

Scrutinizer's Report

FONEBOX RETAIL LIMITED

4TH ANNUAL GENERAL MEETING

27TH SEPTEMBER, 2024



G K Kotecha & Associates
Company Secretaries

Gunjan Kishorbhai Kotecha

[FCS, M.Com., LLM, UGC-NET]

Ground Floor, SK House, Narayan Nagar, Behind Water Tank, Keshod - 362 220. Gujarat.
Email ID: gunjankotecha3@gmail.com, Cell No.: +91 97 22 73 22 83, +91 83 20 50 70 10.

27th September 2024

To,

Shri MANISHBHAI GIRISHBHAI PATEL
Chairman of the Meeting,
FONEBOX RETAIL LIMITED,
702/703, 7TH Floor, Satyam 64
Opp. Gujarat High Court, S G Road,
Ahmedabad – 380061. Gujarat, India.

Sub:- Scrutinizer's Combined Report on Remote E-Voting & Poll Voting conducted at the Annual General Meeting (AGM) of Fonebox Retail Limited (the Company) Friday, September 27, 2024 at 02.00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

I, CS Gunjan Kishorbhai Kotecha, Practicing Company Secretary, being appointed by the Board of Directors in the meeting held on 29th August, 2024 as Scrutinizer for the remote e-voting process and poll voting at AGM through VC/OAVM of the members of the Company in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of the poll taken on the below mentioned resolutions at the Annual General Meeting of the Shareholders of Fonebox Retail Limited held on Friday, September 27, 2024 02.00 P.M., submit my report as under:

Report on Scrutiny is as under:

- ❖ Shri MANISHBHAI GIRISHBHAI PATEL acted as Chairman at the Meeting.
- ❖ The Company had appointed KFin Technologies Limited, Registrars and Transfer Agents for facilitating voting through electronic means along with poll voting at AGM through VC/OAVM facility, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the poll voting on the date of the AGM had provided by such e-Voting's agency.
- ❖ KFin Technologies Limited had also provided a system for voting through electronic means along with poll voting at VC/OAVM facility for the Annual general Meeting on all the items of the business (Ordinary business and Special Business) sought to be transacted in the Annual General Meeting (AGM).
- ❖ KFin Technologies Limited had set up an electronic voting facility along with NSDL and CDSL on the website, <https://eservices.nsdl.com> and www.cdslindia.com.
- ❖ As informed by the Management of the company, the notice of AGM was sent to all the members through email, whose name appeared in the Register of Members as on 30th August, 2024 (Record date of Notice). The company has also uploaded the notice in to the website of the company as well as at the website stock exchanges.



- ❖ As informed by the management to us, the Notices sent through email by Company contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and poll voting at the AGM through VC/OAVM.
- ❖ The person whose name appeared in the register of members as on 20th September, 2024 i.e. cut-off date only have been entitled to avail the facility of remote e-voting as well as the poll voting at the AGM through VC/OAVM. The remote e - voting facility was kept open from Tuesday, 24th September, 2024 at 09:00 A.M. and ends on Thursday, 26th September, 2024 at 05:00 P.M.
- ❖ On Thursday, September 26, 2024, the votes casted through remote e-voting facility were duly unblocked by the Scrutinizer in the presence of Mr. Sumit Paredi and Ms. Rinkal Kanabar who acted as the witnesses as prescribed in Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.
- ❖ On Friday, September 27, 2024 after completion of AGM through VC/OAVM, the poll votes casted at the annual general meeting were duly unblocked by the Scrutinizer in the presence of the witnesses, as mentioned above, as prescribed in Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.
- ❖ The Management of the Company is responsible to ensure the compliance with the requirements of the Act, rules and notifications relating to voting through electronic means and conducting AGM through VC/OAVM and SEBI Listing Regulations on the resolutions contained in the Notice of the 4th AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting before and during the AGM is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions stated in the Notice, based on the reports generated from the e-Voting system provided by Kfin Technologies Limited, the authorized agency to provide e-Voting facilities, engaged by the Company.
- ❖ Thereafter, I, CS Gunjan Kotecha as a Scrutinizer, have duly compiled details of the Remote E-voting carried out by the Members and the poll voting done at the AGM through VC/OAVM, the details of which are as follows:



The summary of the remote e-voting together with the poll voting conducted at Annual General Meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) is as under:

Details	Remote E-Voting	Poll Voting done through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	Total Voting
Number of members who cast their votes	*23 Members	*1 Member	*24
Total Number of equity shares held by them	5795500 Equity Shares	1837500 Equity Shares	7633000 Equity Shares
Valid Votes	As mentioned under each one of the Resolution(s) hereunder.		
Abstained/Invalid Votes	As mentioned under each one of the Resolution(s) hereunder.		

Note:

- i) *represents here total 24 equity shareholders have casted their votes to the AGM out of which 23 equity shareholders voted through Remote E-Voting and 1 equity shareholder voted at poll voting in AGM through VC/OAVM.
- ii) Percentage of votes casted in 'favor' or 'against' the Resolutions are calculated based on valid votes cast through remote e-voting and poll voting through VC/OAVM at the meeting.
- iii) The members have voting rights on a poll or on e-voting in proportions to their share of the paid-up equity share capital of the company.



Results of Remote e-Voting and poll voting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) for Ordinary Resolution are as under:

- i) Item No. 1 of the Notice (As an Ordinary Resolution):
TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 ALONG WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON, IN THIS REGARD, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby considered and adopted”.

