SHORTER NOTICE OF THE 01/2026-27 EXTRA - ORDINARY GENERAL MEETING

TO THE SHAREHOLDERS

SHORTER NOTICE is hereby given that the 01/2026-27 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 Thursday, September 17, 2026, at 04:00 P.M IST at the Registered office of the Company at Plot No. Y9, Block EP & GP, Sector 5, Bidhan Nagar, Salt Lake, Kolkata – 700 091, WB, IN to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. I: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY BY INSERTION NEW CLAUSES

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 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force) and subject to receipt of any necessary statutory approvals from any statutory, regulatory or governmental authority and other applicable law, if any, approval of the members of the Company be and is hereby accorded for alternation of Articles of Association of the Company by insertion of the following new clauses from (97) to (101) in the existing Articles of Association of the Company as set below:

*"**LOCK-IN OF PLEDGED AND POST-INVOCATION SECURITIES***

97. Notwithstanding anything contained in these Articles, all Equity Shares of the Company that are (i) subject to pledge; or (b) under "freeze balance" or "safe-keep balance" on the day prior to the closure of the bid/offer closing date, and form part of the pre-offer share capital of the Company which are required to be locked-in under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), from the date of allotment of Equity Shares pursuant to any initial public offering contemplated by the Company (the "IPO"), shall remain subject to mandatory lock-in provisions as prescribed by SEBI from time to time.

98. In the event that the pledge created on any of the Equity Shares required to be locked-in under the provisions of the ICDR Regulations, the Company is hereby authorized to provide necessary instructions and intimations to and direct the relevant depositories prior to the date of allotment of Equity Shares pursuant to the IPO, to ensure that their systems automatically mark such Equity Shares as "Locked-in" or "Non-Transferable" in the beneficiary account of the pledgee immediately upon invocation of any pledge that may be created on the securities, or in the account of the pledgor upon release, for the balance duration of the lock-in period.

99. The transfer of Equity Shares upon invocation of the pledge shall not exempt the securities from the lock-in requirements. In the event that a pledge on any such Equity Shares is invoked by a pledgee/lender or released back to the pledgor, such Equity Shares shall continue to be subject to lock-in for the remainder of the applicable regulatory period.

100. The Company shall ensure that any lender or pledgee is notified of these lock-in restrictions applicable on the pledged shares and upon creation of lock-in on the pledged Equity Shares, as per applicable law. No transfer of such locked-in Equity Shares shall be recognized by the Company or the

registrar and transfer agent if such transfer violates the ICDR Regulations or this Article or applicable law.

101. Notwithstanding anything contained in these Articles, provisions of this Article shall override any other provisions in these Articles relating to the transfer and transmission of shares during the applicable regulatory period prescribed under the ICDR Regulations."

RESOLVED FURTHER THAT to give effect to the above resolutions, 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 authorised to file necessary forms with the Registrar of Companies, Kolkata – I, at Kolkata and to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary**;**

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a director or Company Secretary of the Company wherever required."

Date: September 17, 2026 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. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting other than AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote thereat. The members have accordingly given their consents to hold the meeting at a shorter notice.
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.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING. SINCE THE MEETING AT SHORTER NOTICE OF LESS THAN 48 HOURS, THIS PROVISION WILL NOT BE 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. This provision is not applicable due to shorter notice of less than 48 hours.

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 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. 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.

15. Members seeking hard copy of the notice of EGM are requested to write to the Company either through an email to secretarial@fusioncx.com or through a letter addressed to the Company Secretary and delivered to registered office of the Company.
16. 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, draft revised Articles of Association in the form Annexure A are annexed to this Notice which are the forming part of this notice.
17. The cut-off date for the purpose of identification of the shareholders for circulation of the Notice of EGM and voting is Friday, September 11, 2026.

Date: September 17, 2026 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)**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED SEPTEMBER 17, 2026.

ITEM NO. I: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY BY INSERTION NEW CLAUSES

The Shareholders are requested to note that as per the requirements of regulation 17(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**") the entire pre-issue capital held by persons other than the promoters shall be locked-in for a period of six months from the date of allotment in the Initial Public Offer (IPO).

Further, to streamline the lock-in process for securities currently under a 'pledge' or 'freeze' status, The Securities and Exchange Board of India ("**SEBI**") has amended the SEBI ICDR Regulations to enable the issuer companies to instruct the Central Depository Services (India) Limited ("**CDSL**") and National Securities Depository Limited ("**NSDL**", together with CDSL, the "**Depositories**") to record such pre-issue securities as **'**Non-Transferable**'** for the duration of the lock-in.

Additionally, pursuant to SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2026 dated March 21, 2026 and the corresponding circular dated April 6, 2026 issued by the CDSL and circular dated April 7, 2026 issued by the NSDL, the Company is required to incorporate specific enabling provisions within the articles of association of the Company ("**Articles of Association"**) regarding the treatment of securities in 'pledge' or 'freeze' status, in order to take advantage of the aforementioned process to create a lock-in. These amendments explicitly authorize the Depositories to mark such pledged securities as 'Non-Transferable,' upon being instructed by the Company, ensuring the integrity of the lock-in period regardless of pledge invocation or release.

In order to undertake the proposed public issue, the Company will be required to ensure that the Articles of Association of the Company conform to the requirements and directions of SEBI and the Depositories for marking pledged securities as "Non-Transferable" in Depositories system.

