

NOTICE OF THE TWENTY-FIRST (21ST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-first (21st) Annual General Meeting (“AGM”) of the Members of Fusion CX Private Limited (“the Company”) will be held on Monday, December 30, 2024, at 05:00 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:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 0.10 paisa per equity share of ₹1/- each and to declare Final Dividend of ₹ 0.20 paisa per equity share of ₹1/- each for the Financial Year ended 31st March 2024.
3. **To Approve the appointment of M/s. M S K C & Associates, Chartered Accountants, (Firm Registration No. 001595S) as the Statutory Auditors of the Company**

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 139, 142 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any read with Companies (Audit and Auditors Rules), 2014 (“the Rules”) made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors of the company, the consent of the members of the company be and is hereby accorded to appoint the retiring auditor **M/s. M S K C & Associates, Chartered Accountants, (Firm Registration No. 001595S)** having office at 1101/B, Manjeera Trinity Corporate JNTU-Hitech City Road, Kukatpally, Telangana, Hyderabad 500 072, India, as Statutory Auditors of the Company for a period of two (2) financial years commencing from the financial year 2024-25 to financial Year 2025-26 and who shall hold the office of the auditor from the conclusion of this Twenty-first (21st) Annual General Meeting (“AGM”) till the conclusion of twenty third (23rd) Annual General Meeting on such remuneration as may be mutually decided by the Board of Directors of the company and the Auditor.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS

4. **To regularize the Appointment of Mrs. Saagarika Ghoshal (Din: 06510559) as an Independent Director of The Company.**

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

“RESOLVED THAT in accordance with the provisions of section 149, 152 and such other applicable provision of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable provisions of the Companies Act, 2013 if any, Mrs. Saagarika Ghoshal (DIN: 06510559), who was appointed as an Additional Director and also as an Independent Director of the

Company by the Board of Directors of the company at their meeting held on December 01, 2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association (“AOA”) of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Independent, Non-Executive) of the company for a period of 5 years since the date of joining and further not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. To regularize the Appointment of Mr. Sanjay Banka (Din: 07363620) as an Independent Director of The Company.

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

“**RESOLVED THAT** in accordance with the provisions of section 149, 152 and such other applicable provision of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable provisions of the Companies Act, 2013 if any, Mr. Sanjay Banka (Din: 07363620), who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors of the company at their meeting held on December 01, 2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association (“AOA”) of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Independent, Non-Executive) of the company for a period of 5 years since the date of joining and further not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

6. To regularize the Appointment of Mr. Kashi Prasad Khandelwal (DIN: 00748523) as an Independent Director of The Company.

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

“**RESOLVED THAT** in accordance with the provisions of section 149, 152 and such other applicable provision of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable provisions of the Companies Act, 2013 if any, Mr. Kashi Prasad Khandelwal (DIN: 00748523), who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors of the company at their meeting held on December 01, 2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association (“AOA”) of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Independent, Non-Executive) of the company for a period of 5 years since the date of joining and further not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

7. To rescind and cancel the resolution passed by the Members of the Company at their Extra-Ordinary General Meeting held on September 30, 2024, with respect to Private Placement.

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

“RESOLVED THAT the consent of the members of the company be and is hereby accords to rescind, revoke, and cancel the resolution passed at the Extra-Ordinary General Meeting held on September 30, 2024, regarding the issuance of equity shares which was earlier passed pursuant to Section 42 of the Companies Act, 2013.”

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

Date: December 25, 2024

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

S/d

**Barun Singh
(Company Secretary)**

NOTES:

1. The meeting is proposed to be convened and held at shorter notice. The consent form pursuant to section 101(1) of the Companies Act, 2013 for holding the meeting at shorter notice is annexed to this notice.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’) is annexed.
3. Pursuant to the provisions of the act and Article of Association of the Company, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself subject to the following:
 - (a) A member entitled to attend and vote at the Twenty-first (21st) Annual General Meeting (the “Meeting”) 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. All Proxy holders should carry their identity card at the time of attending the Meeting.
 - (b) A meeting attended by a proxy given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
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. Members/Proxy are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting, as the Annual Report will not be available for distribution at the Meeting.