Manner of voting	Votes in favor of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	% age	Nos.
Remote E-Voting Equity Shares	*5795500	100%	*0	0%	0
Poll voting at AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	**1837500	100%	**0	0%	0
TOTAL	7633000		0		0

Note:

* 23 members are holding 5795500 equity shares have voted in favor of resolution and none of the member have voted against the resolution in the remote E-voting.

**1 member is holding 1837500 equity shares have voted in favor of the resolution and none of the members have voted against the resolution in the poll voting at AGM through VC/OAVM.

No votes are invalid and none of members have abstained from the voting to the resolution.



II) Item No. 2 of the Notice (As an Ordinary Resolution):
 TO CONSIDER APPOINTMENT OF MR. PARTH LALLUBHAI DESAI (DIN: 01452248), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Parth Lallubhai Desai (DIN:01452248), Director of the Company retires by rotation and being eligible offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Manner of voting	Votes in favor of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	% age	Nos.
Remote E-Voting Equity Shares	*4582750	100%	*0	0%	***1212750
Poll voting at AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	**1837500	100%	**0	0%	0
TOTAL	6420250		0		1212750

Note:

* 22 members are holding 4582750 equity shares have voted in favor of resolution and none of the member have voted against the resolution in the remote E-voting.

**1 member is holding 1837500 equity shares have voted in favor of the resolution and none of the members have voted against the resolution in the poll voting at AGM through VC/OAVM.

*** 1 member holding 1212750 equity shares had abstained from voting in remote e-voting and none of the votes are invalid to the resolution.



iii) Item No. 3 of the Notice (As an Ordinary Resolution):

GIVE APPROVAL FOR RELATED PARTY TRANSACTIONS

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to such approvals, consents, sanctions, and permission as may be necessary consent of the members of the Company be and is hereby accorded to the Company to carry out the transactions with the following related parties and for the maximum amounts as mentioned herein for the year 2024-25."

Sr. No.	Name of the related Party	Nature of Transaction 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Minimum amount of transaction to be entered into (Amount in Lakhs)
1	Phonewale Limited	purchase/ sale/ trade/ dealing, etc. on such material terms and conditions	Mr. Manishbhai Girishbhai Patel, Director is member and director in Phonewale Limited and Mr. Amitkumar Gopalbhai Patel, Managing Director of the Company is Member of Phonewale Limited.	100 Crore
2	Paradise Markcom Private Limited	purchase/ sale/ trade/ dealing, etc. on such material terms and conditions	Mr. Parth Lallubhai Desai, Director & Chief Financial Officer of the Company is director and member of Paradise Markcom Private Limited.	100 Crores

"RESOLVED FURTHER THAT the transaction may be entered into subject to the Compliance of criteria mentioned under the Companies Act, 2013 and rules made there under, SEBI (LODR) Regulations, 2015 as amended from time to time and in compliance with all other applicable provisions thereto."

"RESOLVED FURTHER THAT any directors be and is/are authorized to perform and execute all such acts, deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected thereto."

Manner of voting	Votes in favor of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	% age	Nos.
Remote E-Voting Equity Shares	*4304125	99.93%	*3000	0.07%	***1488375
Poll voting at AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	**0	0%	**0	0%	***1837500
TOTAL	4304125		3000		3325875

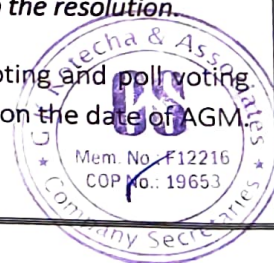
Note:

*20 members are holding 4304125 equity shares have voted in favor of resolution and 1 member holding 3000 equity shares have voted against the resolution in the remote E-voting.

**none of the members have voted in favor or against to the resolution in the poll voting at AGM through Video Conferencing VC/OAVM.

*** 2 members holding 1488375 equity shares in remote e-voting and 1 member holding 1837500 equity shares poll voting conducted at AGM had abstained from e-voting and none of the votes are invalid to the resolution.

All the Resolutions mentioned in the Annual General Meeting as above under Remote e- voting and poll voting conducted at AGM through VC/OAVM with the requisite majority are deemed to be passed as on the date of AGM.



A Pen Drive containing a list of equity shareholders who voted in "favor", who voted "against", details of abstained voting and those whose votes which were declared invalid for each resolution is enclosed.

I hereby confirm that I am maintaining the electronic data received from the Kfin Technologies Limited, in respect of the votes cast through remote e-voting and poll voting conducted at AGM through VC/OAVM by the members of the Company. The relevant records relating to remote e-voting and poll voting through VC/OAVM are under my safe custody and will be handed over to the company secretary of the Company as prescribed in Rules/Act for safe keeping.

Shri MANISHBHAI GIRISHBHAI PATEL Chairman of the meeting is further requested to declare the voting results.

Thanking you,
Yours faithfully,

For G K Kotecha & Associates

For G K Kotecha & Associates
Company Secretaries

Gurpreet K. Kotecha

BS

(CS Gurpreet Kotecha)

Proprietor

FCS: 12216 CP: 19653 FRN: S2022GJ891300

UDIN: F012216F001352049

Peer Review Certificate No.: 4413/2023



Scrutinizer of e-Voting/ poll voting conducted at AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) of Fonebox Retail Limited

Dated this 27th September, 2024.

Place: Keshod, Gujarat

Witnesses:

Sumit Pareed

1. Mr. Sumit Pareed

Countersigned and received the report:

Rinkal Kanabar

2. Ms. Rinkal Kanabar

Shri MANISHBHAI GIRISHBHAI PATEL
Chairman of the meeting

Place: Ahmedabad, Gujarat

Date: