

FONE4 COMMUNICATIONS(INDIA) LIMITED

Registered Office: Poovathum Arcade, Koothapady Temple Road, Thammanam, P.O. Ernakulam, Kerala -682032
CIN: U51506KL2014PLC036625 E Mail id: hamid@fone4.in

To,
Department of Corporate Affairs,
BSE Limited,
28th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

02-01-2025

SUBJECT: NOTICE OF 01ST EXTRA- ORDINARY GENERAL MEETING (“EGM”)

As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice of the 01st Extra-Ordinary General Meeting (EGM) scheduled to be held on Saturday, 25th January, 2025 at 12:30 PM IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

In compliance with above mentioned circulars, Notice of Extra-Ordinary General Meeting (EGM) has been sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged Central Depository Services (India) Limited (CDSL) for providing facility for voting through remote e-Voting and E-Voting during the EGM.

Key information:

Cut-off Date: Friday 27th December, 2024

Day, Date and time of commencement of remote e-Voting: Wednesday, 22nd January, 2025 at 9:00 A.M.

Day, Date and time of end of remote e-Voting: Friday, 24th January, 2025 at 5:00P.M

Extra Ordinary General Meeting: Saturday, 25th January 2025 at 12:30 P.M

The copy of the Notice of EGM is also available on the Website of the Company at www.fone4.in and on the website of the Stock Exchange i.e. BSE limited at www.bseindia.com

Kindly acknowledge and take on record the same.

For Fone4 Communications (India) Limited

SAYY
ED
HAMID

Sayed Hamid
Managing Director
DIN: 05167876

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extra-Ordinary General Meeting (“EGM”) of the members of Fone4 Communications (India) Limited (“the Company”) will be held on Saturday, 25th day of January 2025 at 12:30 A.M. IST through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility, to transact the following business:

Special Business:

1. **Approval for increase in the Authorised Share Capital and consequent amendment to the 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** pursuant to Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force (“Companies Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,95,00,000/- (Rupees Twenty Four Crores Ninety Five Lakhs Only) divided into 2,49,50,000 (Two Crore Forty-Nine Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted as follows:

“**5.** The Authorized Share Capital of the Company Rs. 24,95,00,000/- (Rupees Twenty Four Crores Ninety Five Lakhs Only) divided into 2,49,50,000 (Two Crore Forty-Nine Lakhs Fifty Thousand) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.”

RESOLVED FURTHER THAT the existing directors of the Company and/or the Company Secretary as authorized by the Board be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

2. **Approval for Issuance of Equity Shares on a Preferential Basis:**

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

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“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI Listing Regulations”**) and the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (**the “SEBI Takeover Regulations”**), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs(**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited (**“BSE”** or **“Stock Exchange”**) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (**“Equity Shares”**) are listed (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 79,00,000 (Seventy Nine Lakhs) fully paid up equity shares of face value of Rs. 10/- each at a price of Rs. 15/- (Rupees Fifteen only) each payable in cash (**“Issue Price”**), for a total consideration of up to Rs. 11,85,00,000 (Rupees Eleven Crores Eighty Five Lakhs only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, to identified persons, as specified below (hereinafter referred to as **“Proposed Allottees”**), by way of a preferential issue in accordance with the terms as set out herein, and in the explanatory statement to this Notice calling Extra-Ordinary General Meeting (**“EGM”**), and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (**the “Preferential Issue”**).

Sl. No.	Name of the Allottees	Category	No. of Equity Shares
1	Roudha Zerlina	Promoter	8,00,000
2	Sayyed Hamid	Promoter	8,00,000
3	Sayyed Haris	Promoter group	4,00,000
4	Jugal Kishore Bhagat	Public	15,00,000
5	Vijay Kumar	Public	5,00,000
6	Dinesh Muddu Kotian	Public	5,00,000
7	Hitesh Loonia	Public	1,00,000
8	Pushpa Bhaju	Public	21,00,000
9	White Saffron Grains LLP	Public	2,50,000
10	Mega Flex Plastics Ltd	Public	1,50,000
11	Sampati Devi Jain	Public	1,00,000
12	Rosy Sethia	Public	50,000
13	Urmila Daga	Public	50,000
14	Sonal Bhura	Public	50,000
15	Karan Ghorawat	Public	50,000
16	Shakeel Latif Khan	Public	5,00,000

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RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is **Thursday, December 26, 2024**, i.e. 30 days prior to the date of EGM.

"RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions.

- a) The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, prior to the date of allotment thereof;
- b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee from its bank account(s);
- c) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- e) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold/transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Equity Shares shall be allotted within a period of 15 (Fifteen Days) from the date of passing the resolution provided where the allotment of Equity Shares is pending on Account of pendency of any approval or permission for such allotment by any regulatory authority the allotment shall be completed within 15 (days) from the date of such approval or permission.
- g) Allotment shall only be made in dematerialized form.
- h) The new Equity Shares issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company.
- i) The Equity Shares after allotment shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., BSE within the timelines prescribed under the applicable laws.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Company Secretary, be and are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

(i) to issue and allot Equity Shares pursuant to the preferential issue and to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and subsequently for obtaining listing approval and trading approval for the Equity Shares allotted;

(iii) to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;

(iv) to resolve and settle any questions, difficulty or doubt that may arise in regard to the issuance and allotment of the Equity Shares pursuant to the Preferential Issue, and utilization of issue proceeds without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

(v) to issue clarifications on the offer, issue and allotment of the Equity Shares and listing of the Equity Shares to be allotted pursuant to the Preferential Issue on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

(vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

By the order of the Board
For Fone4 Communications (India) Limited

**SAYYED
HAMID**

Sd/-
**Sayed Hamid
Managing Director
DIN: 05167876**

Date: December 27, 2024
Place: Kerala

Digitally signed by SAYYED HAMID
DN: cn=SAYYED HAMID, o=FONE4 COMMUNICATIONS (INDIA) LIMITED, ou=Ernakulam, postalCode=682032, email=hamid@fone4.in, c=IN
Date: 2024.12.27 11:52:06+05:30
Reason: I am the author of this document

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Notes:

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI Circular No. SEBI/HO/DDHS/P/ CIR/2023/0164 dated October 6, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), have permitted companies to conduct EGM through VC or Other Audio Visual Means, subject to compliance of various conditions mentioned therein till September 30, 2025. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Company is being convened and conducted through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 and 2 of the Notice is annexed hereto.
4. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more

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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.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.fone4.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
8. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify any change in their address and/or bank mandate to their DPs in respect of shares held in electronic form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
9. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-Voting and e-Voting during the EGM. The process and instructions for remote e-Voting are provided in the subsequent pages. Such remote e-Voting facility is in addition to voting that will take place at the EGM being held through VC.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting at the EGM. The Members who have cast their vote by remote e-Voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
11. The Board of Directors has appointed M/s. Vikas Verma & Associates, New Delhi (FCS: CP: **10786** Practising Company Secretaries, as the Scrutinizer to scrutinize the voting during the EGM and remote e-Voting process in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 02 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
13. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.fone4.in and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.

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14. As per the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
15. Corporate Members are required to access the link and upload a certified copy of the Board Resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. In line with the MCA and SEBI Circulars, the notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice will also be available on the Company's website at www.fone4.in and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
18. As the EGM is being held through VC, the route map is not annexed to this Notice.
19. The Register of Members and Share Transfer Books of the Company will remain closed from, 19th January 2025 to 25th January, 2025 (both day inclusive).
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
21. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 22nd January, 2025 at 9:00 A.M. and ends on Friday, 24th January, 2025 at 5:00P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th January, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th January, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

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Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- (ii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the</p>

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	<p>user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website i.e. www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (viii) Click on the EVSN of the FONE4 COMMUNICATIONS(INDIA) LIMITED.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.fone4.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

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- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants 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.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.fone4.in The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@fone4.in These queries will be replied to by the Company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By the order of the Board
For **Fone4 Communications (India) Limited**

