Date: 21/08/2026

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex,
Bandra(E), Mumbai- 400 051

NSE SYMBOL: FONEBOX **ISIN: INE0Q4701019**

Sub: Intimation of 06th Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the 06th Annual General Meeting (AGM) of the Company is scheduled to be held through Video Conference (VC) /Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India on Saturday, September 19, 2026 at 03:00 p.m. (IST). The Notice of Annual General Meeting along with e-voting instructions is enclosed herewith. The Notice is being sent through electronic mode to all those members whose email id is registered with the Company/ Company's Registrar and Transfer Agent – KFin Technologies Limited ("RTA") /Depository Participant(s) ("DP") and it can also be accessed at the website of the Company at www.fonebook.in.

The members are provided with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the Notice of 06th AGM. The Company has fixed Saturday, September 19, 2026 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the 06th AGM or to attend the AGM. The Company has engaged KFin Technologies Limited to provide e-Voting facility to its members. The remote e-voting period commences on Wednesday, September 16, 2026 at 9:00 AM (IST) and ends on Friday, September 18, 2026 at 5:00 PM (IST). The Register of Members and the Share Transfer books of the Company will remain closed from Sunday, September 13, 2026 to Saturday, September 19, 2026 (both days inclusive) for the purpose of the 06th AGM for the F.Y. 2025-26

You are requested to kindly take the above information on your record.

For, Fonebox Retail Limited

KRUSHA HARSHADBHAI CHHATBAR
Digitally signed by KRUSHA HARSHADBHAI CHHATBAR
Date: 2026.08.21 14:41:36 +05'30'

Krusha Chhatbar
Company Secretary & Compliance Officer
M No. A76469

Encl. As Above

NOTICE OF 6TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th Annual General Meeting of the Members of Fonebox Retail Limited will be held on **Saturday, 19th September, 2026** at 03.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

2. **To appoint Mr. Manishbhai Girishbhai Patel (DIN:01436792), who retires by rotation as a director and being eligible, offers himself for re-appointment.**

   To consider and if thought fit, to pass 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force) and subject to the provisions of all other laws as may be applicable, Mr. Manishbhai Girishbhai Patel (DIN:01436792), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Approval of Material Related Party Transactions of the Company:**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with the applicable circulars, master circulars and industry standards issued thereunder, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, and subject to such approvals, consents and permissions as may be necessary, consent of the Members be and is hereby accorded to the Company to enter into and/or continue the related party transactions set out below with the respective related parties, in the ordinary course of business and on an arm's length basis, for the FY 2026-27, up to the maximum amounts specified below, on such terms and conditions as may be mutually agreed between the Company and the respective related parties:"

Sr. No.	Name of the Related Party	Nature of Transaction	Related Director/KMP and Nature of Relationship	Maximum Value of Transaction (₹ in Crore)
1	Phonewale Limited	Purchase of goods	Mr. Manishbhai Girishbhai Patel, Chairman & Director, is a director and member of Phonewale Limited; and Mr. Amitkumar Gopalbhai Patel, Managing Director, is a member of Phonewale Limited.	150 Cr.
		Sale of goods		50 Cr.
2	Paradise Markcom Private Limited	Purchase of goods	Mr. Parth Lallubhai Desai, Director & Chief Financial Officer of the Company, is a director and member of Paradise Markcom Private Limited.	250 Cr.
		Sale of goods		50 Cr.
3	V9 Gadgets LLP	Purchase of goods	Mr. Rushi Manishbhai Patel, Designated Partner of V9 Gadgets LLP, is the son of Mr. Manishbhai Girishbhai Patel, Chairman & Director of the Company.	50 Cr.
		Sale of goods		100 Cr.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to finalise the terms and conditions of the aforesaid transactions, provided that the transactions shall remain within the limits approved by the Members and shall be undertaken in compliance with the Act, the SEBI Listing Regulations and the applicable policies of the Company."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, execute such documents, make such filings and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Mr. Chirag Khodidas Solanki (DIN: 11772370) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152, 160 and 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Chirag Khodidas Solanki (DIN: 11772370), who was appointed as an Additional Director (Non-Executive, Independent) with effect from August 19, 2026 and holds office up to this Annual General Meeting, and who meets the criteria of independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years from August 19, 2026 up to August 18, 2031, both days inclusive, not liable to retire by rotation."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary be and is hereby severally authorised to make the requisite filings and do all such acts, deeds and things as may be necessary to give effect to this resolution."

