

Date: 27/05/2026

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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members**

Dear Sir/Madam,

Pursuant to Regulation 30 and 44 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ("EGM") of the Company will be held on Saturday, June 20, 2026 at 12:00 P.M. through Video Conferencing / Other Audio Visual Means ("VC/OAVM").

We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Wednesday, June 17, 2026 at 9:00 A.M (IST) and will end on Friday, June 19, 2026 at 5.00 P.M. (IST)

The copy of the said EGM Notice is uploaded on the website of the Company i.e. <https://fonebook.in/>

Kindly take the same on your record.

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

Thanking You.  
Yours sincerely,

**For, Fonebox Retail Limited**

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**Krusha Chhatbar**  
**Company Secretary & Compliance Officer**  
**Membership No: A76469**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

To,  
The Members,  
Fonebox Retail Limited

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Fonebox Retail Limited ("the Company") will be held on Saturday, 20<sup>th</sup> June, 2026 at 12.00 P.M. IST through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") to transact the following business:

**SPECIAL BUSINESS:**

- 1. TO CONSIDER AND APPROVE AN INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM INR 10,50,00,000 TO INR 13,50,00,000 AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION.**

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

**"RESOLVED THAT** with the consent of the Board of Directors of the Company and pursuant to the provisions of Sections 13, 15, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (including any statutory modification or re-enactment thereof for the time being in force) and the rules and regulations notified thereunder, (collectively referred to as the "Companies Act"), in accordance with the enabling provisions of the memorandum and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to (a) increase the authorised share capital of the Company from the existing INR 10,50,00,000/- (Indian Rupees Ten Crore Fifty Lakh Only) consisting of 1,05,00,000 (One Crore Five Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each to INR 13,50,00,000/- (Indian Rupees Thirteen Crore Fifty Lakh Only) consisting of 1,35,00,000 (One Crore Thirty Five Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each (b) amend the existing clause V of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and, in its place, the following Clause V be substituted:

*"The Authorised Share Capital of the Company is Rs. 13,50,00,000 (Rupees Thirteen Crores Fifty Lakhs only) consisting of 1,35,00,000 (One Crore Thirty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each."*

**RESOLVED FURTHER THAT** new Equity Shares shall rank pari passu to the existing Equity Shares in all respects.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient in connection with the aforesaid appointment, including to sign necessary papers and filing of necessary forms, intimations and disclosures with the Registrar of Companies,

Stock Exchange(s) and other regulatory authorities and to execute all such documents, writings and instruments as may be required to give effect to this resolution and for the matters connected therewith or incidental thereto.”

## **2. TO ISSUE SECURITIES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH.**

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

**“RESOLVED THAT** with the consent of the Board of Directors of the Company and (i) pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the **“Act”**); (ii) pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, statutory modification(s), and/or re-enactment(s) thereof, for the time being in force) (the **“SEBI ICDR Regulations”**), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s), and/or re-enactment(s) thereof, for the time being in force) (the **“SEBI Listing Regulations”**), the listing agreements entered into by the Company with National Stock Exchange of India Limited (**“NSE”**) on which the equity shares of the Company having face value of INR 10 (Rupees Ten only) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (**“SEBI”**), and subject to in principle approval from National Stock Exchange of India Limited (**“NSE”**), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the consent of members of the company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, in terms of the SEBI ICDR Regulations, 30,00,000 (Thirty Lakhs) fully paid up equity shares of the Company having face value of INR 10 (Rupees Ten only) per Equity Share at a price of INR 85.80 (Indian Rupees Eighty Five and Eighty Paise Only) (**“Allotment Shares”**) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (**“Floor Price”**) for consideration other than cash to the Proposed Allottees listed out in the table below (**“Sellers”**); in lieu of the consideration payable to the Proposed Allottees against acquisition of equity shares (**“Sale Shares”**) held by them in NWOM Retailers Private Limited (**“NWOM”**) (**“Proposed Transaction”**).

The table below sets out the details of the Proposed Allottees:

<b>Sr. No</b>	<b>Name of Proposed Allottee</b>	<b>Category</b>	<b>No. of Allotment Shares Proposed to be issued</b>
1.	Mr. Pankaj Kailashnath Vasudeva	Promoter	10,00,000
2.	Mr. Dhrumil Pradipbhai Shah	Promoter	10,00,000
3.	Mr. Rajesh Ujamshibhai Shah	Public	10,00,000

**RESOLVED FURTHER THAT** the price of the Equity Shares have been determined in accordance with applicable provisions of Companies Act, 2013 (**“Act”**), Chapter V of the SEBI ICDR

Regulations considering the **Relevant date** i.e. May 21, 2026 (being the date 30 days prior to the date of Extraordinary General Meeting scheduled to be held on June 20, 2026) and the valuation report dated May 22, 2026 issued by RBSA valuation Advisors LLP, an independent registered valuer (with Registration No. IBBI/RV-E/05/2019/110), for determining the Share Exchange Ratio.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, including in-principle approval from National Stock Exchange of India Limited being provided in relation to the issuance of Equity Shares on preferential basis, consent of the shareholders of the Company be and is hereby accorded to authorize any of the directors or key managerial personnel of the Company to make an offer to the Proposed Allottees through private placement offer letter in Form PAS-4 as prescribed under the Act, and do all such things to give effect to such offer in accordance with the provisions of the Act including but not limited to (a) deciding the date of opening/closing of issue, the date of circulation and the number of days for which the offer will remain open; (b) to circulate the same to the Proposed Allottees and (c) to record the name of Proposed Allottees in Form PAS-5.

**RESOLVED FURTHER THAT** the Allotment Shares to be issued to Sellers shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Allotment Shares shall be allotted by the Company to the Sellers in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Allotment Shares to be issued and allotted to Sellers shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of Sellers, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to appoint such professionals and/or intermediaries, if required for the said preferential allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

**RESOLVED FURTHER THAT** the certificate from a practicing company secretary, required under Regulation 163(2) of the SEBI ICDR Regulations, certifying that the issue through preferential allotment has been made in compliance with SEBI ICDR Regulations, has been taken on record and approved by the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the directors or key managerial personnel of the Company be and are hereby severally authorized to take all such actions and do all such acts, deeds, matters and things and execute all such documents, regulatory filings (including filing for the in- principle, listing and trading approvals with the National Stock

Exchange, certificates or instruments as it may, in its absolute discretion, deem necessary, desirable or expedient for the issuance or allotment of the Equity Shares or for filing of requisite documents with the Registrar of Companies, Depositories, SEBI, Stock Exchanges and/or such other authorities for and on behalf of the Company, to decide and approve the other terms and conditions of the preferential issue of the Equity Shares to vary, modify or alter any of the terms and conditions, subject to the provisions of the Act, the SEBI ICDR Regulations and/or any other laws and regulations and to resolve and settle all questions and difficulties that may arise in this regard.”

**3. TO REGULARISE APPOINTMENT OF MR. PANKAJ KAILASHNATH VASUDEVA (DIN: 07730522) AS EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVAL OF HIS REMUNERATION.**

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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) thereof, based on recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to regularize appointment of Mr. Pankaj Kailashnath Vasudeva (DIN: 07730522) who was appointed as an Additional Director of the Company with effect from May 22, 2026 under Section 161 of the Act, to hold the office up to the date of the ensuing Extraordinary General Meeting, who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Pankaj Kailashnath Vasudeva as a candidate for the office of a Director of the Company be and is hereby appointed as director of the company, liable to retire by rotation with immediate effect.