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) All the joint owner of the same flat/apartment/unit will have jointly one voting right exercisable in respect of that flat/apartment/unit and each joint owner will have such voting right as may be mutually decided between such joint owners. In the case of any dispute between the joint owners to the voting right exercisable between them, none of the joint owner will be entitled to any voting rights;
 - (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders;
 - (iii) For this purpose, seniority shall be determined by the order in which the names stand in the register of Members.
 - (iv) 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.
 - (v) 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.
 - (vi) 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.
 - (vii) 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 authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising 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. 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. 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.
11. All documents referred to in this Notice and the explanatory statement will be available for inspection by the Members on all the working days, except Saturdays, Sundays and public holidays during office hours, up to the day of the Meeting at the registered office of the Company at Plot Y9, Block- EP, Sector V, Salt Lake, Kolkata - 700091 and at the venue of the AGM.

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

Date: December 25, 2024

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

S/d
Barun Singh
(Company Secretary)

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEMS UNDER SPECIAL BUSINESS COVERED IN THE NOTICE OF MEETING ARE GIVEN BELOW:

ITEM NO.: 4

To regularize the Appointment of Mrs. Saagarika Ghoshal (Din: 06510559) as an Independent Director of The Company:

Mrs. Saagarika Ghoshal was appointed as Additional Director (Independent, Non-Executive) of the Company, by the Board of Directors at their meeting held on December 01, 2024. She was appointed not liable to retire by rotation, for a period of five years with effect from December 01, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”), read with the Articles of Association of the Company and subject to the approval of members in this Annual General Meeting.

Mrs. Saagarika Ghoshal is a distinguished HR leader with over 28 years of experience. She is the Managing Director at MATCHBOARD LLP. Her consulting firm is renowned for its expertise in talent strategy, diversity and inclusion, and cultural transformation, assisting organizations across multiple sectors in achieving sustainable growth through innovative human capital practices. Throughout her career, Mrs. Saagarika has earned a reputation for excellence in leading HR initiatives at esteemed organizations such as Metro Cash and Carry, Reliance (ADAG), and Bharti Airtel. She has successfully designed and executed transformational HR strategies, fostering high-performance teams and enhancing employer branding and social influence. As a dedicated advocate for inclusive and collaborative board environments, she guides boards and senior executives on corporate governance, HR due diligence, and organizational development related to mergers, acquisitions, and joint ventures.

Considering her valuable experience, the Board of Directors believes that the appointment of Mrs. Saagarika Ghoshal as a Non-Executive Independent Director would serve the best interests of the Company.

Pursuant to the provisions of Section 161(1) of the act and Articles of Association of the Company, Mrs. Saagarika Ghoshal, shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing candidature of the Mrs. Saagarika Ghoshal for her appointment as Director (Independent, Non-Executive) of the company.

The Board has received the necessary declarations and disclosures from the Independent Directors and after undertaking due assessment of the veracity of the same, in the opinion of the Board, Mrs. Saagarika Ghoshal fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for being eligible for her appointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a director in Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

The details of Mrs. Saagarika Ghoshal seeking appointment or re-appointment as required by Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and pursuant to Section 102(1) of the Companies Act, 2013 are disclosed in **Annexure I** of the Notice for the reference of the members:

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of this Annual General Meeting.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

ITEM NO.: 5

To regularize the Appointment of Mr. Sanjay Banka (DIN: 07363620) as an Independent Director of The Company:

Mr. Sanjay Banka was appointed as Additional Director (Independent, Non-Executive) of the Company, by the Board of Directors at their meeting held on December 01, 2024. He was appointed not liable to retire by rotation, for a period of five years with effect from December 01, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”), read with the Articles of Association of the Company and subject to the approval of members in this Annual General Meeting.

Sanjay Banka is a distinguished finance professional with over 28 years of experience, currently serving as the Chief Financial Officer (CFO) of Senco Gold and Diamonds, a leading national retail jewelry brand. His career has spanned leadership roles in some of the most prominent companies across diverse industries, such as Tata, Hutchison, Reliance, Bharti Airtel, Sistema Russia (MTS), SREI, and Merino, covering retail, infrastructure, telecom, and manufacturing sectors. At Senco Gold and Diamonds, Mr. Banka has led the company through its successful IPO in July 2023, positioning it as one of India’s top jewelry brands with a market capitalization reaching Rs 10,000 crore. In addition to his role at Senco, his leadership experience includes serving as CFO for Merino Group and Bharat Road Network Ltd., where he led crucial finance, legal, and compliance functions, including successfully managing IPOs and large-scale business transformations.

Considering his valuable experience, the Board of Directors believes that the appointment of Mr. Sanjay Banka as a Non-Executive Independent Director would serve the best interests of the Company.