SAYYE
D
HAMID

Sayed Hamid
Managing Director
DIN: 05167876

Date: December 27, 2024
Place: Kerala

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the Business mentioned under Item No. 1 and 2 in the accompanying Notice:

Item No. 1:

Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,95,00,000/- (Rupees Twenty Four Crores Ninety Five Lakhs Only) divided into 2,49,50,000 (Two Crore Forty-Nine Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on 27th December 2024 have recommended to increase the Authorised Share Capital from Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,95,00,000/- (Rupees Twenty Four Crores Ninety Five Lakhs Only) divided into 2,49,50,000 (Two Crore Forty-Nine Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each. 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.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting u/s 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as ordinary resolution.

Item No. 2:

Approval for Issuance of Equity Shares on a Preferential Basis:

The Board of Directors of the Company at their meeting held on 27th December 2024 have proposed to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act") and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), approval of shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

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The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board of Directors, at its meeting held on Friday, 27th December, 2024, has subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of up to **79,00,000 (Seventy Nine Lakhs only)** equity shares, fully paid-up, at the price of **Rs. 15 (Rupees Fifteen only)** per equity share (including premium of **Rs. 5 (Rupees Five only)** per equity share, for an aggregate amount of up to **Rs. 11.85 Crores** for cash on a preferential basis, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

2. Objects of the Issue:

The Company is proposing to raise funds for meeting the Working Capital requirements of the Company.

The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

Particulars	Total estimated amount to be utilised for each of the Objects (in Rupees)	Tentative timeline for utilisation
Working Capital Requirements	10,66,50,000	Within 12 months from the date of receipt of funds
General Corporate Purpose*	1,18,50,000	
Total	11,85,00,000	

** Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.*

Further in terms of BSE Notice No. 20221213-47 dated December 13, 2022, if the issue size of preferential issues exceeds Rs. 100 Crore (Rupees Hundred Crores) then each object for which the funds are proposed to be raised, amount of funds to be utilized against each object, tentative timeline for utilization of issue proceeds for each object to be stated. Since the issue does not exceed Rs. 100 Crore (Rupees Hundred Crore), the provisions of said notice are not applicable, however as matter of good corporate governance the Company has disclosed the details of each object and tentative timeline for utilization of issues proceeds.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company. Pending utilization of the proceeds from the Preferential Issue, the Company shall be entitled to invest such proceeds in fixed deposits in scheduled commercial banks, or any other investment as permitted under applicable laws.

3. Maximum number of specified securities to be issued:

The Board of Directors in their meeting held on 27th December, 2024 had approved the issue of Equity Shares on Preferential Basis and accordingly proposes to issue and allot in aggregate upto **79,00,000 (Seventy Nine Lakhs**

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only) equity shares, fully paid-up, at a price of **Rs. 15 (Rupees Fifteen only)** per Equity Share (including a premium of **Rs. 5 (Rupees Five only)** per Equity Share on a preferential basis.

4. Issue Price, Relevant Date, and Name & address of the Registered Valuer:

- The issue price of the Equity Shares to be fixed at Rs. 15/- per Equity Share of the Face value of Rs.10/- each in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations (as applicable).
- The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is Thursday, 26th December, 2024, i.e. 30 days prior to the date of EGM.
- The issue price has been determined on the basis of the value per share determined by the Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 by his Valuation Report dated 27th December, 2024 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004.

5. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded in terms of the SEBI ICDR Regulations.

The value of Equity Shares for the proposed preferential issue of Fone4 Communications (India) Limited has been determined as per the Valuation Report prepared by Mr. A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 14.41/- as per the above-mentioned valuation report. The price at which the Equity Share are being issued is Rs. 15/- (Rupees Fifteen) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

The valuation report shall be available electronically for inspection without any fee by the members from the date of dispatch of this notice up to the date of EGM and will also be made available on the Company's website and can be accessed at www.fone4.in . The members desirous to inspect the valuation report may send an email to cs@fone4.in , for inspection of said Report certificate electronically during the EGM, at least 5 days before the date of EGM, in advance.