5. **Appointment of Mr. Tushar Mitharam Chaudhari (DIN: 11102682) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152, 160 and 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Tushar Mitharam Chaudhari (DIN: 11102682), who was appointed as an Additional Director (Non-Executive, Independent) with effect from August 19, 2026 and holds office up to this Annual General Meeting, and who meets the criteria of independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years from August 19, 2026 up to August 18, 2031, both days inclusive, not liable to retire by rotation."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary be and is hereby severally authorised to make the requisite filings and do all such acts, deeds and things as may be necessary to give effect to this resolution."

Registered Office:
1001 & 1006, 10th Floor, Satyam 64,
Opp. Gujarat High Court, S. G. Highway,
Sola Road, Ahmedabad-380061, Gujarat, India.

Date: 19/08/2026
Place: Ahmedabad

By order of the Board of Directors
For, Fonebox Retail Limited

Krusha Chhatbar
Company Secretary
Membership. No: A76469

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 03/2025 dated September 22, 2025, read with the relevant circulars issued earlier from time to time (collectively referred to as the "MCA Circulars"), permitted companies to conduct Annual General Meetings ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without physical presence of Members at a common venue, subject to the framework prescribed therein. Accordingly, in compliance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder and the SEBI Listing Regulations, the 6th AGM of the Company is being held through VC/OAVM. The detailed procedure for participation in the Meeting through VC/OAVM is set out in Note No. 17 and is also available on the Company's website at https://fonebook.in/.

2. In accordance with the MCA Circulars, provisions of the Act and SEBI Listing Regulations, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.

3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Regulation 36(3) of Listing Regulations and Circulars issued thereunder are also annexed.

4. Generally, 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 and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. The attendance of the shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Shareholders can join the AGM through the VC/ OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. All members of the Company are encouraged to attend and vote at the AGM through VC/OAVM.

7. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 shareholders on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at https://fonebook.in/. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM. Notice is also

available on the website of KFin Technologies Limited (Agency for providing the E-Voting Facility) ("R&T Agent") https://evoting.kfintech.com/. Members who have not registered their E-mail id are requested to register the same with the Company / Registrar and Share Transfer Agent ("RTA") /respective DPs. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and pursuant to MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into agreement with R&T Agent for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by R&T Agent.

10. Members of the Company holding shares on the cut-off date i.e. Saturday, September 12, 2026 may cast their vote either by remote e-voting or e-voting system during AGM. A person who is not a member as on cut-off date should treat this notice for information purpose only. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 12, 2026.

11. The remote e-voting period commences on Wednesday, September 16, 2026 at 09:00 A.M. (IST) and ends on Friday, September 18, 2026 at 05:00 P.M. (IST). During this period, the shareholders of the Company holding shares as on the cut-off date, i.e. Saturday, September 12, 2026, may cast their vote electronically. The shareholders will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by the R&T Agent thereafter. Once the vote on a resolution is cast by a shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.

12. The Company has appointed Pratik Keshariya, Practicing Company Secretary, Proprietor at P H Keshariya & Associates (Membership No. F5713, COP No: 4283) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

13. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes cast during the AGM and votes cast through remote e-voting) of the total votes cast in favour or against, if any, within two working days of conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website https://fonebook.in/ and on the website of Kfintech immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the National Stock Exchange of India Limited.

14. All documents referred to in the Notice and the Explanatory Statement are available electronically for inspection without any fees by the Members from the date of circulation of this Notice up to the date of the AGM. The said documents are also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. Members who wish to seek inspection, may send their request through an email at cs@fonebox.in.