Pursuant to the provisions of Section 161(1) of the act and Articles of Association of the Company, Mr. Sanjay Banka, shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing candidature of the Mr. Sanjay Banka for his appointment as Director (Independent, Non-Executive) of the company.

The Board has received the necessary declarations and disclosures from the Independent Directors and after undertaking due assessment of the veracity of the same, in the opinion of the Board, Mr. Sanjay Banka fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director in Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

The details of Mr. Sanjay Banka seeking appointment or re-appointment as required by Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and pursuant to Section 102(1) of the Companies Act, 2013 are disclosed in **Annexure I** of the Notice for the reference of the members:

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of this Annual General Meeting.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the Members.

ITEM NO.: 6

To regularize the Appointment of MR. KASHI PRASAD KHANDELWAL (DIN: 00748523) as an Independent Director of The Company:

Mr. Kashi Prasad Khandelwal was appointed as Additional Director (Independent, Non-Executive) of the Company, by the Board of Directors at their meeting held on December 01, 2024. He was appointed not liable to retire by rotation, for a period of five years with effect from December 01, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 (“**the Act**”), read with the Articles of Association of the Company and subject to the approval of members in this Annual General Meeting.

Mr. Kashi Prasad Khandelwal, a highly experienced Chartered Accountant and Fellow member of The Institute of Chartered Accountants of India, possesses over 48 years of experience. He holds a B.Com. (Hons.) and a Law degree from Calcutta University, along with a Diploma in Information System Audit (DISA) and Computerized Accounting & Auditing Techniques (CAAT) from ICAI. He also holds an Independent Director’s Certificate issued by the Institute of Corporate Affairs under the Ministry of Corporate Affairs. In August 2010, Mr. Khandelwal was appointed as a Financial Audit Consultant by the World Bank, Washington, USA, for the Emergency Monrovia Urban Sanitation (EMUS) Project, funded for the Monrovia City Corporation, Government of Liberia, and has made multiple visits for this role. Currently, Mr. Khandelwal serves as an Independent Director on the boards of several SEBI-listed companies, including LIC Housing Finance Ltd, GPT Infraprojects Ltd, GPT Healthcare Ltd, and Kiran Vyapar Ltd (L N Bangur Group). He is the Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee at Kiran Vyapar Ltd. He is also a Director at Maharaja Shree Umaid Mills Ltd (L N Bangur Group) and a member of the Audit Committee. Additionally, he serves as a Director at Cygnet Industries Ltd, a subsidiary of Kesoram Industries Ltd. He chairs the Audit Committees of LIC Housing Finance Ltd and GPT Infraprojects Ltd, adding to his extensive experience in governance. His prior board positions include roles as an Independent Director with Balasore Alloys Ltd (Mittal Group), Kesoram Industries Ltd, and Birla Tyres Ltd (B K Birla Group).

Considering his valuable experience, the Board of Directors believes that the appointment of Mr. Kashi Prasad Khandelwal as a Non-Executive Independent Director would serve the best interests of the Company.

Pursuant to the provisions of Section 161(1) of the act and Articles of Association of the Company Mr. Kashi Prasad Khandelwal, shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing candidature of the Mr. Kashi Prasad Khandelwal for his appointment as Director (Independent, Non-Executive) of the company.

The Board has received the necessary declarations and disclosures from the Independent Directors and after undertaking due assessment of the veracity of the same, in the opinion of the Board, Mr. Kashi Prasad Khandelwal fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director in Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

The details of Mr. Kashi Prasad Khandelwal seeking appointment or re-appointment as required by Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and pursuant to Section 102(1) of the Companies Act, 2013 are disclosed in **Annexure I** of the Notice for the reference of the members:

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of this Annual General Meeting.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

ITEMS NO.: 7:

To rescind and cancel the resolution passed by the Members of the Company at their Extra-Ordinary General Meeting held on September 30, 2024, with respect to Private Placement.

The members of the company at their meeting held on September 30, 2024, had approved the issuance of equity shares pursuant to Section 42 of the Companies Act, 2013, read with the applicable rules made thereunder. However, the valuation report required for the issuance of equity shares has now become outdated (exceeding six months), and due to certain internal strategic considerations, the said resolution has not been made effective

In view of this, the Board deems it necessary to rescind the earlier resolution regarding the issuance of equity shares. Accordingly, it recommends the special business outlined under Item No. 7 of the AGM notice for approval by the members of the Company.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice.

