, as Managing Director of the Company during his respective tenure of appointment with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down under Schedule V to the said Act, or any statutory amendment or relaxation thereof:-

1) Period of Appointment:

Five (5) years commencing from 28th March, 2025 to 27th March, 2030.

2) Power and Duties:

Subject to the superintendence, control and direction of the Board, Mr. Saraogi shall perform such duties and exercise such powers as may from time to time be entrusted to or vested in him by the Board and shall devote the whole of his time and attention to his service as the Managing Director (MD) of the Company.

Without prejudice to the general powers and duties vested in the MD, as set forth hereinabove, the MD shall, subject to the supervision, control, and direction of the Board of Directors (hereinafter referred to as "the Board") and in accordance with applicable laws, rules, and regulations, be entitled to exercise the following powers and perform the following duties:

(A) Financial Authority:

- (i) With the prior approval of the Board and in conjunction with the person in charge of finance or such other personnel as may be authorized by the Board, to open and operate any banking or other account and to draw, make, accept, execute, endorse, discount, negotiate, retire, pay, satisfy, and assign cheques, drafts, bills of exchange, promissory notes, hundis, interest and dividend warrants, and other negotiable or transferable instruments or securities.
- (ii) To borrow monies, whether secured or unsecured, for the purposes of the business of the company, subject to the prior approval of the Board and, where applicable, the approval of the company in accordance with Section 189 of the Companies Act, 2013, and further subject to such limits and conditions as may be prescribed by the Board from time to time.
- (v) To incur capital expenditure up to a sum of Rs. 100 Crores (Rupees One Hundred Crores only) during any financial year.
- (vi) To invest the funds of the company, excluding investments in shares of other companies as covered under Section 186 of the Companies Act, 2013, and to place fixed deposits with the company's bankers.

(B) Operational Authority:

- (i) To appoint distributors, consultants for the sale of the products/services of the company, wherever required.
- (ii) To ensure timely payment of all taxes, duties, and levies payable to the Central and State Governments, Municipal authorities, or any other regulatory body, as applicable.
- (iii) To appoint, engage, or employ persons for the company and to determine their terms of employment.



- (iv) To increase the salary or remuneration of any employee of the company and to sanction annual increments as deemed appropriate.
 - (v) To enter into contracts for the purchase of goods, materials, or services for the company, subject to prior approval of the Board where required under Sections 188 and 184 of the Companies Act, 2013.
 - (vi) To institute, prosecute, defend, oppose, appear or appeal to, compromise, refer to arbitration, abandon, and execute judgments or awards in any legal proceedings, including matters pertaining to trademarks, trade names, trade property, passing-off actions, and taxation or revenue matters.
- (C) Execution of Strategy:
To implement and execute the strategic plans and directions as approved by the Board and to ensure effective coordination among departments for the fulfillment of such strategies.
- (D) Leadership and Governance:
 - (iii) To lead and manage the senior management team and Key Managerial Personnel (KMPs) and to foster a culture of performance, accountability, and continuous improvement within the company.
 - (iv) To report to the Board on the performance, strategic initiatives, and overall operations of the company and to ensure effective communication across all levels of the organization.
- (E) Risk Management and Compliance:
 - (iii) To identify, monitor, and mitigate operational, financial, and strategic risks affecting the company.
 - (iv) To ensure compliance with all applicable internal policies, external regulations, and statutory requirements.
- (F) Strategic Direction:
 - (iv) To develop, communicate, and implement the company's vision, mission, and strategic objectives as approved by the Board.
 - (v) To formulate and execute long-term strategies to promote growth and maximize shareholder value.
 - (vi) To formulate and propose strategies, including organic and inorganic growth plans, for the expansion and diversification of the company's business operations, subject to the approval of the Board where necessary.
- (G) Decision-Making Authority:
To make high-level decisions with respect to policies, strategies, investments, mergers, acquisitions, and other significant business matters, subject to prior approval of the Board where required by law or the Articles of Association.
- (H) External Representation:
To act as the principal spokesperson and representative of the company in dealings with stakeholders, including investors, regulators, governmental authorities, and the media.