**RESOLVED FURTHER THAT** pursuant to provisions of Sections 197, 198, read with Schedule V and other applicable provisions of Companies Act, 2013 (“Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) in accordance with the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Mr. Pankaj Kailashnath Vasudeva upon such terms and conditions set out in the Explanatory statement annexed to this notice convening the meeting, which may be in excess to 1% of the net profits of the company computed in the manner stipulated in Section 198 of the Act.

**RESOLVED FURTHER THAT** consent of the members of the company be and is hereby accorded for payment of aforesaid remuneration even if total managerial remuneration exceed the overall limit specified in section 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as the “Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary the remuneration as it may deem fit within the aforesaid limit.

**RESOLVED FURTHER THAT** Board be and is hereby authorised to vary and/or revise the remuneration of Mr. Pankaj Kailashnath Vasudeva within limits permissible under the Act without any further approval.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient in connection with the aforesaid appointment, including to sign necessary papers and filing of necessary forms, intimations and disclosures with the Registrar of Companies, Stock Exchange(s) and other regulatory authorities and to execute all such documents, writings and instruments as may be required to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**4. TO REGULARISE APPOINTMENT OF MR. DHRUMIL PRADIPBHAI SHAH (DIN: 10159297) AS EXECUTIVE DIRECTOR OF COMPANY AND APPROVAL OF HIS REMUNERATION.**

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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) thereof, based on recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to regularize appointment of Mr. Dhrumil Pradipbhai Shah (DIN: 10159297) who was appointed as an Additional Director of the Company with effect from May 22, 2026 under Section 161 of the Act, to hold the office up to the date of the ensuing Extraordinary General Meeting, who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Dhrumil Pradipbhai Shah as a candidate for the office of a Director of the Company be and is hereby appointed as director of the company, liable to retire by rotation with immediate effect.

**RESOLVED FURTHER THAT** pursuant to provisions of Sections 197, 198, read with Schedule V and other applicable provisions of Companies Act, 2013 (“Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) in accordance with the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Mr. Dhrumil Pradipbhai Shah upon such terms and conditions set out in the Explanatory statement annexed to this notice convening the meeting, which may be in excess to 1% of the net profits of the company computed in the manner stipulated in Section 198 of the Act.

**RESOLVED FURTHER THAT** consent of the members of the company be and is hereby accorded for payment of aforesaid remuneration even if total managerial remuneration exceed the overall limit specified in section 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as the “Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary the remuneration as it may deem fit within the aforesaid limit.

**RESOLVED FURTHER THAT** Board be and is hereby authorised to vary and/or revise the remuneration of Mr. Dhrumil Pradipbhai Shah within limits permissible under the Act without any further approval.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient in connection with the aforesaid appointment, including to sign necessary papers and filing of necessary forms, intimations and disclosures with the Registrar of Companies, Stock Exchange(s) and other regulatory authorities and to execute all such documents, writings and instruments as may be required to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**5. TO APPROVE PAYMENT OF REMUNERATION TO MR. AMITKUMAR GOPALBHAI PATEL (DIN: 08472609) MANAGING DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 197, 198, read with Schedule V and other applicable provisions of Companies Act, 2013 (“Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) in accordance with the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Mr. Amitkumar Gopalbhai Patel (DIN: 08472609), Managing Director of the Company, upon such terms and conditions set out in the Explanatory statement annexed to this notice convening the meeting.

**RESOLVED FURTHER THAT** consent of the members of the company be and is hereby accorded for payment of aforesaid remuneration even if total managerial remuneration exceed the overall limit specified in section 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as the “Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary the remuneration as it may deem fit within the aforesaid limit.

**RESOLVED FURTHER THAT** Board be and is hereby authorised to vary and/or revise the remuneration of Mr. Amitkumar Gopalbhai Patel within limits permissible under the Act without any further approval.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient in connection with the aforesaid appointment, including to sign necessary papers and filing of necessary forms, intimations and disclosures with the Registrar of Companies,

Stock Exchange(s) and other regulatory authorities and to execute all such documents, writings and instruments as may be required to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**6. TO APPROVE PAYMENT OF REMUNERATION TO MR. MANISHBHAI GIRISHBHAI PATEL (DIN: 01436792), DIRECTOR & CHAIRMAN OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to provisions of Sections 197, 198, read with Schedule V and other applicable provisions of Companies Act, 2013 (“Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) in accordance with the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Mr. Manishbhai Girishbhai Patel (DIN: 01436792), Chairman and Director of the Company, upon such terms and conditions set out in the Explanatory statement annexed to this notice convening the meeting, which may be in excess to 1% of the net profits of the company computed in the manner stipulated in Section 198 of the Act.

**RESOLVED FURTHER THAT** consent of the members of the company be and is hereby accorded for payment of aforesaid remuneration even if total managerial remuneration exceed the overall limit specified in section 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as the “Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary the remuneration as it may deem fit within the aforesaid limit.

**RESOLVED FURTHER THAT** Board be and is hereby authorised to vary and/or revise the remuneration of Mr. Manishbhai Girishbhai Patel within limits permissible under the Act without any further approval.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient in connection with the aforesaid appointment, including to sign necessary papers and filing of necessary forms, intimations and disclosures with the Registrar of Companies, Stock Exchange(s) and other regulatory authorities and to execute all such documents, writings and instruments as may be required to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**7. TO APPROVE PAYMENT OF REMUNERATION TO MR. PARTH LALLUBHAI DESAI (DIN: 01452248), DIRECTOR & CFO OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to provisions of Sections 197, 198, read with Schedule V and other applicable provisions of Companies Act, 2013 (“Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s) or amendment(s) in accordance with the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Mr. Parth Lallubhai Desai (DIN: 01452248), Director & CFO of the Company upon such terms and conditions set out in the Explanatory statement annexed to this notice convening the meeting, which may be in excess to 1% of the net profits of the company computed in the manner stipulated in Section 198 of the Act.

**RESOLVED FURTHER THAT** consent of the members of the company be and is hereby accorded for payment of aforesaid remuneration even if total managerial remuneration exceed the overall limit specified in section 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as the “Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to vary the remuneration as it may deem fit within the aforesaid limit.

**RESOLVED FURTHER THAT** Board be and is hereby authorised to vary and/or revise the remuneration of Mr. Parth Lallubhai Desai within limits permissible under the Act without any further approval.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient in connection with the aforesaid appointment, including to sign necessary papers and filing of necessary forms, intimations and disclosures with the Registrar of Companies, Stock Exchange(s) and other regulatory authorities and to execute all such documents, writings and instruments as may be required to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**Registered Office:**  
1001 & 1006, 10<sup>th</sup> Floor, Satyam 64 Opp.  
Gujarat High Court, SG Highway, Sola Road,  
Ahmedabad -380061

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

**Date: May 22, 2026  
Place: Ahmedabad**

\_\_\_\_\_  
**Krusha Chhatbar  
Company Secretary  
Membership. No: A76469**

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 03/2025 dated September 22, 2025, read together with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, and Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), permitted convening the Extraordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 17 and is also available at the company’s website <https://fonebook.in/>
2. In accordance with the MCA Circulars, provisions of the Act and SEBI Listing Regulations, the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM 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 EGM, 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 EGM 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 EGM 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 EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the shareholders attending the EGM 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 EGM 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 EGM through VC/OAVM.
7. The facility of participation at the EGM 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 EGM without restriction on account of first come first served basis.