Since the Equity Shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

6. Amount which the company intends to raise by way of preferential issue:

Aggregating up to Rs. 11,85,00,000/- (Rupees Eleven Crores Eighty Five Lakhs only). The consideration for the proposed issue shall be received in cash by way of banking channel only.

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

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, belonging to Promoter, Promoter Group & Non-Promoter (Public) category.

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8. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The preferential issue is being made to the individuals belonging to the Promoters & Promoter Group of the Company along with Non-Promoters as per the list of the Proposed Allottees given in Point 12. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

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9. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottees and the Equity Shares to be allotted on preferential basis to the proposed allottees shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

10. Shareholding pattern before and after the preferential issue:

The pre and post preferential issue capital will be as follows:

Sr. No.	Category	Pre-issue holding		Post-issue holding	
		No. of shares held	%	No. of shares held	%
A	Promoters' holding:				
1	Indian:				
	Individual/HUF	1,02,49,999	60.12	1,22,49,999	49.10
	Bodies Corporate	0	0.00	0	0.00
	Sub Total	1,02,49,999	60.12	1,22,49,999	49.10
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	1,02,49,999	60.12	1,22,49,999	49.10
B	Non- Promoters' holding:				
1	Institutional Investors	40,000	0.23	40,000	0.16
2	Non-Institution:				
	Private Corporate Bodies	3,00,000	1.76	3,00,000	1.20
	Directors and Relatives	0	0.00	0	0.00
	Indian Public	60,60,001	35.54	1,19,60,001	47.94
	Others (Including NRIs)	4,00,000	2.35	4,00,000	1.60
	Sub Total (B)	68,00,001	39.88	1,27,00,001	50.90
	Grand Total	1,70,50,000	100	2,49,50,000	100

11. Time frame within which the preferential issue shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

12. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Name	Category	Natural persons who are the ultimate beneficial owners	Pre-Preferential Issue		Allotment	Post-Preferential Issue	
			No. of Equity Shares	%	No. of shares	No. of Equity Shares	%
Roudha Zerlina	Promoter	Not Applicable	48,75,000	28.59%	8,00,000	56,75,000	22.75%
Sayeed Hamid	Promoter	Not Applicable	48,74,996	28.59%	8,00,000	56,74,996	22.75%

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Sayed Haris	Promoter Group	Not Applicable	5,00,000	2.93%	4,00,000	9,00,000	3.61%
Jugal Kishore Bhagat	Public	Not Applicable	0	0.00%	15,00,000	15,00,000	6.01
Vijay Kumar	Public	Not Applicable	0	0.00%	5,00,000	5,00,000	2.00
Dinesh Muddu Kotian	Public	Not Applicable	0	0.00%	5,00,000	5,00,000	2.00
Hitesh Loonia	Public	Not Applicable	0	0.00%	1,00,000	1,00,000	0.40
Pushpa Bhaju	Public	Not Applicable	0	0.00%	21,00,000	21,00,000	8.42
White Saffron Grains LLP	Public	Rakesh Sethia Hukum Chand Bothra Mohan Lal Parakh	0	0.00%	2,50,000	2,50,000	1.00
Mega Flex Plastics Ltd	Public	Rakesh Sethia Nilima Sethi Usha Sethia Hukum Chand Bothra Rajesh Bothra	0	0.00%	1,50,000	1,50,000	0.60
Sampati Devi Jain	Public	Not Applicable	0	0.00%	1,00,000	1,00,000	0.40
Rosy Sethia	Public	Not Applicable	0	0.00%	50,000	50,000	0.20
Urmila Daga	Public	Not Applicable	0	0.00%	50,000	50,000	0.20
Sonal Bhura	Public	Not Applicable	0	0.00%	50,000	50,000	0.20
Karan Ghorawat	Public	Not Applicable	0	0.00%	50,000	50,000	0.20
Shakeel Latif Khan	Public	Not Applicable	0	0.00%	5,00,000	5,00,000	2.00

The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee.