3) Remuneration (including maximum limit):

Mr Saraogi, as Managing Director (hereinafter referred to as the appointee), shall be entitled to the following remuneration with effect from 28th March, 2025 for the period of his office from 28th March, 2025 to 27th March, 2030 or as may be determined and revised by the Board at its discretion from time to time within the maximum permissible limit:

A) Basic Salary: At Rs. 4,50,000/- per month, with such increments and/or accelerated increments as may be decided by the Board of Directors of the Company, upon due recommendation of the Nomination and Remuneration Committee, at its absolute discretion from time to time and with proportionate increase in all perquisites or allowances related to and depending upon the quantum of salary, within and up to a maximum limit laid down under section 197 read with Schedule V of the Companies Act, 2013, as amended from time to time.

Salary may include basic salary, allowances and any other allowances/benefits, as may be determined by the Board from time to time.

B) Annual Increment: At the discretion of the Board.

C) Perquisites Allowances & Benefits: In addition to Salary the appointee shall be entitled to the following perquisites:

C.1.) Housing: The expenditure to the company on hiring furnished accommodation shall not exceed 50% of the salary. In case the Managing Director is provided accommodations owned by the company, he will pay 10% of his salary towards house rent.

C.2.) Gas, Electricity, Water and Furnishings: Besides house as mentioned above, the expenditure gas, electricity, water and furnishing will be borne by the company and the market value will be evaluated as per Income-tax Rules, 1962.

C.3.) Medical Reimbursement and Insurance: Medical expenses incurred by the appointee on self, spouse, dependent children will be reimbursed to him subject to a ceiling of one month's salary in a year three month's salary over a period of three years and medical insurance shall be provided as per company policy.

C.4.) Club Fees: Fees of two clubs subject to a maximum of two clubs including admission and membership fees.

C.5.) Annual Leave: 30 days annual leave with pay for every completed service of eleven months.

C.6.) Leave Travel Concession: For self and family once a year in accordance with the rules of company.

C.7.) Personal Accident Insurance: As per company policy.

C.8.) Provident Fund and superannuation:



1. Company's contributions towards the Provident fund as per the rules of the company but not exceeding statutory limits for salary and company's contributions towards the superannuation fund which shall not, together with the company's contributions to the PF, exceed 25%.
2. Gratuity payable at the rate of half a month's salary for each completed year of services, with a service of six months or more being treated as
3. Encashment of Leave at the end of tenure.

C.9.) Other Perks:

1. Car with driver: The Managing Director will be provided with a car and a driver for use on the company's business. The company will bill for the use of the car for private purposes.
 2. Telephone: Free telephone/mobile at his residences along with international roaming and outgoing facilities.
 3. The provision of a car for official use and a telephone at residence will not be considered perquisite.
 4. The company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the company's business.
-
4. The Managing Director shall be allowed to, engage or interest himself as a Director/ owner/ proprietor/ Trustee etc either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking whether directly or indirectly use, apply or utilise his knowledge or experience for or in the interest of any such person, firm, company, or body corporate as aforesaid. The MD shall however invest required time and efforts in the affairs of the company as entrusted. For the purpose of this section holding a position in the subsidiaries, step down subsidiaries and group should be exempted unless in violation of law.
 5. The Managing Director shall not, during the continuance of his employment with the company, divulge or disclose to any person, firm, company, or body corporate whomsoever makes any use, whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret process of the company and the Managing Director shall, during the continuance of his employment hereunder, also use his best endeavours to prevent any other person, firm, company or body corporate concerned from doing so.
 6. The appointee shall terminate his agreement by giving to the other advance notice of three months, provided that the company may waive the notice by giving in cash the remuneration for three months which the Managing Director would have received had he remained in office for the said three months.
 7. The Managing Director shall, from time to time, during his employment hereunder, fully disclose to the company the progress of investigations and of any discoveries he may make himself or in conjunction with other officials or non-officials with regard to any improvement, invention, or discovery arising out of or in connection with the said employment, he shall forthwith disclose to the company a full and complete description of the nature of said improvement, invention or discovery and the mode of performing the same.