8. In line with the aforesaid MCA Circulars, the Notice calling the EGM 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](http://www.nseindia.com) and the EGM. 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 EGM. For this purpose, the Company has entered into agreement with R&T Agent for facilitating voting through electronic means, as the authorised 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 EGM will be provided by R&T Agent.
10. Members of the Company holding shares on the cut-off date i.e. Saturday, June 13, 2026 may cast their vote either by remote e-voting or e-voting system during EGM. 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, June 13, 2026.
11. The remote e-voting period commences on June 17, 2026 at 09:00 A.M. IST on Wednesday and ends at 05:00 P.M. IST on Friday, June 19, 2026. During this period, the shareholders of the Company holding shares as on the Cut-off date. i.e. Saturday, June 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 R & T Agent thereafter. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.
12. The Company has appointed Ms. Yashree Dixit, Practicing Company Secretary, Proprietor at Yashree Dixit & Associates (Membership No. F12221, COP No: 19206) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.
13. The Scrutinizer shall submit a consolidated Scrutinizer’s Report (votes casted during the EGM and votes casted through remote e-voting) of the total votes cast in favour or against, if any, within two working days of conclusion of the EGM 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 upto

the date of the EGM. 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 EGM. Members who wish to seek inspection, may send their request through an email at [cs@fonebox.in](mailto:cs@fonebox.in)

15. The resolution shall be deemed to be passed on the date of EGM subject to receipt of sufficient votes.
16. Since the EGM 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 June 17, 2026 at 09:00 A.M. (IST) on Wednesday and ends at 05:00 P.M. (IST) on Friday, June 19, 2026. During this period, the shareholders of the Company holding shares as on the Cut-off date. i.e. Saturday, June 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 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, June 13, 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-POD2/1/3762/2026 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](mailto: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	<b>1. User already registered for IDeAS facility:</b>
	I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> .
	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.
	<b>2. User not registered for IDeAS e-Services</b>
	I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>
	II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	III. Proceed with completing the required fields.
	IV. Follow steps given in points 1.
	<b>3. Alternatively by directly accessing the e-Voting website of NSDL</b>
	I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
	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	<b>1. Existing user who have opted for Easi / Easiest</b>
	I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> OR URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
	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.
	<b>2. User not registered for Easi/Easiest</b>
	I. Option to register is available at: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> OR URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
	II. Proceed with completing the required fields.
	III. Follow the steps given in point 1.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b>
	I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
	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.
	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 – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>Kfintech</b> 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.**

<b>Login Type</b>	<b>Helpdesk Details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.**

<b>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:</b>
i. Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
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

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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.

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- 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., ‘9735’ 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 EGM through VC/OAVM on its behalf to the company at email id [cs@fonebox.in](mailto:cs@fonebox.in) and to the Scrutinizer at email id [yashreedixit19@gmail.com](mailto:yashreedixit19@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
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**B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently, Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:**

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- i. Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 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.
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- 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
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Name: KFIN Technologies Limited

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Address: Selenium Building, Tower-B,  
Plot No 31 & 32, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana India - 500 032.

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- c) Through electronic mode with e-sign by following the link:  
<https://ris.kfintech.com/clientservices/isc/default.aspx#>
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- 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.
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**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM 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 EGM. E-voting during the EGM 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 EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
3. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

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

1. Member will be provided with a facility to attend the EGM 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 EGM through VC/OAVM shall open atleast 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 EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, 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 18.06.2026 shall only be considered and responded during the EGM.
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 EGM 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 be available between June 17, 2026 (10:00 A.M. IST) and June 18, 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 EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
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, at [evoting@kfintech.com](mailto: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 EGM 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.

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<b>Example for NSDL</b>	MYEPWD <SPACE> IN12345612345678
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<b>Example for CDSL</b>	MYEPWD <SPACE> 1402345612345678
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<b>Example for physical</b>	MYEPWD <SPACE> XXX1234567890
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4. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
5. The results of the electronic voting shall be submitted to the Stock Exchanges after the EGM. 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.**

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The following explanatory Statement sets out all material facts relating to the special businesses set out in Item No. 1 to 7 mentioned in the accompanying EGM Notice.

**ITEM NO. 1:**

**TO CONSIDER AND APPROVE AN INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM INR 10,50,00,000 TO INR 13,50,00,000 AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION.**

Pursuant to the terms of the Share Subscription and Purchase Agreement dated May 22, 2026, the Company approved acquisition of 100% of the equity share capital of NWOM Retailers Private Limited (“NWOM”) for consideration other than cash, to be discharged by way of issuance of equity shares of the Company on a preferential basis in accordance with the applicable provisions.

Accordingly, in order to facilitate the issuance of such shares towards discharge of the purchase consideration, it is proposed to increase the authorised share capital of the Company.

The Board, at its meeting held on May 22, 2026 has recommended to increase the Authorised Share Capital from existing INR 10,50,00,000/- (Indian Rupees Ten Crore Fifty Lakh Only) consisting of 1,05,00,000 (One Crore Five Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each to INR 13,50,00,000/- (Indian Rupees Thirteen Crore Fifty Lakh Only) consisting of 1,35,00,000 (One Crore Thirty Five Lakh ) Equity Shares of INR 10 (Indian Rupees Ten).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The proposed increase in authorised share capital and the corresponding amendment to the Memorandum of Association require the approval of the shareholders pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013.

The Board recommends the resolution as set out in Item No. 1 of the accompanying notice for the approval of the members by way of an Ordinary resolution.

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

**ITEM NO. 2**

**TO ISSUE SECURITIES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH.**

The Board of Directors of the Company at its meeting held on May 22, 2026 has approved the acquisition of 100% Equity Share Capital (“Sale Shares”) of NWOM Retailers Private Limited (“NWOM”) from selling shareholders of NWOM (“Sellers”), and as a consideration for the same, issuance and allotment of 30,00,000 (Thirty Lakhs) fully paid up equity shares of the Company having face value of INR 10 (Rupees Ten only) per Equity Share at a price of INR 85.80 (Indian

Rupees Eighty Five and Eighty Paise ) (“**Allotment Shares**”) to Sellers by way of preferential issue for consideration other than cash (“**Proposed Transaction**”).

### **Key rationale for the Proposed Transaction:**

The Board of Directors believes that the proposed transaction aligns with the Company’s long-term growth strategy and will deliver substantial value to the shareholders based on the following key parameters:

- Both the Companies are engaged in similar lines of business relating to retail sale of smart phones and allied products, and the proposed acquisition would result in consolidation of retail footprint, streamline business operations and significantly strengthen the Company’s market presence in the mobile retail segment.
- The acquisition is expected to create operational synergies, improve bargaining power with suppliers and brands, and enable better utilization of resources and infrastructure.
- By capitalizing on economies of scale and cost-optimization strategies, the transaction is projected to drive profitability, with an expected threefold increase in NWOM’s current profit margins. The combined revenue base and pooled resources will expand our market reach and deepen customer penetration.

In accordance with the applicable provisions of the Companies Act, 2013 read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), the approval of Members of the Company by way of a special resolution is required to issue equity shares of the Company on a preferential basis for consideration other than cash.

