



FUSION CX LIMITED

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

CIN: U72900WB2004PLC097921; Website: <https://www.fusioncx.com>

Registered Office: Plot No. Y9, Block EP & GP, Sector 5, Bidhan Nagar, Salt Lake, Kolkata – 700 091, W.B.

Phone: +91-33-4508 6520/ +91-90736 93564; E-mail: secretarial@fusioncx.com

NOTICE

TO THE SHAREHOLDERS

SHORTER NOTICE is hereby given that the 22nd Annual General Meeting (“AGM”) 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, the 27th day of September 2025 at 5:00 P.M. (IST) at Plot No. Y9, Block EP & GP, Sector 5, Bidhan Nagar, Salt Lake, Kolkata – 700 091, West Bengal, India:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, comprising the Standalone and Consolidated Financial Statements together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March 2025, comprising the Standalone and Consolidated Financial Statements together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members and laid before the meeting, be and are hereby received, considered and adopted.”

2. To declare dividend on equity shares for the financial year ended 31st March 2025, and, in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution: -**

“**RESOLVED THAT** a dividend of ₹0.30 (Thirty Paise) per equity share of face value of ₹1/- each, i.e., 30% of the paid-up value of equity shares, be and is hereby declared for the financial year ended 31st March 2025, and the same be paid to those Members whose names appear in the Register of Members/Beneficial Owners as on the Record Date fixed for this purpose.”

3. To re-appoint Mr. Kishore Saraogi (DIN 00623022), as a Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kishore Saraogi (DIN: 00623022), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and shall be liable to retire by rotation.”

SPECIAL BUSINESS:

4. To appoint Mr. Pravin Kumar Drolia, Practicing Company Secretaries, (Membership No. 2366 and Certificate of Practice No.1362) as Secretarial Auditor of the Company and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**



“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other provisions as may be applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time, and as per the recommendation of Audit Committee and approval of the Board of Directors of the Company, consent of the shareholders of the Company be and are hereby accorded for appointment of Mr. Pravin Kumar Drolia, Practicing Company Secretaries, (Membership No.2366 and Certificate of Practice No.1362), as the Secretarial Auditors of the Company for a term of two (2) consecutive financial years commencing from 1st April 2025 to 31st March 2027, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report(s) in accordance with the applicable laws and regulatory requirements at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT Mr. Pankaj Dhanuka, Chairman and Managing Director, Chief Executive Officer and/or Mr. Kishore Saraogi, Managing Director and Chief Operating Officer and/or Mr. Barun Singh, Company Secretary and Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be required or deem necessary to give effect to the aforesaid resolution.”

Date: 24th September 2025
Place: Plot No. Y9, Block EP & GP,
Sector-5, Bidhan Nagar, Salt Lake,
Kolkata – 700 091, West Bengal

By the Order of the Board of Directors
For Fusion CX Limited
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 AGM at shorter notice is annexed herewith. The consent is required to be provided before the AGM 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 re-appointment of Director at this Annual General Meeting (“AGM”) is also annexed.
3. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% 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 proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. The Proxy Form is annexed hereto.
4. The proceedings for the AGM of the Company will be deemed to be conducted at the registered office of the Company situated at Plot No. Y9, Block EP & GP, Sector 5, Bidhan Nagar, Salt Lake, Kolkata – 700 091, West Bengal, India.
5. 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.
6. The Board of Directors has recommended a dividend at the rate of ₹ 0.30/- per equity share of the face value of ₹1/- each fully paid up for the financial year ended March 31, 2025, subject to the approval of the Shareholders at the AGM. The dividend for financial year 2024-25, once declared at the AGM, will be paid to those Shareholders whose names appear as beneficial owner(s) in the records of the Depository as on Friday, 12th September 2025. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020. Accordingly, the Company would be required to deduct tax at source (‘TDS’) from dividend paid to the Shareholders at the prescribed rates under the Income Tax Act, 1961 (‘IT Act’).
7. 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/her, have been paid.
 - (iii) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetings 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.
8. 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.

9. 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.
10. The statutory registers including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the shareholders during the AGM. All the documents referred to in the notice and explanatory statement will be available at Registered Office for inspection by the shareholders at the date of the AGM, Shareholders seeking to inspect such documents can send an email to **secretarial@fusioncx.com**
11. 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.
12. 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 AGM.
13. 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.
14. 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 DP ID number, as the case may be.
15. 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.
16. 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.
17. 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 AGM.
18. The route map of the prominent landmark of the venue of the Annual 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.
19. The Notice of AGM is being sent through physical mode to Shareholders whose addresses are registered with the Company. The Notice calling the Annual General Meeting and the Annual Report for financial year 2024-25 may be accessed from the company's website at <https://www.fusioncx.com>.
20. Voting would be done by Show of hands at the Meeting.