The Board recommends the Special Resolution as set out at item no. 7 for approval by the Members

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

Date: December 25, 2024

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

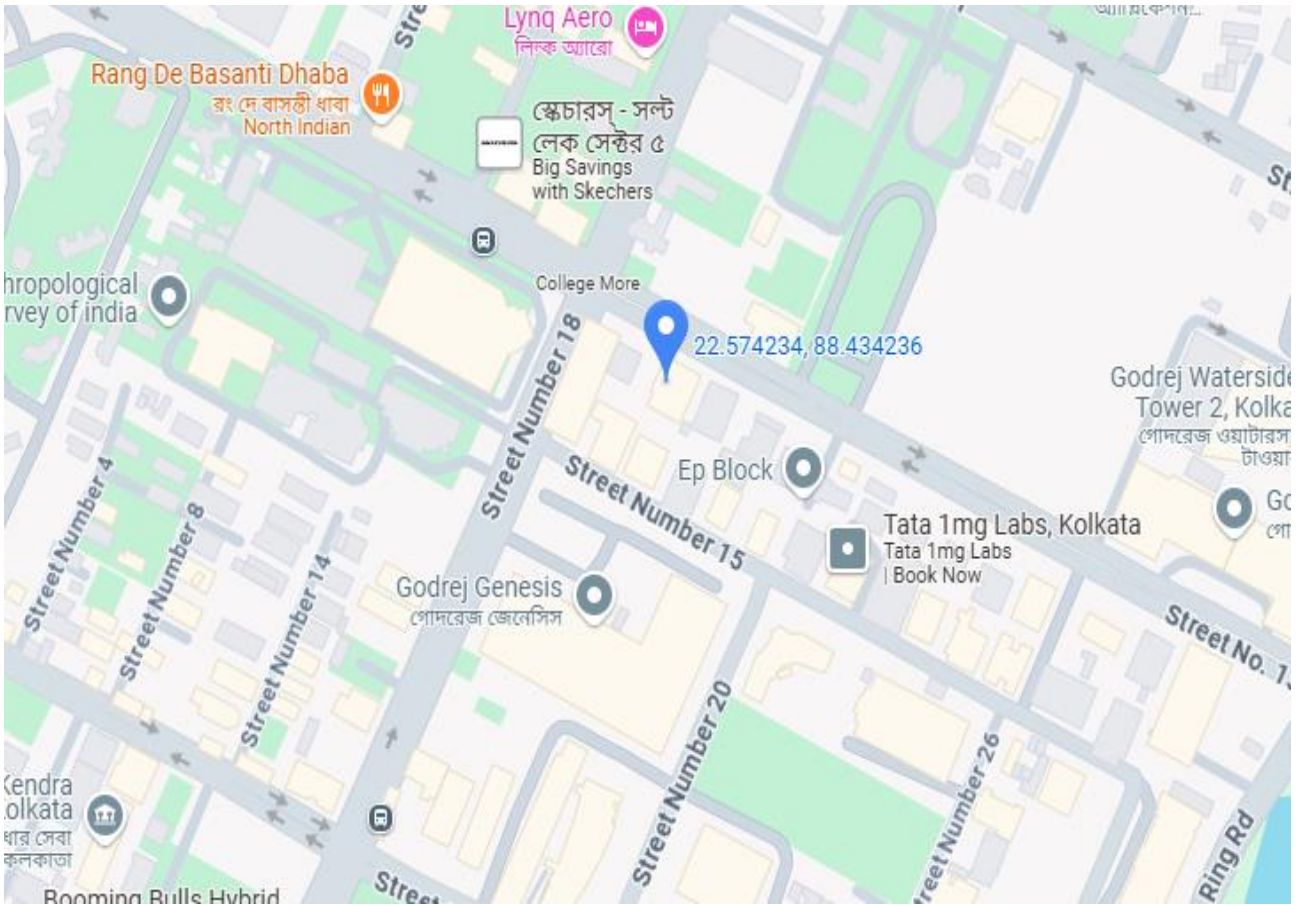
S/d
Barun Singh
(Company Secretary)

FUSION CX PRIVATE LIMITED
CIN- U72900WB2004PTC097921

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

ROUTE-MAP OF THE VENUE OF TWENTY-FIRST (21ST) ANNUAL GENERAL MEETING
(“AGM”)

VENUE: Y9, BLOCK-EP, SECTOR-V, SALT LAKE CITY, KOLKATA-700 091, WEST BENGAL, INDIA



FUSION CX PRIVATE LIMITED
CIN- U72900WB2004PTC097921
Regd. Office: 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:	

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

I/We, being the Member(s) of shares of Fusion CX Private 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.....