The issuance of Allotment Shares by the Company to the Sellers and purchase of Sale Shares from the Sellers by the Company (as detailed in the resolution and also in this Explanatory Statement) shall be completed in accordance with the provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “Act”), SEBI ICDR Regulations, SEBI Listing Regulations and the share subscription and purchase agreement dated May 22, 2026 (“SSPA”) executed amongst the Company, Sellers, and NWOM.

The SSPA details the terms under which the Sale Shares will be acquired by the Company and Allotment Shares will be issued by the Company to the Sellers and contains customary representations, warranties and indemnities from Sellers including in relation to losses arising from breach of warranties and covenants. The Proposed Transaction is conditional upon mutually agreed customary conditions precedent and regulatory authorities (including, but not limited to in-principle approval from National Stock Exchange of India Limited for issuance of the Allotment Shares.

Given that the proposed preferential issue of the Allotment Shares is for non-cash consideration (i.e., for the swap of the Sale Shares), and no proceeds will be generated from the proposed

preferential issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of SEBI ICDR Regulations is not applicable.

**THE DISCLOSURES IN ACCORDANCE WITH THE COMPANIES ACT, 2013 AND CHAPTER V OF THE SEBI ICDR REGULATIONS AND OTHER APPLICABLE PROVISIONS OF LAW, ARE SET FORTH BELOW:**

**A. The objects of the preferential issue:**

The Company proposes to issue Allotment shares to Sellers for consideration other than cash, as discharge of the total non-cash consideration payable for acquisition of 100% of the Equity Share Capital of NWOM from Sellers. Please refer rationale for the Proposed Transaction as described at Page No 19.

**B. Particulars of the offer including date of passing of Board resolution, Maximum number of securities to be issued, Kinds of securities offered and the price at which security is being offered :**

The Board of Directors at its meeting held on May 22, 2026 has approved the preferential issue of up to 30,00,000 (Thirty Lakhs) fully paid-up equity shares of the Company (“**Allotment Shares**”) of face value INR 10 (Indian Rupees Ten) each, at an issue price of INR 85.80 (Indian Rupees Eighty Five and Eighty Paise Only) per Equity Share including a premium of INR 75.80 (Indian Rupees Seventy Five and Eighty Paise Only) per Equity Share which is not less than the price determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for consideration other than cash.

**C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made; along with report of the registered valuer:**

The equity shares of the Company are listed on the National Stock Exchange of India Limited (“NSE”) and the equity shares are frequently traded as per the meaning ascribed under the SEBI ICDR Regulations.

The issue price has been determined based on a consideration of the valuation report dated May 22, 2026 issued by RBSA valuation Advisors LLP, an independent registered valuer (with Registration No. IBBI/RV-E/05/2019/110) and based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations.

The registered valuer has considered the pricing formula prescribed under the SEBI ICDR Regulations which shall not be less than higher of the following:

- a) 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;
- b) 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The pricing of the Allotment Shares to be issued and allotted on a preferential basis is INR 85.80 (Indian Rupees Eighty Five and Eighty Paise Only) which is a price not less than the Floor Price determined in the manner set out above, in accordance with Chapter V of the ICDR Regulations as on the Relevant Date.

**D. Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Thursday, May 21, 2026, being the date 30 (thirty) days prior to the date of passing of this resolution, which is Saturday, June 20, 2026.

**E. Name and address of valuer who performed valuation:**

**Name:** RBSA valuation Advisors LLP, an independent registered valuer (with Registration No. IBBI/RV-E/05/2019/110)

**Address:** 912, Venus Atlantis Corporate Park, 100 Feet Anand Nagar Rd, Prahlad Nagar, Ahmedabad, Gujarat 380015

**F. Amount which the company intends to raise by way of such securities:**

The issue of Allotment Share is for consideration other than cash. Hence not applicable.

**G. The class or classes of persons to whom the allotment is proposed to be made:**

The preferential issue is proposed to be made to following persons:

Sr. No	Name	Category
1.	Mr. Pankaj Kailashnath Vasudeva	Individual-Promoter
2.	Mr. Dhrumil Pradipbhai Shah	Individual-Promoter
3.	Mr. Rajesh Ujamshibhai Shah	Individual-Public

**H. Intention of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the preferential issue:**

Except Mr. Pankaj Kailashnath Vasudeva and Mr. Dhrumil Pradipbhai Shah (which consequent to preferential issue would be classified as promoter within the meaning of 2(1)(oo) of SEBI ICDR Regulations), none of the promoters, directors, key managerial personnel or senior management of the Company intends to subscribe to any of the Allotment shares proposed to be issued under this Preferential Issue.

**I. The Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body or in-principle approval from the National Stock Exchange of India Limited, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**J. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee,**

Sr.No	Name of the Proposed Allottee	Identity of natural persons who are Ultimate Beneficial Owner of and/or control the Proposed Allottee
1.	Mr. Pankaj Kailashnath Vasudeva	Not Applicable
2.	Mr. Dhrumil Pradipbhai Shah	Not Applicable
3.	Mr. Rajesh Ujamshibhai Shah	Not Applicable

**K. Name of the Proposed Allottee and the percentage of post preferential issue capital that may be held by them:**

Name of the Proposed Allottee	Category	Pre-Issue Equity Holding		No. of equity share to be allotted	Post-issue Equity holding	
		No. of Shares	%		No. of Shares	%
Mr. Pankaj Kailashnath Vasudeva	Promoter	Nil	NA	10,00,000	10,00,000	7.54
Mr. Dhrumil Pradipbhai Shah	Promoter	1000	0.01	10,00,000	10,01,000	7.55
Mr. Rajesh Ujamshibhai Shah	Public	7000	0.07	10,00,000	10,07,000	7.59

**L. Change in control, if any in the Company that would occur consequent to the preferential offer:**

There will be no change in control of the Company consequent to the Preferential Issue.

**M. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current financial year 2026-27.

**N. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The Company proposes to discharge the non-cash consideration payable for the acquisition of 100% Sale Shares of NWOM from Sellers by issuing 30,00,000 (Thirty Lakhs) Allotment Shares to Sellers, i.e., for consideration other than cash.

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The pricing of the Subscription Shares to be allotted on a preferential basis is INR 85.80 (Indian Rupees Eighty Five and Eighty Paise only) per equity share, which includes premium of INR 75.80 (Indian Rupees Seventy Five and Eighty Paise only) which is a price not less than the Floor Price determined in the manner set out above, in accordance with Chapter V of the ICDR Regulations.

The Company has obtained valuation report dated May 22, 2026 from RBSA valuation Advisors LLP, an independent registered valuer (with Registration No. IBBI/RV-E/05/2019/110) for determining the share exchange ratio. The same is available on our website of the Company i.e. <https://fonebook.in/>.

**O. Principal terms of assets charged as securities:**

Not applicable.