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting and will also be available on the website of the Company at https://www.fusioncx.com The draft revised Articles of Association is enclosed to this notice as Annexure A.

Pursuant to the provisions of the Companies Act, as applicable, any amendment in the form of alteration of Articles of Association requires approval of the members of the Company.

The Board recommends the resolution for approval of the members of the Company.

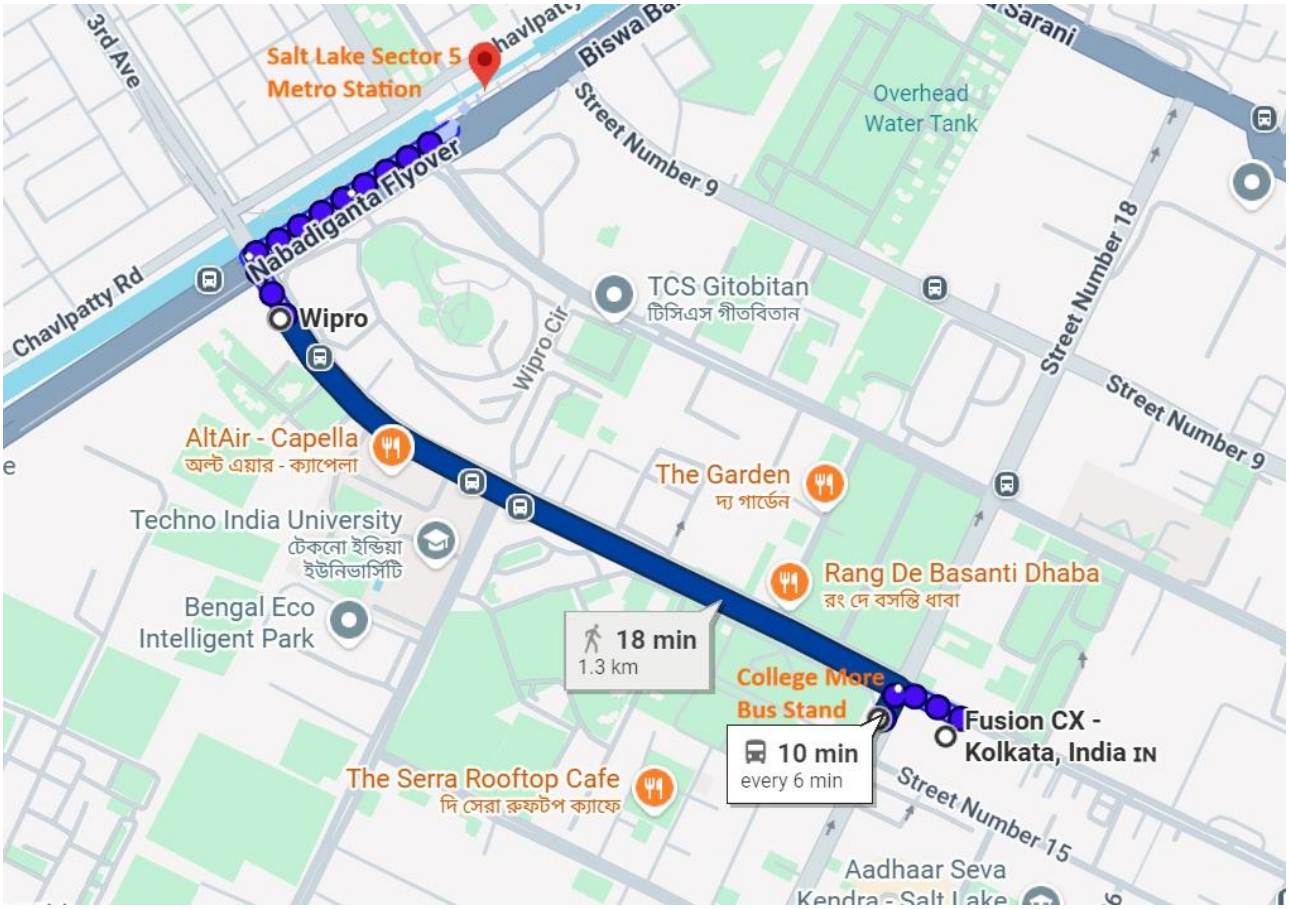
None of the Directors, key managerial personnel, and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution as set out in Item No. 1, except in the ordinary course of business.

Date: September 17, 2026 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)**

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 EXTRA -ORDINARY GENERAL MEETING ("EGM")
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)
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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 Extra - Ordinary General Meeting (**"EGM"**) of the Company, to be held on Thursday, September 17, 2026, at 04.00 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
	Special Business		
1	Alteration of articles of association of the company by insertion new clauses		

Signed this ……. day of September, 2026
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.

Note: SINCE THE MEETING AT SHORTER NOTICE OF LESS THAN 48 HOURS, THIS PROVISION WILL NOT BE APPLICABLE.

Affix Revenue Stamp pay

Fusion CX Limited
(formerly Fusion CX Private Limited; earlier Xplore-Tech Services Private Limited)
CIN U72900WB2004PLC097921
Plot Y9, Block EP, Sector V, Salt Lake, Kolkata- 700 091, India
www.fusioncx.com | contact@fusioncx.com | Tel: 91 33 45086520