8. This appointment and the terms and conditions thereof shall be subject to the approval of the Shareholders of the company in general meetings and, if necessary, of the Central Government under the relevant provisions of the Companies Act, 2013.
9. **Overall Remuneration:** Subject to an overall limit of 5% of the net profits individually and 10% of the net profits collectively payable to the Managing Director and Executive Director(s) as calculated in accordance with Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force.
10. **Minimum Remuneration:** In the event of loss or inadequacy of profits under Sections 198 of the Companies Act, 2013, as amended up to date, in any financial year(s) during the currency of tenure of office of appointee, the Company shall pay him in respect of such financial year(s) remuneration by way of consolidated salary, perquisites, allowances and benefits, as “Minimum Remuneration” as he may be the then time drawing as specified in Clauses (A), & (B) of the Remuneration Clause 3 above, subject to an overall limits laid down under Schedule V to the Act, as applicable to the Company at the relevant time depending upon the effective capital of the Company or such other limits, as may be provided by the Central Government from time to time as to “Minimum Remuneration”.
11. **Sitting Fee:** The appointee shall not so long as he acts as the Managing Director of the Company be paid any sitting fees for attending any meetings of the Board or any Committee thereof.
12. **Retirement by Rotation:** The appointee shall be liable to retire by rotation. If at any time the appointee ceases to be a Director of the Company for any cause whatsoever he shall cease to be a Managing Director of the Company.
13. The Board of Directors may, in their discretion, revise or modify any of the terms of re-appointment and remuneration from time to time within the limits laid down in Schedule V to the Act.
14. **Service of Notice:** Any notice to be given hereunder shall be sufficiently given or served in case of appointee by being delivered either personally to him or left for him at his address last known to the Company or sent by Registered Post addressed to him at such address and in the case of the Company by being delivered at or sent by Registered Post addressed to its Registered Office. Any such notice if so posted shall be deemed served on the day following that on which it was posted.
15. With the approval of the Members to the proposed Resolution, the Board will have the discretion and delegated authority of the Members of the Company to fix and revise the salary within overall ceiling as specified under the relevant provisions of Companies Act, 2013, as approved by the Members hereunder this Resolution, whichever is lower.
16. The limits specified in the Statement attached to this Notice in regard to Resolution set out at item no. 2 is only the maximum limits and the Board may in exercise of the delegated authority pay Mr. Saraogi, a lower remuneration and may revise the same from time to time within the maximum limits stipulated in the Statement attached to the notice forming part of the Resolution.



17. However, in the absence, or inadequacy of profits in any financial year, during the tenure of Mr. Saraogi, Managing Director, of the Company, the minimum remuneration payable by the Company to him by way of salary and perquisites shall not exceed the maximum limit as laid down under Section 197 read with Schedule V of the Act, as amended up to date, as envisaged under the said Schedule V of the Act, as amended up to date.
18. Schedule V of the Act, as amended up to date, a Statement in the prescribed format is required to be sent to all shareholders, containing the information specified therein along with the Notice calling the Extra-Ordinary General Meeting.
19. In compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Act, a Special Resolution as set out in item No. 2 of the accompanying Notice is now being placed before the Members for their approval.

The Board therefore recommends passing of the Resolution set out in item No.2 of the accompanying Notice.

MEMORANDUM OF INTEREST

None of the other Directors of the Company are, in any way concerned or interested or deemed to be concerned and interested in this Resolution.

INSPECTION OF DOCUMENTS

The draft copy of the Service Agreement proposed to be entered into between the Company and Mr. Saraogi in connection with his appointment as Managing Director is available for inspection of the Members at the Registered Office of the Company on any working day between 2-00 P.M. and 4-00 P.M. upto and including the date of Extra-Ordinary General Meeting or any adjournment or adjournments thereof. The same will also be available at the meeting.

ABSTRACT OF TERMS AND CONDITIONS OF APPOINTMENT UNDER SECTION 190 OF THE COMPANIES ACT, 2013

The terms and conditions of appointment and remuneration payable to Mr. Saraogi, as Managing Director, designated as 'Executive Director', of the Company, as set out in the Agreement referred to and Statement, duly annexed to the accompanying Notice should be treated as an 'ABSTRACT' of the terms of his reappointment and Memorandum of Interest under Section 190 of the Companies Act, 2013.