P. The pre-issue and post-issue shareholding pattern of the company is as follow:

Sr.No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A.</b>	<b>Promoters' holding:</b>				
	<b>Indian</b>				
	Individual	75,32,000	73.41	95,33,000	71.89
	Bodies corporate	NIL	NA	NIL	NA
	<b>Sub-total</b>	<b>75,32,000</b>	<b>73.41</b>	<b>95,33,000</b>	<b>71.89</b>
	<b>Foreign Promoters</b>	NIL	NA	NIL	NA
	<b>Sub-total (A)</b>	<b>75,32,000</b>	<b>73.41</b>	<b>95,33,000</b>	<b>71.89</b>
<b>B.</b>	<b>Non-promoters' holding:</b>				
	Institutional investors	4,59,000	4.47	459000	3.46
	<b>Non-institution:</b>				
	Bodies corporate	4,61,000	4.50	4,61,000	3.48
	Directors and relatives	NIL	NA	NIL	NA
	Indian public	16,56,000	16.14	26,55,000	20.02
	Others (including NRIs)	1,52,000	1.48	1,52,000	1.15
	<b>Sub-total (B)</b>	<b>2728000</b>	<b>26.59</b>	<b>37,27,000</b>	<b>28.11</b>
	<b>Grand Total</b>	<b>10260000</b>	<b>100</b>	<b>13260000</b>	<b>100</b>

Q. Undertakings as to re-computation of price and lock-in of specified securities:

Since the Company's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued on preferential basis.

However as per regulation 163 (1) (g) & (h) if it is required to re-compute the price of the Allotment Shares in terms of the provision of these regulations, same will be re-computed and if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the said Allotment Shares shall continue to be locked- in till the time such amount is paid by the allottees.

R. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of Proposed Allottee	Current Status	Proposed Status
Mr. Pankaj Kailashnath Vasudeva	Not Applicable	Promoter
Mr. Dhrumil Pradipbhai Shah	Non-Promoter	Promoter
Mr. Rajesh Ujamshibhai Shah	Public	Public

S. Material terms of raising such securities:

The allotment shares shall be fully paid-up and shall rank pari-passu with the existing equity shares of the Company in all respect from the date of allotment.

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

The Company will make an application to National Stock Exchange of India Limited for listing of the Allotment Shares within timeline prescribed under the applicable law.

**T. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

No contribution is being made by the promoters or directors in relation to the proposed preferential issue.

**U. Certificate of a Practicing Company Secretary:**

A copy of the certificate has been obtained from Ms. Yashree Dixit, Practicing Company Secretary (FCS: 12221, COP No: 19206), certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable. The same shall be made available on the website of the Company <https://fonebook.in/> to facilitate online inspection by the Members.

**V. Other disclosures:**

None of the Company's directors or promoters is a fugitive economic offender as defined under the ICDR Regulations.

Neither the Company nor any of its directors or Promoters has been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

The proposed Preferential Issue is not being made to any corporate incorporated in, or a national of a country which shares a land border with India.

The Company shall be making application seeking in-principle approval to the National Stock Exchange of India Limited, where its equity shares are listed, on the same day when this Notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by SEBI thereunder.

Sellers have neither sold nor transferred any equity shares of the Company during the period of 90 (ninety) trading days preceding the Relevant Date. The pre-preferential allotment shareholding of Mr. Dhrumil Pradipbhai Shah and Mr. Rajesh Ujamshibhai Shah has been locked-in in accordance with provision of SEBI ICDR Regulations.

This Preferential Issue is not ultra-vires to the provisions of the articles of association of the Company.

Pursuant to Sections 23, 42 and 62(1)(c) of the Act as well as provisions of Chapter V of the SEBI ICDR Regulations, the Board of Directors recommends the resolution as set out in Item No. 2 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any as set out in the Item No. 2 of this Notice.

### **ITEM NO. 3**

#### **TO REGULARISE APPOINTMENT OF MR. PANKAJ KAILASHNATH VASUDEVA (DIN: 07730522) AS EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVAL OF HIS REMUNERATION.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Pankaj Kailashnath Vasudeva (DIN:07730522) as an Additional director (Executive) of the company with effect from May 22, 2026 to hold office till ensuing general meeting.

Pursuant to the provision of Section 149, 152, 160 of Companies Act, 2013 and rules made thereunder ("Act") and as per applicable provisions of SEBI (Listing Obligation & Disclosure Requirements), 2015, and based on the recommendation received from Nomination & Remuneration Committee, the Board proposes to appoint him as executive director of the company.

The company has received notice in writing under Section 160 of the Act, proposing the candidature of Mr. Pankaj Kailashnath Vasudeva (DIN: 07730522) for the office of the Executive Director, to be appointed as such. Further, the company has received consent in writing from Mr. Pankaj Kailashnath Vasudeva to act as a director in form DIR-2. Also, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has received a declaration to that effect in Form DIR-8.

Brief profile and other details of Mr. Pankaj Kailashnath Vasudeva, pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment at the General Meeting, are provided in Annexure-A.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("Act") read with Schedule V, total managerial remuneration payable by the company to its directors, including managing director and whole-time director shall not exceed 11% of the net profits computed in the manner laid down in Section 198 of the Act. Further, except with the approval of company in general meeting by way of special resolution remuneration payable to Directors who are neither managing Directors nor whole-time Directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.

As the company may have inadequate profits, it may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors within the limits prescribed under the Act.

The remuneration proposed to be paid is INR 18,00,000 per annum comprising of basic salary. Based on the recommendation of Nomination & Remuneration Committee, the Board of directors at its meeting held on May 22, 2026 has approved the said remuneration payable to Mr. Pankaj Kailashnath Vasudeva subject to the approval of shareholders.

The members may further note that granted by way of this resolution for payment of remuneration shall be valid for a period of three (3) years from the date of approval of the item.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the above mention Director, the Company will pay to Mr. Pankaj Kailashnath Vasudeva, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive as specified above in accordance with applicable law as the minimum remuneration.

Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is provided at Annexure-F.

The Board of Directors recommends the resolution as set out in Item No. 3 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

Save and except Mr. Pankaj Kailashnath Vasudeva and his relatives, to the extent of their shareholding in the Company, if any, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution as set out in the Item No. 3 of this Notice.

#### **ITEM NO. 4**

#### **TO REGULARISE APPOINTMENT OF MR. DHRUMIL PRADIPBHAI SHAH (DIN: 10159297) AS EXECUTIVE DIRECTOR OF COMPANY AND APPROVAL OF HIS REMUNERATION.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Dhrumil Pradipbhai Shah (DIN: 10159297) as an additional director (Executive) of the company with effect from May 22, 2026 to hold office till ensuing general meeting.

Pursuant to the provision of Section 149, 152, 160 of Companies Act, 2013 and rules made thereunder ("Act") and as per applicable provisions of SEBI (Listing Obligation & Disclosure Requirements), 2015, and based on the recommendation received from Nomination & Remuneration Committee, the Board proposes to appoint him as executive director of the company.

The company has received notice in writing under Section 160 of the Act, proposing the candidature of Mr. Dhrumil Pradipbhai Shah (DIN: 10159297) for the office of the Executive Director, to be appointed as such. Further, the company has received consent in writing from Mr. Dhrumil Pradipbhai Shah to act as a director in form DIR-2. Also, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has received a declaration to that effect in Form DIR-8.

Brief profile and other details of Mr. Dhrumil Pradipbhai Shah, pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment at the General Meeting, are provided in Annexure-B.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("Act") read with Schedule V, total managerial remuneration payable by the company to its directors, including managing director and whole-time director shall not exceed 11% of the net profits computed in the manner laid down in Section 198 of the Act. Further, except with the approval of company in general meeting by way of special resolution remuneration payable to Directors who are

neither managing Directors nor whole-time Directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.

As the company may have inadequate profits, it may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors within the limits prescribed under the Act.

The remuneration proposed to be paid is INR 18,00,000 per annum comprising of basic salary. Based on the recommendation of Nomination & Remuneration Committee, the Board of directors at its meeting held on May 22, 2026 has approved the said remuneration payable to Mr. Dhrumil Pradipbhai Shah subject to the approval of shareholders.

The members may further note that granted by way of this resolution for payment of remuneration shall be valid for a period of three (3) years from the date of approval of the item.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the above mention Director, the Company will pay to Mr. Dhrumil Pradipbhai Shah, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive as specified above in accordance with applicable law as the minimum remuneration.

Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 4 is provided at Annexure-F.

The Board of Directors recommends the resolution as set out in Item No. 4 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

Save and except Mr. Dhrumil Pradipbhai Shah and his relatives, to the extent of their shareholding in the Company, if any, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution as set out in the Item No. 4 of this Notice.

#### **ITEM NO. 5**

#### **TO APPROVE PAYMENT OF REMUNERATION TO MR. AMITKUMAR GOPALBHAI PATEL (DIN: 08472609) MANAGING DIRECTOR OF THE COMPANY.**

Mr. Amitkumar Gopalbhai Patel was appointed as Managing director for a term of five years w.e.f 13-07-2023. The shareholders at their extraordinary general meeting held on 13-07-2023 approved the remuneration payable to him in case of any inadequacy of profit. The said resolution is valid for three years as per Schedule V of the Companies Act, 2013 i.e. 12-07-2026. Now the Board hereby seeks to approve the remuneration payable to Mr. Amitkumar Gopalbhai Patel for his remaining term as follow:

1. Basic Salary: INR 42,00,000 (Indian Rupees Forty Two Lakh) per annum with such increases as may be determined by the Board of Directors of the Company from time to time within the limits approved by shareholders.
2. Pension Fund: Company's contribution to pension fund shall be as per the rules and policies of the company.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("Act") read with Schedule V, total managerial remuneration payable by the company to its directors, including managing

director and whole-time director shall not exceed 11% of the net profits computed in the manner laid down in Section 198 of the Act.

As the company may have inadequate profits, it may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors within the limits prescribed under the Act.

Based on the recommendation of Nomination & Remuneration Committee, the Board of directors at its meeting held on May 22, 2026 has approved the said remuneration payable to Mr. Amitkumar Gopalbhai Patel subject to the approval of shareholders.

The members may further note that granted by way of this resolution for payment of remuneration shall be valid for his remaining term w.e.f 13-07-2026.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the above mention Director, the Company will pay to Mr. Amitkumar Gopalbhai Patel, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive as specified above in accordance with applicable law as the minimum remuneration.

Brief profile and other details of Mr. Amitkumar Gopalbhai Patel, pursuant to the Secretarial Standard on General Meetings (SS-2) are provided in Annexure-C.

Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 5 is provided at Annexure-F.

The Board of Directors recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

Save and except Mr. Amitkumar Gopalbhai Patel and his relatives, to the extent of their shareholding in the Company, if any, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution as set out in the Item No. 5 of this Notice.

#### **ITEM NO. 6**

#### **TO APPROVE PAYMENT OF REMUNERATION TO MR. MANISHBHAI GIRISHBHAI PATEL (DIN: 01436792), DIRECTOR & CHAIRMAN OF THE COMPANY.**

Mr. Manishbhai Girishbhai Patel is appointed on the board of the company as director since incorporation. His designation was changed to Director and Chairman w.e.f 13-07-2023. The shareholders at their extraordinary general meeting held on 13-07-2023 approved the remuneration payable to him in case of any inadequacy of profit. The said resolution is valid for three years as per Schedule V of the Companies Act, 2013 i.e. 12-07-2026. Now the Board hereby seeks to approve the remuneration payable to Mr. Manishbhai Girishbhai Patel as follows:

1. Basic Salary: INR 42,00,000 (Indian Rupees Forty Two Lakh) per annum with such increases as may be determined by the Board of Directors of the Company from time to time within the limits approved by shareholders.
2. Pension Fund: Company's contribution to pension fund shall be as per the rules and policies of the company.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("Act") read with Schedule V, total managerial remuneration payable by the company to its directors, including managing

director and whole-time director shall not exceed 11% of the net profits computed in the manner laid down in Section 198 of the Act. Further, except with the approval of company in general meeting by way of special resolution remuneration payable to Directors who are neither managing Directors nor whole-time Directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.

As the company may have inadequate profits, it may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors within the limits prescribed under the Act.

Based on the recommendation of Nomination & Remuneration Committee, the Board of directors at its meeting held on May 22, 2026 has approved the said remuneration payable to Mr. Manishbhai Girishbhai Patel subject to the approval of shareholders.

The members may further note that granted by way of this resolution for payment of remuneration shall be valid for a period of three (3) years from 13-07-2026.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the above mention Director, the Company will pay to Mr. Manishbhai Girishbhai Patel, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive as specified above in accordance with applicable law as the minimum remuneration.

Brief profile and other details of Mr. Manishbhai Girishbhai Patel, pursuant to the Secretarial Standard on General Meetings (SS-2) are provided in Annexure-D.

Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 6 is provided at Annexure-F.

The Board of Directors recommends the resolution as set out in Item No. 6 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

Save and except Mr. Manishbhai Girishbhai Patel and his relatives, to the extent of their shareholding in the Company, if any, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution as set out in the Item No. 6 of this Notice.

#### **ITEM NO. 7**

#### **TO APPROVE PAYMENT OF REMUNERATION TO MR. PARTH LALLUBHAI DESAI (DIN: 01452248), DIRECTOR & CFO OF THE COMPANY.**

Mr. Parth Lallubhai Desai is appointed on the board of the company as director since 13-07-2023. He is also a Chief Financial Officer of the Company. The shareholders at their extraordinary general meeting held on 13-07-2023 approved the remuneration payable to him in case of any inadequacy of profit. The said resolution is valid for three years as per Schedule V of the Companies Act, 2013 i.e. 12-07-2026. Now the Board hereby seeks to approve the remuneration payable to Mr. Parth Lallubhai Desai as follows:

1. Basic Salary: INR 42,00,000 (Indian Rupees Forty Two Lakh) per annum with such increases as may be determined by the Board of Directors of the Company from time to time within the limits approved by shareholders.
2. Pension Fund: Company's contribution to pension fund shall be as per the rules and policies of the company.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (“Act”) read with Schedule V, total managerial remuneration payable by the company to its directors, including managing director and whole-time director shall not exceed 11% of the net profits computed in the manner laid down in Section 198 of the Act. Further, except with the approval of company in general meeting by way of special resolution remuneration payable to Directors who are neither managing Directors nor whole-time Directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.

As the company may have inadequate profits, it may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors within the limits prescribed under the Act.

Based on the recommendation of Nomination & Remuneration Committee, the Board of directors at its meeting held on May 22, 2026 has approved the said remuneration payable to Mr. Parth Lallubhai Desai subject to the approval of shareholders.

The members may further note that granted by way of this resolution for payment of remuneration shall be valid for a period of three (3) years from 13-07-2026.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the above mention Director, the Company will pay to Mr. Parth Lallubhai Desai, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive as specified above in accordance with applicable law as the minimum remuneration.