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 Twenty-first (21st) Annual General Meeting ("AGM") of the Company, to be held on Monday, December 30, 2024 at 05:00 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
Ordinary Business			
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and the Auditors thereon		
2.	confirm the payment of Interim Dividend of ₹ 0.10 paisa per equity share of ₹1/- each and to declare Final Dividend of ₹ 0.20 paisa per equity share of ₹1/- each for the Financial Year ended 31st March 2024		
3.	Approve the appointment of M/s. M S K C & Associates, Chartered Accountants, (Firm Registration No. 001595S) as the Statutory Auditors of the Company		
Special Business			
4.	To regularize the Appointment of Mrs. Saagarika Ghoshal (Din: 06510559) as an Independent Director of The Company.		
5.	To regularize the Appointment of Mr. Sanjay Banka (Din: 07363620) as an Independent Director of The Company		
6.	To regularize the Appointment of Mr. Kashi Prasad Khandelwal (DIN: 00748523) as an Independent Director of The Company		
7.	To rescind and cancel the resolution passed by the Members of the Company at their Extra-Ordinary General Meeting held on September 30, 2024, with respect to Private Placement		

Signed this day of 2024

Signature of Member

Affix Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1). A member entitled to attend and vote at the Twenty-first (21st) 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.

FUSION CX PRIVATE LIMITED
CIN- U72900WB2004PTC097921
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 PRIVATE LIMITED CIN: U72900WB2004PTC097921
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.	Registered folio No. /*Client ID No. (*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 (√)
Ordinary Business					
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and the Auditors thereon	Ordinary Resolution			
2.	confirm the payment of Interim Dividend of ₹ 0.10 paisa per equity share of ₹1/- each and to declare Final Dividend of ₹ 0.20 paisa per equity share of ₹1/- each for the Financial Year ended 31st March 2024	Ordinary Resolution			
3.	Approve the appointment of M/s. M S K C & Associates, Chartered Accountants, (Firm Registration No. 001595S) as the Statutory Auditors of the Company	Ordinary Resolution			
Special Business					
4.	To regularize the Appointment of Mrs. Saagarika Ghoshal (Din: 06510559) as an Independent Director of The Company.	Ordinary Resolution			
5.	To regularize the Appointment of Mr. Sanjay Banka (Din: 07363620) as an Independent Director of The Company	Ordinary Resolution			
6.	To regularize the Appointment of Mr. Kashi Prasad Khandelwal (DIN: 00748523) as an Independent Director of The Company	Ordinary Resolution			
7.	To rescind and cancel the resolution passed by the Members of the Company at their Extra-Ordinary General Meeting held on September 30, 2024, with respect to Private Placement	Special Resolution			
Date:	(Signature of the Shareholder(s)*/ Proxy Holder				
Place:					

FUSION CX PRIVATE LIMITED

CIN- U72900WB2004PTC097921

Regd. Office: 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 Twenty-first (21st) Annual General Meeting of Fusion CX Private Limited (“the Company”) held on Monday, December 30, 2024, at 05:00 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.

FUSION CX PRIVATE LIMITED
CIN- U72900WB2004PTC097921

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

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 Private Limited
Y9, Block-EP, Sector-V, Salt Lake City,
Kolkata-700 091, West Bengal, India

Subject: Consent to Convene 21st Annual General Meeting at a Shorter Notice

Dear Sir/Ma'am,

I, _____ R/o _____, holding _____ shares in the Company _____ name 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 21st Annual General Meeting of the Company at a shorter notice on Monday, December 30, 2024, at 05:00 P.M. at the registered office of the Company at Y9, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, West Bengal, India.

Kindly do take the same on your record.

Thanking you

Yours truly

Member

Annexure I

The brief details of Independent Directors for seeking appointment or re-appointment in accordance with para 1.2.5 of the Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) for Item no. 4, 5 and 6