The requisite information required to be provided to the Shareholders of the Company in the Notice convening Extra-Ordinary General Meeting of the Company in terms of Part-II, Section II of Schedule V to the Companies Act, 2013, is set out below :-

II. General Information:-

- | | | |
|--|---|------------------|
| (1) Nature of Industry | : | Service Industry |
| (2) Date or expected date of commencement of commercial production | : | 25/02/2004 |



(3) Financial performance on given indicators :

(Rs. in Lacs)

Year ending 31 st March	Sales	Operating Profit/(Loss)	Profit/(Loss) before Tax	Net Profit/(Loss) after Tax
2020	4,917.28	972.25	246.60	169.53
2021	5,779.99	851.24	382.42	301.48
2022	12,091.03	1,043.26	456.30	429.28
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2024	27,831.86	3,704.15	1,493.30	1,419.79

(4)	Export performance and net foreign exchange earnings	:	The Company was able to export for Rs. 4,556.98 lacs as against the export of Rs. 3,399.03 lacs achieved in the previous year.		
			Foreign exchange earned and used during the financial year 2023-24 and 2022-23:-		
			(Rs. in lacs)		
				2023-24	2022-23
			Foreign Exchange earned	4,556.98	3,399.03
			Foreign Exchange used	1535.80	183.53

(5)	Foreign Investments or Collaborators, if any	:	Holdings of FIIs/NRIs and other non-residents is Nil% in the Company as at 31 st March, 2024.
			The Company has no foreign Collaborator.

II. Information about the appointee:-

(1)	Background details	:	<p>Mr. Kishore Saraogi</p> <p>Mr. Kishore Saraogi (Mr. Saraogi), aged about 57 years, is a Graduate in Commerce, Chartered Accountant, Company Secretary and Cost & Works Accountant, by qualification and presently the Director designated as Executive Director, of the Company. Mr. Saraogi has contributed significantly towards improvement and growth of the Company. He has more than 30 years of experience in the business process outsourcing (BPO) industry. As Co-founder, he specializes in business operations, AI and automation strategy, and operational excellence. Mr. Saraogi is adept at scaling global operations, driving strategic acquisitions, and delivering measurable results. With a</p>
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			background in business strategy, financial management, and operational transformation, he has a proven track record in leading growth and innovation. The remuneration offered to him is in line with the Company's Nomination and Remuneration Policy as well as present corporate trends taking due account of his expertise as well as the considerable acumen that he brings to the Company.
(2)	Past remuneration	:	<p>2019-2020 : Rs. 6.00 Lacs</p> <p>2020-2021 : Rs. 6.00 Lacs</p> <p>2021-2022 : Rs. 6.00 Lacs</p> <p>2022-2023 : Rs. 6.00 Lacs</p> <p>2023-2024 : Rs. 6.00 Lacs</p>
(3)	Job profile and his suitability	:	To provide vision guidance and direction for long term growth and overall management control and to formulate plans and strategy for continuance performance & growth of the Company. Mr. Saraogi is entrusted with the substantial power and authorities to manage the affairs of the Company. Mr. Saraogi, the Managing Director, shall devote his wholetime and attention to the business and affairs of the Company and carryout such duties as may be entrusted to him from time to time by the Board of Directors of the Company ("the Board") and exercise such powers as assigned to him by the Board under the superintendence, control and direction of the Board in the best interest of the Company. The Board is of the opinion that Mr. Saraogi possesses in depth understanding and knowledge of the BPO & I.T. Industry and leadership skills, he is therefore ideally suited for the job.
(4)	Remuneration proposed	:	(a) Salary (Basic + DA) at Rs. 4,50,000/- per month with authority to the Board to fix the salary and to consider an annual increment/accelerated increment at its discretion upto and within the said maximum amount of salary, upon recommendation of the Remuneration Committee;

			(b) Perquisites, allowances and benefits, as spelt out in the Statement annexed to the Notice convening the ensuing Extra-Ordinary General Meeting of the Company subject to a ceiling as may be determined by the Board from time to time within the maximum limit for remuneration fixed by the Company provided the aggregate of salary, perquisites, allowances and benefits as contemplated as above shall not exceed the overall limits prescribed under Sections 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act as may for the time being in force. (5% of the net profits in case of one Whole-time Director and 10% of the net profits for more than one Whole-time Director as calculated under Sections 197 of the Companies Act, 2013).
(5)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	:	Compared to the remuneration with respect to the Industry, Companies of similar size as that of the Company and persons holding similar position, the remuneration proposed to be paid to Mr. Saraogi as the Managing Director is not adequate. Remuneration for a person of his caliber and position should generally be higher than what is being paid to him.
(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	:	Mr. Saraogi holds Nil Equity Shares of the Company and belongs to promoters' group having control over the management of the Company. Besides the remuneration proposed to be paid the Managing Director does not have any other pecuniary relationship directly or indirectly with the Company or relationship with any of the managerial personnel of the Company.