15. The resolution shall be deemed to be passed on the date of AGM subject to receipt of sufficient votes.

16. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

17. Voting process and instruction regarding e-voting:

The instructions for shareholders voting electronically are as under:

The remote e-voting period commences on Wednesday, September 16, 2026 at 09:00 A.M. (IST) and ends on Friday, September 18, 2026 at 05:00 P.M. (IST). During this period, the shareholders of the Company holding shares as on the cut-off date, i.e. Sunday, September 13, 2026, may cast their vote electronically. The shareholders will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by the R&T Agent thereafter. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Saturday, September 12, 2026.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

As per SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / DPs without having to register again with the e-Voting service provider (“ESP”) i.e. KFinTech.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

The details of the process and manner for Remote E-Voting are as follow:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com. II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi. III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Proceed with completing the required fields. III. Follow the steps given in point 1.

	3.	**Alternatively, by directly accessing the e-Voting website of CDSL**
	I.	Visit URL: www.cdslindia.com
	II.	Provide your demat Account Number and PAN No.
	III.	System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
	IV.	After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I.	You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	II.	Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III.	Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	**Helpdesk Details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A.	**Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
i.	Launch internet browser by typing the URL: https://evoting.kfintech.com/
ii.	Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
iii.	After entering these details appropriately, click on "LOGIN".
iv.	You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum

8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., '**10048**' and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf to the company at email id cs@fonebox.in and to the Scrutinizer at email id csphkeshariya@gmail.com with a copy marked to evoting@kfintech.com.

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ii. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/investors/isrs.aspx

iii. ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

	b)	Through hard copies which are self-attested, which can be shared on the address below; or	
		Name:	KFIN Technologies Limited
		Address:	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
	c)	Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#	
iv.	For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.		

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

2. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

3. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

2. Facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.

3. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

4. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till September 17, 2026 shall only be considered and responded during the AGM.

6. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views / ask questions during the meeting.

OTHER INSTRUCTIONS:

1. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will available between September 16, 2026 (10:00 A.M. IST) and September 70, 2026 (5:00 P.M. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

2. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Mr. Anandan K., at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

3. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

   - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   - If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event number + Folio No. (in case of physical shareholders) or DP ID Client ID (in case of Demat shareholders) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for physical	MYEPWD <SPACE> XXX1234567890

4. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

5. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

The following Explanatory Statement sets out all material facts relating to the Special Business set out at Item Nos. 3 to 5 of the accompanying AGM Notice.

Item No. 3

Approval of Material Related Party Transactions of the Company:

Regulation 23 of the SEBI Listing Regulations governs related party transactions ("RPTs") of listed entities. In terms of the proviso to Regulation 15(2)(b), Regulation 23 is applicable to an entity listed on the SME Exchange which meets the prescribed paid-up equity share capital or net-worth threshold. The provisions of Regulation 23 are accordingly applicable to the Company. Regulation 23(4) requires prior approval of the shareholders for all material RPTs and subsequent material modifications. Under the materiality thresholds presently prescribed under Regulation 23(1), where the annual consolidated turnover of a listed entity is up to ₹20,000 crore, a transaction with a related party is material if the transaction(s), individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements.

Considering the proposed transaction limits with the related parties set out below, the transactions exceed or may exceed the applicable materiality threshold and, accordingly, prior approval of the Members is being sought under Regulation 23(4) of the SEBI Listing Regulations. The proposed transactions comprise purchase and sale/trading of goods and products dealt in by the Company and are proposed to be undertaken in the ordinary course of business and on an arm's length basis. Accordingly, Section 188 of the Act is referred to in the resolution to the extent applicable.

The Audit Committee has considered and approved the proposed Related Party Transactions and has noted that the transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. The Board of Directors, after considering the recommendation of the Audit Committee, has approved and recommended the proposed transactions to the Members for their approval for the period commencing from the date of this AGM up to March 31, 2027.

The material particulars of the proposed transactions, including the information required to be placed before the Members under Regulation 23 of the SEBI Listing Regulations read with the applicable SEBI circulars and RPT Industry Standards, are set out below:

Sr. No.	Particulars	Paradise Markcom Private Limited	Phonewale Limited	V9 Gadgets LLP
1.	Related Director / KMP and nature of relationship	Mr. Parth Lallubhai Desai, Director & Chief Financial Officer, is a director and member of the entity.	Mr. Manishbhai Girishbhai Patel, Chairman & Director, is a director and member of the entity; Mr. Amitkumar Gopalbhai Patel, Managing Director, is a member of the entity.	Mr. Rushi Manishbhai Patel, Designated Partner, is the son of Mr. Manishbhai Girishbhai Patel, Chairman & Director of the Company.
2.	Nature and particulars of proposed transaction	Purchase and sale/trading of goods and products dealt in by the Company.	Purchase and sale/trading of goods and products dealt in by the Company.	Purchase and sale/trading of goods and products dealt in by the Company.
3.	Maximum value - Purchase	₹250 Crore	₹150 Crore	₹50 Crore

4.	Maximum value - Sale	₹50 Crore	₹50 Crore	₹100 Crore
5.	Aggregate maximum value	₹300 Crore	₹200 Crore	₹150 Crore
6.	Tenure / period	F.Y. 2026-27	F.Y. 2026-27	F.Y. 2026-27
7.	Material terms and pricing basis	Ordinary course and arm's length basis; pricing/commercial terms to have regard to prevailing market conditions, comparable third-party terms and other relevant commercial factors.	Ordinary course and arm's length basis; pricing/commercial terms to have regard to prevailing market conditions, comparable third-party terms and other relevant commercial factors.	Ordinary course and arm's length basis; pricing/commercial terms to have regard to prevailing market conditions, comparable third-party terms and other relevant commercial factors.
8.	Valuation / external report, if any	No separate external valuation report is proposed to be relied upon; arm's length nature is evaluated internally and reviewed by the Audit Committee.	No separate external valuation report is proposed to be relied upon; arm's length nature is evaluated internally and reviewed by the Audit Committee.	No separate external valuation report is proposed to be relied upon; arm's length nature is evaluated internally and reviewed by the Audit Committee.
9.	Justification / business rationale	To facilitate procurement and sale/trading of goods, support continuity and efficiency of retail/distribution operations and meet ongoing business requirements.	To facilitate procurement and sale/trading of goods, support continuity and efficiency of retail/distribution operations and meet ongoing business requirements.	To facilitate procurement and sale/trading of goods, support continuity and efficiency of retail/distribution operations and meet ongoing business requirements.
10.	Percentage of annual consolidated turnover represented by aggregate proposed value	56% - to be completed from the last audited financial statements before circulation.	37% - to be completed from the last audited financial statements before circulation.	28% - to be completed from the last audited financial statements before circulation.
11.	Approval / status	Approved/recommended by the Audit Committee and Board, subject to prior Members' approval under Regulation 23.	Approved/recommended by the Audit Committee and Board, subject to prior Members' approval under Regulation 23.	Approved/recommended by the Audit Committee and Board, subject to prior Members' approval under Regulation 23.

Mr. Parth Lallubhai Desai, Director & Chief Financial Officer, is concerned or interested in the resolution to the extent of the transactions with Paradise Markcom Private Limited. Mr. Manishbhai Girishbhai Patel, Chairman & Director, and Mr. Amitkumar Gopalbhai Patel, Managing Director, are concerned or interested to the extent of the transactions with Phonewale Limited. Mr. Manishbhai Girishbhai Patel is also concerned or interested in relation to the transactions with V9 Gadgets LLP since Mr. Rushi Manishbhai Patel, Designated Partner of V9 Gadgets LLP, is his son. Except as stated above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolution set out at Item No. 3, whether or not such related party is related to the particular transaction being voted upon.

The Board of Directors, on the recommendation of the Audit Committee, recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item Nos. 4 and 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company ("Board"), at its meeting held on August 17, 2026, appointed Mr. Chirag Khodidas Solanki (DIN: 11772370) and Mr. Tushar Mitharam Chaudhari (DIN: 11102682) as Additional Directors in the category of Non-Executive Independent Directors with effect from August 17, 2026, subject to approval of the Members, for a first term of five consecutive years commencing from August 17, 2026 up to August 16, 2031, both days inclusive, not liable to retire by rotation.

In terms of Section 161(1) of the Act, each of the above Additional Directors holds office up to the date of this Annual General Meeting. The Company is therefore seeking the approval of the Members for their appointment as Independent Directors under Sections 149, 150 and 152 and other applicable provisions of the Act.

The Nomination and Remuneration Committee and the Board have assessed the qualifications, skills, experience, integrity and expertise of both appointees. Mr. Tushar Mitharam Chaudhari has extensive experience in sales and distribution across the FMCG and telecom sectors, while Mr. Chirag Khodidas Solanki has extensive experience in academic administration and educational leadership. The Board believes that their respective experience and expertise will enhance the quality and diversity of Board deliberations and considers their appointments to be in the best interests of the Company and its stakeholders. This constitutes the justification for their selection as Independent Directors in terms of Section 150(2) of the Act.

The Company has received from both appointees: (i) consent to act as Director in Form DIR-2; (ii) intimation in Form DIR-8 that they are not disqualified under Section 164 of the Act; and (iii) declarations that they meet the criteria of independence under Section 149(6) of the Act and applicable provisions of the SEBI Listing Regulations, to the extent applicable. Neither appointee holds any equity shares of the Company.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Chirag Khodidas Solanki and Mr. Tushar Mitharam Chaudhari for the office of Directors of the Company.

Except Mr. Chirag Khodidas Solanki and Mr. Tushar Mitharam Chaudhari, respectively, and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the respective resolutions, except to the extent of their shareholding, if any, in the Company. The Board recommends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval of the Members.

Registered Office:
1001 & 1006, 10th Floor, Satyam 64,
Opp. Gujarat High Court, S. G. Highway,
Sola Road, Ahmedabad-380061, Gujarat, India

Date: 19/08/2026
Place: Ahmedabad

By order of the Board of Directors
For, Fonebox Retail Limited

Krusha Chhatbar
Company Secretary
Membership. No: A76469

Details of Director seeking re-appointment at the 6th Annual General Meeting pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2):

Name of Director	Manishbhai Girishbhai Patel
Category	Director & Chairman
DIN	01436792
Date of Birth	1st November, 1972
Age	53 Years
Qualifications	Bachelor in Engineering (Electrical)
Date of first appointment on Board.	03-02-2021
Brief profile/ experience including experience and Expertise in specific functional areas.	Mr. Manishbhai Girishbhai Patel is the Chairman and Executive Director of the Company. He holds the degree of Bachelor in Engineering (Electrical) from Birla Vishvakarma Mahavidhyalaya, Vallabh Vidyanagar, Affiliated to Sardar Patel University, India. He is having more than 17 years of business experience in Food Processing Industry as well as Retail Distribution industry.
Terms and conditions of appointment.	Re-appointment as Director, liable to retire by rotation.
No. of Shares held in the company including shareholding as a beneficial owner.	18,37,50 Equity Shares
Directorship held in other companies.	Bandhan Foods Private Limited Phonewale Limited
Membership/Chairmanship of Committees in other companies.	Chairman of CSR Committee of Phonewale Limited. Member of Audit Committee of Phonewale Limited.
The number of Meetings of the Board attended during the year.	6
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	NIL

Details of Directors seeking appointment at the 6th Annual General Meeting pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2):

Name of Director	Tushar Mitharam Chaudhari	Chirag Khodidas Solanki
Category	Independent Director	Independent Director
DIN	11102682	11772370
Date of Birth	17/03/1973	09/03/1978
Age	53 Years	48 Years
Qualifications	M.B.A.	M.A., M.Ed.
Date of first appointment on Board.	19th August, 2026	19th August, 2026
Brief profile/ experience including experience and Expertise in specific functional areas.	Sales & Distribution professional with 25 years of experience across FMCG and Telecom sectors, currently managing an annual business of approximately ₹800 crore. Experienced in sales management, operations, and distribution, with 6 years in FMCG and 16 years in Telecom, having handled leadership roles including Sales Executive, ASM, Vertical Head and Zonal Head across Gujarat, Maharashtra and Rajasthan.	He has been serving as the Principal of Akhandanand Madhyamik Shala since December 2003, with extensive experience in academic administration, school management, staff supervision, and educational leadership
Terms and conditions of appointment.	First term of five consecutive years; not liable to retire by rotation.	First term of five consecutive years; not liable to retire by rotation.
No. of Shares held in the company including shareholding as a beneficial owner.	NIL	NIL
Directorship held in other companies.	NIL	NIL
Membership/Chairmanship of Committees in other companies.	NIL	NIL
The number of Meetings of the Board attended during the year.	Not Applicable	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	NIL	NIL

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