Name of Directors	Mrs. Saagarika Ghoshal	Mr. Sanjay Banka	Mr. Kashi Prasad Khandelwal
DIN	06510559	07363620	00748523
Date of Birth	February 02, 1969	March 29, 1969	March 04, 1953
Nationality	Indian	Indian	Indian
Date of first appointment on Board	December 1, 2024	December 1, 2024	December 1, 2024
Qualification	Doctor of Philosophy, Honoris Causa from Chitkara University	Fellow member of The Institute of Company Secretaries of India (ICSI), Fellow member of The Institute of Chartered Accountants of India (ICAI)	B. Com, LLB, Fellow member of The Institute of Chartered Accountants of India.
Experience (including expertise in specific functional area)/ Brief Resume	<p>Mrs. Saagarika Ghoshal is a distinguished HR leader with over 28 years of experience.</p> <p>Mrs. Ghoshal has earned a reputation for excellence in leading HR initiatives at esteemed organizations such as Metro Cash and Carry, Reliance (ADAG), and Bharti Airtel.</p> <p>She founded the WoMen Who Lead Forum, a vital platform for empowering leaders across diverse sectors. She is also a sought-after international speaker and a TEDx presenter and acts as a mentor to micro, small, and medium enterprises (MSMEs).</p>	<p>Mr. Sanjay Banka is a distinguished finance professional with over 28 years of experience, currently serving as the Chief Financial Officer (CFO) of Senco Gold and Diamonds, a leading national retail jewelry brand. His career has spanned leadership roles in some of the most prominent companies across diverse industries, such as Tata, Hutchison, Reliance, Bharti Airtel, Sistema Russia (MTS), SREI, and Merino, covering retail, infrastructure, telecom, and manufacturing sectors.</p> <p>At Senco Gold and Diamonds, Mr. Banka has led the company through its successful IPO in July 2023, positioning it as one of India’s top jewelry brands with a market capitalization reaching Rs 10,000 crore. In addition to his role at Senco, his leadership experience includes serving as CFO for Merino Group and Bharat Road Network Ltd., where he led crucial finance, legal, and compliance functions, including successfully managing IPOs and large-scale business transformations.</p> <p>A thought leader in the finance community, Mr. Banka has contributed to industry publications on financial innovation, mergers, and</p>	<p>Mr. Kashi Prasad Khandelwal possesses over 48 years of experience in the field of finance and legal.</p> <p>In August 2010, Mr. Khandelwal was appointed as a Financial Audit Consultant by the World Bank, Washington, USA, for the Emergency Monrovia Urban Sanitation (EMUS) Project, funded for the Monrovia City Corporation, Government of Liberia</p> <p>Currently, Mr. Khandelwal serves as an Independent Director on the boards of several SEBI-listed companies, including LIC Housing Finance Ltd, GPT Infraprojects Ltd, GPT Healthcare Ltd, and Kiran Vyapar Ltd (L N Bangur Group). He is the Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee at Kiran Vyapar Ltd. He is also a Director at Maharaja Shree Umaid Mills Ltd (L N Bangur Group) and a member of the Audit Committee. Additionally, he serves as a Director at Cygnet Industries Ltd, a subsidiary of Kesoram Industries Ltd. He chairs the Audit Committees of LIC Housing Finance Ltd and GPT Infraprojects Ltd, adding to his extensive experience in</p>

		strategic benchmarking. He has chaired notable forums like the MENA CFO Conference in Dubai and has been a panelist at the Economic Times CFO Summit. Among his many accolades, Mr. Banka was recognized as one of the Top 10 CFOs in 2019.	governance. His prior board positions include roles as an Independent Director with Balasore Alloys Ltd (Mittal Group), Kesoram Industries Ltd, and Birla Tyres Ltd (B K Birla Group).
Details of remuneration sought to be paid	Sitting Fees and Commission As per the letter of appointment.	Sitting Fees and Commission As per the letter of appointment.	Sitting Fees and Commission As per the letter of appointment.
Remuneration last drawn	NIL	NIL	NIL
No. of Meetings attended during the FY 2023-24	NIL	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	None	None	None
Other Directorships	NIL	NIL	<ol style="list-style-type: none"> 1. KIRAN VYAPAR LTD. 2. MAHARAJA SHREE UMAID MILLS LIMITED 3. GPT HEALTHCARE LIMITED 4. GPT INFRAPROJECTS LIMITED 5. LIC HOUSING FINANCE LTD 6. CYGNET INDUSTRIES LIMITED
Membership / Chairmanship of Committees of other Board	NIL	NIL	<ol style="list-style-type: none"> 1. Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee at Kiran Vyapar Ltd 2. member of the Audit Committee of Maharaja Shree Umaid Mills Ltd (L N Bangur Group) 3. Chairman of the Audit Committees of LIC Housing Finance Ltd 4. Chairman of the Audit Committees of GPT Infracore Ltd
Number of Shares held in the Company	NIL	NIL	NIL