Brief profile and other details of Mr. Parth Lallubhai Desai, pursuant to the Secretarial Standard on General Meetings (SS-2) are provided in Annexure-E.

Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is provided at Annexure-F.

The Board of Directors recommends the resolution as set out in Item No. 7 of the accompanying notice for the approval of the Members of the Company as a Special Resolution.

Save and except Mr. Parth Lallubhai Desai and his relatives, to the extent of their shareholding in the Company, if any, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution as set out in the Item No. 7 of this Notice.

**Registered Office:**

1001 & 1006, 10<sup>th</sup> Floor, Satyam 64 Opp.  
Gujarat High Court, SG Highway, Sola Road,  
Ahmedabad -380061

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

**Date: May 22, 2026**

**Place: Ahmedabad**

**Krusha Chhatbar**  
**Company Secretary**  
**Membership. No: A76469**

## ANNEXURE-A

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General meetings ("SS-2") issued by the Institute of Company Secretaries of India regarding the Director proposed to be appointed and whose remuneration is being proposed:

<b>Name of Director</b>	<b>Pankaj Kailashnath Vasudeva</b>
<b>Category</b>	Executive Director
<b>DIN</b>	07730522
<b>Date of Birth</b>	18-04-1979
<b>Age</b>	47 years
<b>Qualifications</b>	Bachelor of Arts
<b>Date of first appointment on Board</b>	NA
<b>Brief profile/ experience including experience and Expertise in specific functional areas.</b>	Mr. Pankaj Kailashnath Vasudeva holds a Bachelor of Arts (B.A.) degree and has accumulated more than 26 years of rich and diverse experience in the retail industry. Over the course of his illustrious career, he has developed deep domain knowledge spanning retail operations, business development, and strategic management.
<b>Terms and conditions of appointment.</b>	He was appointed as an additional director w.e.f 22-05-2026 and it is proposed to regularize his appointment as a Director of the Company in terms of Share Subscription and Purchase Agreement ("SSPA").
<b>The remuneration last drawn by such person from the Company.</b>	Not Applicable
<b>Details of Remuneration sought to be paid.</b>	INR 18,00,000 per annum.
<b>No. of Shares held in the company including shareholding as a beneficial owner.</b>	NIL
<b>Directorship held in other companies.</b>	Director at NWOM Retailers Private Limited.
<b>Names of Listed Entities in which the person also holds the directorship, membership of Committees.</b>	NIL
<b>Directorship of listed entities from which the person has resigned in the past three years.</b>	NIL
<b>Membership/Chairmanship of Committees in other companies.</b>	NIL
<b>The number of Meetings of the Board attended during the year.</b>	Not Applicable
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	NIL

## ANNEXURE-B

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General meetings ("SS-2") issued by the Institute of Company Secretaries of India regarding the Director proposed to be appointed and whose remuneration is being proposed:

<b>Name of Director</b>	<b>Dhrumil Pradipbhai Shah</b>
<b>Category</b>	Executive Director
<b>DIN</b>	10159297
<b>Date of Birth</b>	27-04-1978
<b>Age</b>	48 years
<b>Qualifications</b>	Bachelor of Commerce
<b>Date of first appointment on Board.</b>	NA
<b>Brief profile/ experience including experience and Expertise in specific functional areas.</b>	Mr. Dhrumil Pradipbhai Shah is a commerce graduate holding a Bachelor of Commerce (B.Com.) degree, with over 26 years of hands-on experience in the retail business operations and management.
<b>Terms and conditions of appointment.</b>	He was appointed as an additional director w.e.f 22-05-2026 and it is proposed to regularize his appointment as a Director of the Company in terms of Share Subscription and Purchase Agreement ("SSPA").
<b>The remuneration last drawn by such person from the Company.</b>	Not Applicable
<b>Details of Remuneration sought to be paid.</b>	INR 18,00,000 per annum.
<b>No. of Shares held in the company including shareholding as a beneficial owner.</b>	1000 Equity Shares
<b>Directorship held in other companies.</b>	Director at NWOM Retailers Private Limited.
<b>Names of Listed Entities in which the person also holds the directorship, membership of Committees.</b>	NIL
<b>Directorship of listed entities from which the person has resigned in the past three years</b>	NIL
<b>Membership/Chairmanship of Committees in other companies.</b>	NIL
<b>The number of Meetings of the Board attended during the year.</b>	Not Applicable
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	NIL

### ANNEXURE-C

Information pursuant to the provisions of the Secretarial Standards on General meetings ("SS-2") issued by the Institute of Company Secretaries of India regarding the information of Directors whose remuneration is being proposed:

<b>Name of Director</b>	<b>Amitkumar Gopalbhai Patel</b>
<b>Category</b>	Managing Director
<b>DIN</b>	08472609
<b>Date of Birth</b>	31 <sup>st</sup> January, 1982
<b>Age</b>	44 Years
<b>Qualifications</b>	Higher Secondary
<b>Date of first appointment on Board.</b>	03-02-2021
<b>Brief profile/ experience including experience and Expertise in specific functional areas.</b>	Mr. Amitkumar Gopalbhai Patel is the Managing Director of the company. He is an undergraduate. He is having more than 7 years of experience in Retail Distribution Industry and also having 5 years of business experience in Food Processing Industry.
<b>Terms and conditions of appointment.</b>	Not Applicable.
<b>The remuneration last drawn by such person from the Company.</b>	Financial Year 2025-26-INR 7,50,000
<b>Details of Remuneration sought to be paid.</b>	Basic Salary: INR 42,00,000 per annum Pension Fund Contribution: As per Company's Policy.
<b>No. of Shares held in the company including shareholding as a beneficial owner.</b>	2,75,625 Equity Shares
<b>Directorship held in other companies.</b>	Director at Bandhan Foods Private Limited.
<b>Membership/Chairmanship of Committees in other companies.</b>	NIL
<b>The number of Meetings of the Board attended during the year.</b>	3 (Three)
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	NIL

#### ANNEXURE-D

**Information pursuant to the provisions of the Secretarial Standards on General meetings ("SS-2") issued by the Institute of Company Secretaries of India regarding the information of Directors whose remuneration is being proposed:**

<b>Name of Director</b>	<b>Manishbhai Girishbhai Patel</b>
<b>Category</b>	Director & Chairman
<b>DIN</b>	01436792
<b>Date of Birth</b>	1 <sup>st</sup> November, 1972
<b>Age</b>	53 Years
<b>Qualifications</b>	Bachelor in Engineering (Electrical)
<b>Date of first appointment on Board.</b>	03-02-2021
<b>Brief profile/ experience including experience and Expertise in specific functional areas.</b>	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.
<b>Terms and conditions of appointment.</b>	Not Applicable.
<b>The remuneration last drawn by such person from the Company.</b>	Financial Year 2025-26-INR 7,50,000
<b>Details of Remuneration sought to be paid.</b>	Basic Salary: INR 42,00,000 per annum Pension Fund Contribution: As per Company's Policy.
<b>No. of Shares held in the company including shareholding as a beneficial owner.</b>	18,37,500 Equity Shares
<b>Directorship held in other companies.</b>	Director at: Bandhan Foods Private Limited Phonewale Limited
<b>Membership/Chairmanship of Committees in other companies.</b>	Chairman of CSR Committee of Phonewale Limited. Member of Audit Committee of Phonewale Limited.
<b>The number of Meetings of the Board attended during the year.</b>	3 (Three)
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	NIL