The proposed preferential allotment will not result in any change in management control of the Company as Roudha Zerlina, Sayyed Hamid, Sayyed Haris belongs to Promoter and Promoter group.

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13. 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 Allottees

- Rakesh Sethia, Nilima Sethia, Usha Sethia, Hukum Chand Bothra and Rajesh Bothra are the persons who ultimately control Mega Flex Plastics Limited which is amongst the proposed allottees
- Rakesh Sethia, Hukum Chand Bothra and Mohan Lal Parakh are the persons who ultimately control White Saffron Grains LLP which is amongst the proposed allottees.

14. The current and proposed status of the allottee(s) post the preferential issues namely, Promoter or Non-promoter

Sl. No.	Name of the Allottees	Pre-Preferential Issue	Post-Preferential Issue
		Current Status	Proposed Status
1	Roudha Zerlina	Promoter	Promoter
2	Sayeed Hamid	Promoter	Promoter
3	Sayyed Haris	Promoter Group	Promoter
4	Jugal Kishore Bhagat	-	Public
5	Vijay Kumar	-	Public
6	Dinesh Muddu Kotian	-	Public
7	Hitesh Loonia	-	Public
8	Pushpa Bhaju	-	Public
9	White Saffron Grains LLP	-	Public
10	Mega Flex Plastics Ltd	-	Public
11	Sampati Devi Jain	-	Public
12	Rosy Sethia	-	Public
13	Urmila Daga	-	Public
14	Sonal Bhura	-	Public
15	Karan Ghorawat	-	Public
16	Shakeel Latif Khan	-	Public

15. Consequential changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern.

16. Change in control, if any, in the company that would occur consequent to the preferential offer:

As a result of the proposed preferential issue there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

17. Principal terms of assets charged as securities

Not applicable.

18. Practicing Company Secretary's Certificate:

The certificate from M/s. Vikas Verma & Associates, Practising Company Secretaries, certifying that the preferential issue of shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The said Certificate shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to cs@fone4.in, for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The copy of said certificate is made available on the Company's website at www.fone4.in.

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19. 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:

From 1st April 2024 till the date of the EGM Notice, the Company has not issued any Equity Shares on preferential basis.

20. Listing:

The Company will make an application to the Stock Exchange at which the existing Equity Shares of the Company are listed i.e, BSE Limited, for listing of the Equity Shares to be created, offered, issued and allotted pursuant to this resolution. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects.

21. Contribution being made by the promoters, promoter group or directors either as part of the Preferential Issue or separately in furtherance of objects:

Sr. No.	Allottees	Category	Contribution being made by subscription of shares assuming full subscription (in ₹)
1	Roudha Zerlina	Promoter & Non-Executive Director	1,20,00,000
2	Sayyed Hamid	Promoter & Managing Director	1,20,00,000
3	Sayyed Haris	Promoter Group & Executive Director	60,00,000
Total			30,00,00,000

22. Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date. None of the members of the promoter/ promoter group of the Company has sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- None of the Company's Directors or promoters is a fugitive economic offender as defined under the ICDR Regulations.
- The Company does not have any outstanding dues to SEBI or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange, 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;
- This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.
- The consideration, in the form of issue price, for Equity Shares shall be paid in cash and not in consideration other than cash.

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- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.
- Principal terms of assets charged as securities: Not applicable.
- Material term of raising equity shares: No material terms other than as stated in the resolution & explanatory statement.
- As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds raised through this Preferential Issue.
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, the issue of Equity Shares by way of Preferential Approval requires approval of the Members by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends Special Resolution as set out at Item No. 2 of the Notice for approval of the members.

Other than Roudha Zerlina, Sayyed Hamid and Sayyed Haris who are the proposed allottees, none of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution. No. 2.

By the order of the Board
For **Fone4 Communications (India) Limited**

**SAYY
ED
HAMID**



Sd/-

**Sayyed Hamid
Managing Director
DIN: 05167876**

Date: 27th December 2024
Place: Kerala