III. Other Information:-

(1)	Steps taken or proposed to be taken for improvement	:	The Management is taking necessary and adequate steps to improve workings and profitability of the Company. Various measures and steps have been taken in the matter of cost control, product mix borrowing at cheaper rates and process improvement for improving efficiency. The Company would continue its endeavors to increase the revenues to improve its productivity and profits in the coming years.
(2)	Expected increase in productivity and profits in measurable terms	:	Steps, as aforesaid, being taken by the Company, would increase the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The Management expects reasonable growth in business, gross revenue and profit of



		the Company. However, it is difficult to predict profits in the measurable terms, in the present business scenario for the coming years.
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IV. Disclosures :

(1)	The Shareholders shall be informed of the remuneration package of the managerial person	:	Yes, the Remuneration package has been fully disclosed under the Statement, in regard to special resolution set out at item no. 2 of the Notice relating to appointment and remuneration payable to Mr. Saraogi, as the Managing Director duly annexed to the Notice convening the Extra-Ordinary General Meeting of the Company, as determined and fixed by the Board subject to overall ceiling laid down in Sections 197 & other applicable provisions of the Companies Act, 2013, including Schedule V to the Act, to seek members' approval.
(2)	All elements of remuneration package such as salary benefits, bonuses, stock option, perquisites of all the Directors	:	The Remuneration package and other terms applicable to the Directors have been disclosed in the Annual Report for the year 2023-2024.
(3)	Details of fixed components and performance linked incentives along with performance criteria	:	
(4)	Service contracts, notice period, severance fees etc	:	Service Agreement is for Five (5) years from 28 th March, 2025 to 27 th March, 2030. Notice period is Three (3) months. No severance fee is payable on termination.
(5)	Stock option details, if any and whether the same has been insured at a discount as well as the period over which accrued and over which exercisable	:	The Company has not issued any stock options to any of its Directors or Managerial Personnel.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.



ITEM NO. 3

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the Act) read with Rules made there under, all Related Party Transactions; beyond the prescribed threshold limit require Shareholders approval.

In terms of the above, approval of the Members is required on the transaction(s), which may be beyond the prescribed threshold limit and therefore, the Board has proposed the same to be placed before the shareholders for their approval as an Ordinary Resolution. Terms & Conditions as set below:

Sl. No.	Name of the Related Party/Relationship	Nature and duration of the transaction	Maximum amount of transaction	Other terms and conditions, if any
1	Window Technologies Private Limited	Service Agreement for One (1) year	Rs. 3 Crores p.a.	On arms length basis
2	Window Technologies Private Limited	Rent Agreement for one (1) year	Rs. 3 Crores p.a.	On arms length basis including electricity reimbursement

All the proposed transactions put up for approval are in Ordinary Course of business and at prevailing Market Rate. Though the transactions mentioned are in ordinary course of business and at prevailing market prices, as a matter of abundant caution the Board of Directors thought it prudent to seek shareholder's approval further.

All proposed transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business and at prevailing Market Rate.

The above contracts/arrangements/transactions were approved by the Audit Committee at its Meeting held on 28th March, 2025 and recommended by the Board of Directors in its Meeting held on the same day to the shareholders of the Company for their approval.

Your Directors recommend the Resolutions as set out in Item no. 3 of the Notice for the approval of the Members of the Company.

Except Mr. Pankaj Dhanuka, Mr. Kishore Saraogi and their relatives, none of the Directors and/ or Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution. In compliance with the provisions of the Companies Act, 2013, the related parties shall abstain from voting on the proposed resolution.

**By the Order of the Board of Director
For Fusion CX Limited**

Date: March 28, 2025

Place: Plot No. Y9, Block EP & GP, Sector 5,
Bidhan Nagar, Salt Lake, Kolkata – 700 091, WB, IN

Sd/-
Barun Singh
Company Secretary



Annexure-I

BRIEF PROFILE OF CHAIRMAN & MANAGING DIRECTORS AND MANAGING DIRECTOR BEING APPOINTED/RE-APPOINTED AS REQUIRED PURSUANT TO PARA 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) REGARDING DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

Sl. No.	Particulars	Details of Director	
1.	Name of Director	Mr. Pankaj Dhanuka	Mr. Kishore Saraogi
2.	DIN	00569195	00623022
3.	Date of Birth	January 15, 1970	December 21, 1968
4.	Age	55 Years	57 Years
5.	Nationality	USA	Indian
6.	Whether resident of India	No	No
7.	Date of first appointment on the Board	February 25, 2004	July 01, 2004
8.	Qualification	Chartered Accounts (CA) and Company Secretary (CS)	Chartered Accounts (CA), Company Secretary (CS), Cost and Works Accountant (ICWAI)
9.	Experience	30+ Years	30+ Years
10.	Area of Expertise	Mr. Pankaj Dhanuka is a seasoned serial entrepreneur and business leader with over 30 years of experience driving innovation in technology, outsourcing, and engineering. As the Co-Founder and CEO of Fusion CX, he has led the company's transformation into a global leader in customer experience and outsourcing, scaling it to a workforce of 20,000+ across multiple regions. Additionally, he is the strategic force behind Global Seamless Tubes and Pipes (GSTP), a leader in manufacturing pipes and tubes. With expertise in finance, operations, and building high-performing teams, Pankaj is committed to fostering operational excellence and customer-centric solutions while actively contributing to philanthropy and social causes.	Mr. Kishore Saraogi is an accomplished leader with over 30 years of experience in the business process outsourcing (BPO) industry. As Co-founder, Managing Director, and COO, he specializes in business operations, AI and automation strategy, and operational excellence. Kishore is adept at scaling global operations, driving strategic acquisitions, and delivering measurable results. With a background in business strategy, financial management, and operational transformation, he has a proven track record in leading growth and innovation. His academic achievements include being a Chartered Accountant, Company Secretary, and Cost Accountant, with a commitment to mentoring and empowering future leaders.
11.	Terms and conditions of appointment or re-appointment along	As per the Agreement	As per the Agreement



	with details of remuneration		
12.	Last Drawn Remuneration	Rs. 4.5 Lakhs per month	Rs. 50,000 per month
13.	Shareholding in the company	NIL	NIL
14.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL
15.	Number of Meetings of the Board attended during the year	Eight	Eight
16.	List of Directorship /Membership/Chairmanship of Committees of other Board	Directorship: 1. Sequential Technology International (India) Private Limited 2. P N S Business Private Limited 3. GSTP (HFS) Private Limited 4. Global Seamless Tubes & Pipes Private Limited 5. Omind Technologies Private Limited	Directorship: 1. Sequential Technology International (India) Private Limited; 2. Omind Technologies Private Limited; 3. Rasish Consultants Private Limited