## ANNEXURE-E

**Information pursuant to the provisions of the Secretarial Standards on General meetings ("SS-2") issued by the Institute of Company Secretaries of India regarding the information of Directors whose remuneration is being proposed:**

<b>Name of Director</b>	<b>Parth Lallubhai Desai</b>
<b>Category</b>	Director & CFO
<b>DIN</b>	01452248
<b>Date of Birth</b>	22 <sup>nd</sup> August, 1982
<b>Age</b>	43 Years
<b>Qualifications</b>	Bachelor of Business Administration (BBA)
<b>Date of first appointment on Board.</b>	24-03-2023
<b>Brief profile/ experience including experience and Expertise in specific functional areas.</b>	He holds the degree of Bachelor of Business Administration (BBA) from the Maharaja Sayajirao University of Baroda and completed training programme on Marketing of Rural Products from Entrepreneurship Development Institute of India. He is having more than 16 years of experience in Retail Distribution Industry.
<b>Terms and conditions of appointment.</b>	Not Applicable
<b>The remuneration last drawn by such person from the Company.</b>	For Financial Year 2025-26-INR 7,50,000
<b>Details of Remuneration sought to be paid.</b>	Basic Salary: INR 42,00,000 per annum Pension Fund Contribution: As per Company's Policy.
<b>No. of Shares held in the company including shareholding as a beneficial owner.</b>	12,36,750 Equity Shares
<b>Directorship held in other companies.</b>	NIL
<b>Membership/Chairmanship of Committees in other companies.</b>	NIL
<b>The number of Meetings of the Board attended during the year.</b>	3 (Three)
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	NIL

## ANNEXURE-F

### Requisite Information required to be provided to shareholders of the Company pursuant to Schedule V of the Companies Act, 2013:

<b>I. General Information:</b>					
1.	Nature of industry	Retail Distribution Industry			
2.	Date or expected date of commencement of commercial production	Not Applicable			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	<b>Financial Year</b>	<b>Sales (In lakhs)</b>	<b>PBT (In lakhs)</b>	<b>PAT (In lakhs)</b>
		2023-24	29,760.52	477.16	343.16
		2024-25	34,273.26	630.15	454.61
5.	Foreign investments or collaborations, if any.	The Foreign Portfolio Investors Category-I holds 4.47% of Equity share capital of the Company. Further NRI holds, 0.08% of Equity Share Capital of the Company.			
<b>II. Information about the appointee</b>					
		<b>Amitkumar Gopalbhai Patel</b>	<b>Manishbhai Girishbhai Patel</b>	<b>Parth Desai</b>	<b>Lallubhai</b>
1.	Background details, Job profile and his suitability	He is the Managing Director of the company. He is an undergraduate. He is having more than 7 years of experience in Retail Distribution Industry and also having 5 years of business experience in Food Processing Industry.	He 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.	He holds the degree of Bachelor of Business Administration (BBA) from the Maharaja Sayajirao University of Baroda and completed training programme on Marketing of Rural Products from Entrepreneurship Institute of India. He is having more than 16 years of experience in Retail Distribution Industry.	

2.	Past remuneration	<b>Financial Year</b>	<b>Amount (in Lakhs)</b>	<b>Financial Year</b>	<b>Amount (in Lakhs)</b>	<b>Financial Year</b>	<b>Amount (in Lakhs)</b>
		2023-24	NIL	2023-24	NIL	2023-24	NIL
		2024-25	NIL	2024-25	NIL	2024-25	NIL
		2025-26	7.5	2025-26	7.5	2025-26	7.5
3.	Recognition awards	or	Under the leadership of Mr. Manishbhai Girishbhai Patel, Mr. Amitkumar Gopalbhai Patel, and Mr. Parth Lallubhai Desai, Fonebox Retail Limited has been honoured with various awards and recognitions from renowned smartphone brands such as Oppo, Samsung, Realme, Xiaomi, Vivo, and Paytm, in appreciation of the Company's outstanding business performance and notable market achievements.				
4.	Remuneration proposed	Basic Salary: INR 42,00,000 per annum Pension Fund Contribution: As per Company's Policy.					
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	There are no set standards for remuneration in the industry. Keeping in view the type/trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Amitkumar Gopalbhai Patel, Mr. Manishbhai Girishbhai Patel, Mr. Parth Lallubhai Desai, remuneration proposed to be paid to them is considered fair, reasonable and commensurate with the position, duties and responsibilities entrusted.					
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	The company pays rent to them in respect of premises used for operation of the Company's retail store.			He holds 12,36,750 Equity Shares constituting 12.05% of paid up Equity Share Capital of the Company as on May 22, 2026.		
		He holds 2,75,625 Equity Shares constituting 2.69% of paid up Equity Share Capital of the Company as on May 22, 2026.	He holds 18,37,500 Equity Shares constituting 17.91% of paid up Equity Share Capital of the Company as on May 22, 2026.				
They have no other pecuniary relationship directly or indirectly with the Company or with any of the Managerial Personnel of the Company, except to the extent of remuneration and other employment benefits being paid to them as an Executive Directors of the Company and the holdings in the Company held by them as disclosed <i>supra</i> .							
They are not related to any other Director, Manager or other Key Managerial Personnel of the Company.							

II.	Information about the appointee	Pankaj Vasudeva	Kailashnath	Dhrumil Pradipbhai Shah
1.	Background details, Job profile and his suitability,	He holds a Bachelor of Arts (B.A.) degree and has accumulated more than 26 years of rich and diverse experience in the retail industry. He has developed deep domain knowledge spanning retail operations, business development, and strategic management.		He is a commerce graduate holding a Bachelor of Commerce (B.Com.) degree, with over 26 years of hands-on experience in the retail industry. His career has been defined by a strong foundation in commerce and finance, complemented by practical

			expertise in retail business operations and management.
2.	Past remuneration	Not Applicable	Not Applicable
3.	Recognition awards	or	Under leadership of Mr. Vasudeva and Mr. Shah, NWOM Retailers Private Limited received awards from renowned Smart phone brands such as Oppo, Samsung, Xiaomi, Vivo in recognition of its business performance and market achievements.
4.	Remuneration proposed		Basic Salary: INR 18,00,000 per annum
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person		There are no set standards for remuneration in the industry. Keeping in view the type/trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Pankaj Kailashnath Vasudeva and Mr. Dhrumil Pradipbhai Shah, remuneration proposed to be paid to them is considered fair, reasonable and commensurate with the position, duties and responsibilities entrusted.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		Nil

### III. Other information:

1.	Reasons of loss or inadequate profits		The Company has been a consistent performer. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration.
2.	Steps taken or proposed to be taken for improvement		The Company is fully geared to increase its revenues, thereby leading to improved performance in terms of profitability.
3.	Expected increase in productivity and profits in measurable terms		The objective and focus of the Board of Directors is to take the Company to further heights.

#### Registered Office:

1001 & 1006, 10<sup>th</sup> Floor, Satyam 64 Opp.  
Gujarat High Court, SG Highway, Sola Road,  
Ahmedabad -380061

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

**Date: May 22, 2026**

**Place: Ahmedabad**

**Krusha Chhatbar  
Company Secretary  
Membership. No: A76469**