Date: 24th September, 2025
Place: Plot No. Y9, Block EP & GP,
Sector-5, Bidhan Nagar, Salt Lake,
Kolkata – 700 091, West Bengal

By the Order of the Board of Director
For Fusion CX Limited
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. 4 of the accompanying Notice dated 24th September 2025 should be taken as forming part of this Notice.

ITEM NO. 4

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five (5) consecutive years.

Accordingly, the Board of Directors of the Company ("the Board") at their meeting held on 8th May 2025, considering the experience and expertise and on the recommendation of the Audit Committee, and subject to approval of the shareholders of the Company, recommended the appointment of Mr. Pravin Kumar Drolia, a peer reviewed Practicing Company Secretaries, Kolkata, having Membership No.2366 and Certificate of Practice No.1362, as the Secretarial Auditor of the Company, for a period of two (2) consecutive years commencing from F.Y. 2025-26 till F.Y. 2026-27 at such remuneration as shall be fixed by the Board of the Company.

Mr. Pravin Kumar Drolia had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Clause (a) of Regulation 24A (1A) of the Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to Mr. Pravin Kumar Drolia, for the F.Y. 2025-26 is Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide on the remuneration based on recommendations of Audit Committee and as may be mutually agreed with the Secretarial Auditor.

Accordingly, consent of the Members are sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 4 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Date: 24th September 2025
Place: Plot No. Y9, Block EP & GP,
Sector-5, Bidhan Nagar, Salt Lake,
Kolkata – 700 091, West Bengal

By the Order of the Board of Director
For Fusion CX Limited
Sd/-
Barun Singh
(Company Secretary and Compliance Officer)

Information on the Director seeking re-appointment pursuant to the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of Director	Mr. Kishore Saraogi
DIN	00623022
Date of Birth	December 21, 1968.
Age	56 Years.
Nationality	Non-Resident Indian.
Date of first appointment on the Board	July 01, 2004.
Qualification	Chartered Accounts (CA), Company Secretary (CS), Cost and Works Accountant (ICWAI).
Shareholding in the Company: a) Own b) For other persons as a beneficial owner	Nil. 6,08,15,800 Equity Shares representing 48.26% of the total shareholding.
Experience	30+ Years
Brief resume and nature of his expertise in specific functional areas	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.
Directorships held in other companies including listed entities, if any and excluding foreign companies	1. Sequential Technology International (India) Private Limited; 2. Omind Technologies Private Limited; 3. Rasish Consultants Private Limited.
Chairman/Member of the Committees of Board of other companies including listed companies	NIL
Listed Companies from which He resigned in the past three (3) years	NIL.
Terms and conditions of appointment or re-appointment.	Mr. Kishore Saraogi is liable to retire by rotation and being eligible offers himself for re-appointment.
Last Drawn Remuneration	Rs. 5.00,000 per month.
Details of proposed remuneration	As per the terms of the resolutions duly approved by the shareholders at their Extra-Ordinary General Meeting held on 29 th March 2025.
Relationship with other Directors, Manager and Key Managerial Personnel of the company	NIL.
Number of Meetings of the Board attended during the financial year 2024-25	Eight (8) out of Ten (10) Board Meetings.