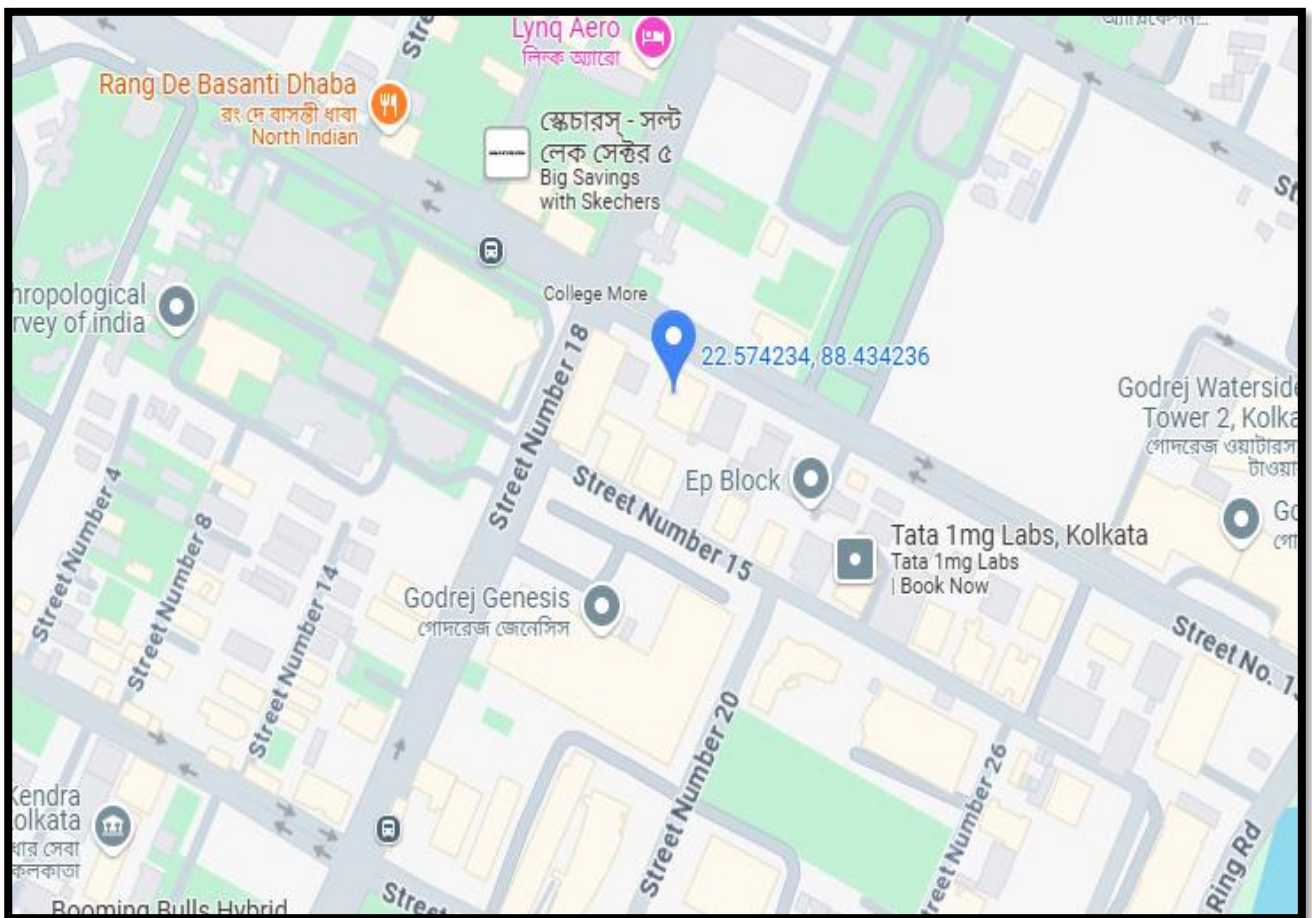
FUSION CX LIMITED

(formerly Fusion CX Private Limited; earlier Xplore-Tech Services Private Limited)

CIN- U72900WB2004PLC097921

Regd. Office: Y9, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, West Bengal, India

**ROUTE-MAP OF THE VENUE OF EXTRA -ORDINARY GENERAL MEETING (“EGM”)
VENUE: PLOT Y9, BLOCK-EP, SECTOR-V, SALT LAKE CITY, KOLKATA- 700 091, WEST
BENGAL, INDIA**



**FUSION CX LIMITED**

(formerly Fusion CX Private Limited; earlier Xplore-Tech Services Private Limited)

CIN- U72900WB2004PLC097921**Regd. Office: Plot Y9, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, West Bengal, India****Form MGT-11****PROXY FORM***(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)*

Name of the Member(s):	
Registered address:	
E-mail ID:	
Folio No/*Client ID.:	
*DP ID:	

I/We, being the Member(s) of shares of **FUSION CX LIMITED**, hereby appoint:

- 1) Name:, E-mail Id:, Address:
Signature.....or failing him;
- 2) Name:, E-mail Id:, Address:
Signature.....or failing him;
- 3) Name:, E-mail Id:, Address:
Signature.....or failing him;

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra - Ordinary General Meeting ("EGM") of the Company, to be held on Saturday, March 29, 2025, at 5.00 P.M. at the registered office of the Company at Y9, Block- EP, Sector- V, Salt Lake City, Kolkata- 700 091, West Bengal, India and at any adjournment thereof in respect to such resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

Item No.	Resolution	For	Against
	<i>Special Business</i>		
1	Appointment of Mr. Pankaj Dhanuka (DIN: 00569195) as the Chairman & Managing Director of the company		
2	Appointment of Mr. Kishore Saraogi (DIN: 00623022) as the Managing Director of the company		
3	Approval of Related Party Transaction for the Financial Year 2025-26		

Signed this day of March, 2025

Signature of Member:

Signature of proxy holder' (s):

Notes:

- (1) A member entitled to attend and vote at the Extra - Ordinary General Meeting ("EGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (2) A person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights This is only optional.
- (3) Please put a 'X' in the appropriate column against the resolutions indicated in the box, if you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Appointing a proxy does not prevent a Member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

***Applicable for investors holding shares in electronic form.**

Affix
Revenue
Stamp pay

**FUSION CX LIMITED**

(formerly Fusion CX Private Limited; earlier Xplore-Tech Services Private Limited)

CIN- U72900WB2004PLC097921**Regd. Office: Y9, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, West Bengal, India****FORM NO. MGT-12****Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	FUSION CX LIMITED CIN: U72900WB2004PLC097921
Registered office:	Y9, Block-EP, Sector-V, Salt Lake City, Kolkata- 700 091, West Bengal, India

BALLOT PAPER

Sr. No	Particulars	Details
1.	Name of the first named Shareholder (IN BLOCK LETTERS)	
2.	Postal address	
3.	DP ID/Client ID (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of **Ordinary/Special Resolutions** enumerated below by recording my assent or dissent to the said resolutions by placing tick (✓) mark against the appropriate box below:

Item No.	Business Matter	Type of Resolution	No. of shares held by me	I assent to the resolution (✓)	I dissent from the resolution (✓)
Special Business					
1	Appointment of Mr. Pankaj Dhanuka (DIN: 00569195) as the Chairman & Managing Director of the company	Special Resolution			
2	Appointment of Mr. Kishore Saraogi (DIN: 00623022) as the Managing Director of the company;	Special Resolution			
3	Approval of Related Party Transaction for the Financial Year 2025-26	Ordinary Resolution			
Date: Place:		(Signature of the Shareholder(s)* / Proxy Holder			



FUSION CX LIMITED

(formerly Fusion CX Private Limited; earlier Xplore-Tech Services Private Limited)

CIN- U72900WB2004PLC097921

Regd. Office: Plot Y9, Block- EP, Sector-V, Salt Lake City, Kolkata- 700 091, West Bengal, India

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name of the Members	
Folio No.	
No of shares	

I / We hereby record my / our presence at the Extra - Ordinary General Meeting of FUSION CX LIMITED ("the Company") held on Saturday, March 29, 2025, at 5.00 P.M. at the registered office of the Company at Y9, Block-EP, Sector-V, Salt Lake City, Kolkata- 700 091, West Bengal, India.

Signature of Member / Proxy

Note: Please sign this attendance slip and hand it over at the Attendance Verification Counter at the.



Shorter Notice Consent
THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to section 101(1)]

Date:

To,
The Board of Directors
FUSION CX LIMITED
Plot Y9, Block- EP, Sector- V, Salt Lake City,
Kolkata- 700 091, West Bengal, India

Subject: Consent to Convene Extra - Ordinary General Meeting at a Shorter Notice

Dear Sir/Ma'am,

I, _____, holding _____ shares in the Fusion CX Limited (formerly Fusion CX Private Limited; earlier Xplore-Tech Services Private Limited) and also have an entitlement to vote at such meeting, hereby do accord my consent pursuant to Section 101(1) of the Companies Act, 2013 to convene the Extra - Ordinary General Meeting of the Company at a shorter notice on Saturday, March 29, 2025, at 5:00 P.M. at the registered office of the Company at Plot Y9, Block- EP, Sector- V, Salt Lake City, Kolkata- 700 091, West Bengal, India.

Kindly do take the same on your record.

Thanking you

Yours truly

Member