FUSION CX LIMITED

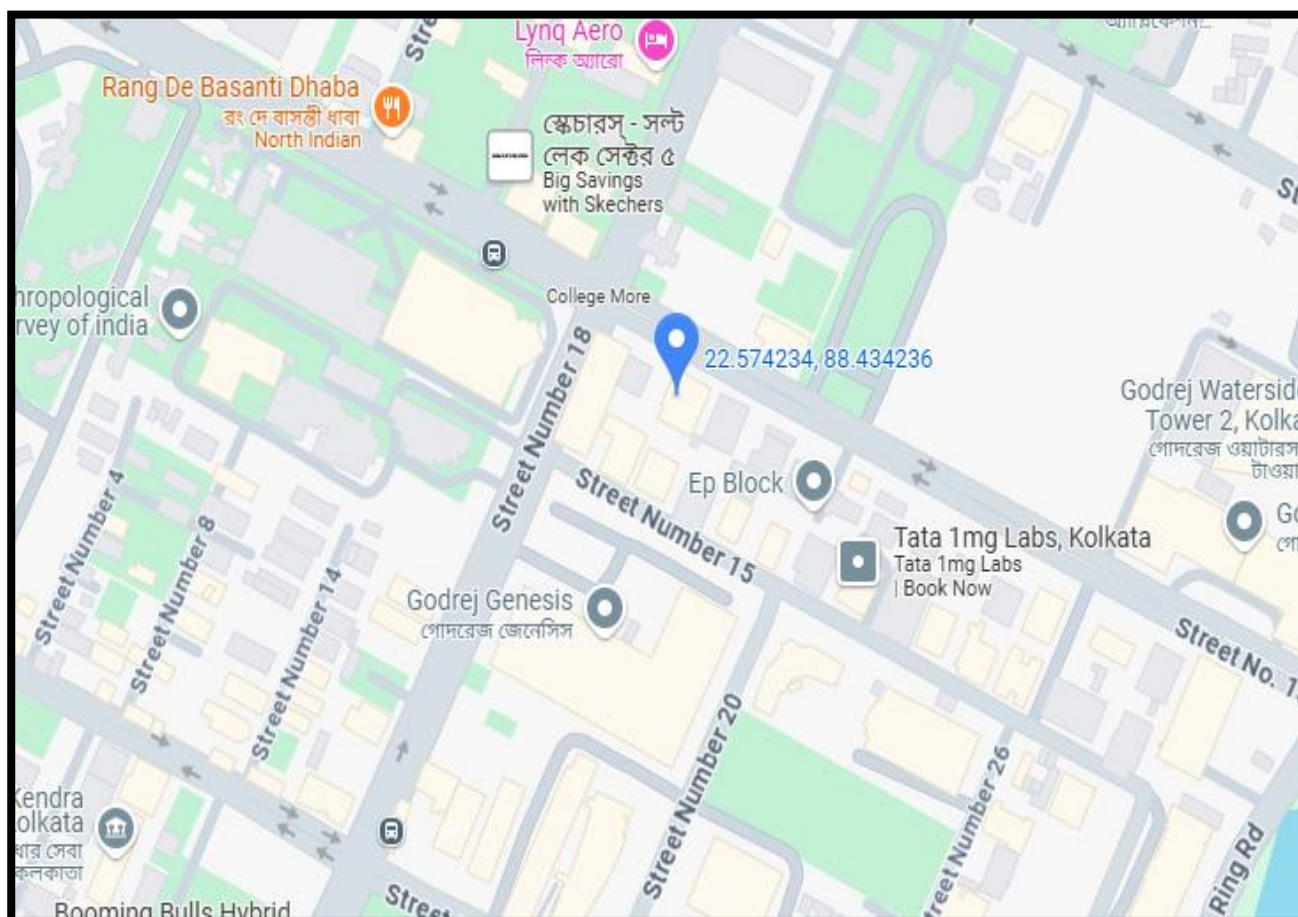
(formerly; Fusion CX Private Limited; earlier; Xplore-Tech Services Private Limited)

CIN- U72900WB2004PLC097921

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

ROUTE-MAP OF THE VENUE OF ANNUAL GENERAL MEETING (“AGM”)

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



**FUSION CX LIMITED****(Formerly; Fusion CX Private Limited; earlier; Xplore-Tech Services Private Limited)****CIN- U72900WB2004PLC097921****Regd. Office: Plot No. Y9, Block EP & GP, Sector 5, Bidhan Nagar, Salt Lake, Kolkata – 700 091, WB, IN****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 Annual General Meeting (“AGM”) of the Company, to be held on Saturday, 27th September, 2025, at 5.00 P.M. IST at the registered office of the Company at Plot No. Y9, Block EP & GP, Sector-5, Bidhan Nagar, Salt Lake, Kolkata, West Bengal, India, 700091 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
	Ordinary Business:		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, comprising the Standalone and Consolidated Financial Statements together with the Reports of the Board of Directors and the Auditors thereon		
2.	To declare dividend on equity shares for the financial year ended 31 st March 2025		
3	To re-appoint Mr. Kishore Saraogi (DIN 00623022), as a Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.		
	Special Business:		
4	To appoint Mr. Pravin Kumar Drolia, Practicing Company Secretaries, (Membership No. 2366 and Certificate of Practice No.1362) as Secretarial Auditor of the Company and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: -		

Signed this day of September, 2025

Signature of Member:

Signature of proxy holder' (s):

Affix Revenue Stamp



Notes:

- (1) A member entitled to attend and vote at the Annual General Meeting (“AGM”) 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.***



FUSION CX LIMITED

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

CIN- U72900WB2004PLC097921

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

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

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.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, comprising the Standalone and Consolidated Financial Statements together with the Reports of the Board of Directors and the Auditors thereon	Ordinary Resolution			
2.	To declare dividend on equity shares for the financial year ended 31 st March 2025	Ordinary Resolution			
3.	To re-appoint Mr. Kishore Saraogi (DIN 00623022), as a Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.	Ordinary Resolution			
Special Business:					
4.	To appoint Mr. Pravin Kumar Drolia, Practicing Company Secretaries, (Membership No. 2366 and Certificate of Practice No.1362) as Secretarial Auditor of the Company.	Ordinary Resolution			
Date: Place:		(Signature of the Shareholder(s)* / Proxy Holder			



FUSION CX LIMITED

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

ATTENDANCE SLIP

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

Name of the Members	
Folio No./Client ID/DP ID	
No of shares	

I / We hereby record my / our presence at the Annual General Meeting of FUSION CX LIMITED (“the Company”) held on Saturday, the 27th September, 2025, at 5.00 P.M. IST at the registered office of the Company at Plot No. Y9, Block EP & GP, Sector-5, Bidhan Nagar, Salt Lake, Kolkata, West Bengal, India, 700091.

Signature of Member / Proxy

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