



FONEBOX RETAIL LIMITED

Corporate Identity Numbers: U51909GJ2021PLC119941

Our Company was originally incorporated as “Fonebox Retail Private Limited” a private limited company under the provision of Companies Act, 2013 vide Certificate of Incorporation dated February 05, 2021 issued by Registrar of Companies, Central Registration Centre. Later on, our Company was converted into a Public Limited Company pursuant to special resolution passed at Extra-ordinary General Meeting by the shareholders of our Company held on June 28, 2023 and the name of our Company was changed to “Fonebox Retail Limited”. A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company dated July 12, 2023 was issued by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U51909GJ2021PLC119941. For details of change in name and registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page 161 of the Red Herring Prospectus.

Registered Office: 702/703, 7th Floor, Satyam 64, Opp. Gujarat High Court, S G Road, Ahmedabad- 380061, Gujarat, India | **Website:** www.fonebook.in; | **E-Mail:** cs@fonebox.in | **Telephone No:** 079 46025304
Company Secretary and Compliance Officer: Mrs. Charmi Vansh Shah

PROMOTERS OF OUR COMPANY: MR. MANISHBHAI GIRISHBHAI PATEL, MR. JIGAR LALLUBHAI DESAI, MR. PARTH LALLUBHAI DESAI, MR. JIGNESHKUMAR DASHRATHAL PAREKH AND MR. AMITKUMAR GOPALBHAI PATEL

Our Company is engaged in multi-brand retail selling of Smart Phones and allied accessories from manufacturers like Vivo, Apple, Samsung, Oppo, Realme, Nokia, Narzo, Redmi, Motorola, LG and Micromax. We are also engaged in multi-brand retail selling of consumer durable electronics goods like Laptop, Washing Machines, Smart TVs, Air Conditioners, Fridges, etc. from brands like TCL, Haier, Lloyd, Daikin, Voltas, Mi, Realme, OnePlus.

THE ISSUE

INITIAL PUBLIC ISSUE OF 2910000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF FONEBOX RETAIL LIMITED (“FONEBOOK”, “FONEBOX”, “FRL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●]/- LAKHS (“THE ISSUE”), OF WHICH 146000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●]/- LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF 2764000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●]/- LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.36 % AND 26.94 %, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

The Issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the equity shares are proposed to be listed on Emerge Platform of NSE

For further details, please refer chapter titled “Terms of The Issue” beginning on Page No. 258 of the Red Herring Prospectus.

- **QIB Portion: Not More than 50% of the Net Issue**
- **Retail Individual Bidders Portion: Not Less than 35% of the Net Issue**
- **Non-Institutional Bidders Portion: Not Less than 15% of the Net Issue**

Price Band: ₹ 66/- to ₹ 70/- per Equity Share of Face Value ₹ 10/- each.

The Floor Price is 6.6 times of the Face Value and the Cap Price is 7 times of the Face Value.

Bids can be made for a minimum of 2000 Equity Shares and in multiples of 2000 Equity Shares thereafter

In making an investment decision, potential investors must rely on the information included in the Red Herring Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

Risks to Investors:

- There are outstanding legal proceedings involving our Company. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.
- Our Registered Office and other premises from where we operate are not owned by us.
- Our Company has taken offices on lease basis and in past some of the lease agreements were not renewed/not executed/inadequately executed, because of which operations may be adversely affected.
- At present, our Company has applied for all the relevant registration and out of which shops and establishment registration for the 18 shops are pending for approval. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations and some of the approvals are required to be transferred in the name of 'Fonebox Retail Limited'.
- Our Company has entered into Franchisee Agreements, some of the agreements are not renewed/inadequately executed, stamped, because of which operations may be adversely affected.
- Our business is a high volume-low margin business.
- Our Restated Financial Statements are prepared and signed by the Peer Review Auditor who is not Statutory Auditors of our Company as required under the provisions of ICDR.
- Our Promoters, Directors and Group Company have provided personal / corporate guarantees for financing facilities availed by our Company and may in the future provide additional guarantees and any failure or default

by our Company to repay such facilities in accordance with the terms and conditions of the financing agreements could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters and Directors and thereby, adversely impact our business and operations.

- Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.

- Our Company had negative cash flow from operating activity in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

The detailed break up of cash flows is summarized in below table and our Company has reported negative cash flow from operating activity in the financial years is as mentioned below, which could affect our business and growth:

Particulars	For the period/year ended			
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Net Cashflow from operating Activities	(714.95)	(524.68)	90.66	6.88

- The Merchant Banker associated with the Issue has handled 26 public Issue out of which 2 Issue closed below Issue price on listing date. below are the details;

Particulars	Numbers of Issues/ Issue Handled	Issues closed below Issue price on listing date
SME	26	2
Main Board	Nil	Nil

ASBA*

Simple, Safe, Smart way of Application- Make use of it!!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to Issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below. Mandatory in Public Issues from January 01, 2016. No cheque will be accepted



UPI-Now available in ASBA for Retail Individual Investors (RII)**

Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI – Now available in ASBA for RIIs applying through Registered Brokers, DPs & RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors have to apply through the ASBA process. “ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section “Issue Procedure” beginning on page 268 of the RHP. The process is also available on the website of Association of Investment Bankers of India (“AIBI”), the Stock Exchanges and in the General Information Document.

*ASBA forms can be downloaded from the website National Stock Exchange of India (“NSE”) and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.

**List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in . Axis Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll-free number- 18001201740 and Mail upi-ipo@npci.org.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in . For Issue related grievance investors may contact: Beeline Capital Advisors Private Limited - Mr. Nikhil Shah (079 – 49185784/ +91 99988 81702) (mb@beelinemb.com).

BASIS FOR ISSUE PRICE

The issue price has been determined by the issuer in consultation with the Book Running Book Running Lead Manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled “Risk Factors” and “Restated Financial Information” on page 27 and 198, respectively of this Red Herring Prospectus to get a more informed view before making the investment decision.

Qualitative Factors

- ❖ Experienced Promoters and Management Team
- ❖ Widespread distribution network
- ❖ Wide range of Products
- ❖ Strategic location and facilities

For details of qualitative factors, please refer to the paragraph “Our Competitive Strengths” in the chapter titled “Business Overview” beginning on page no. 127 of the Red Herring Prospectus.

Quantitative Factors

1. Basic & Diluted Earnings Per Share (EPS):

Basic earnings per share (₹) = $\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$

Diluted earnings per share (₹) = $\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2021	(0.04)	1
Financial Year ended March 31, 2022	0.19	2
Financial Year ended March 31, 2023	2.35	3
Weighted Average	1.23	
For the period ended September 30, 2023	2.13*	

*Not Annualized

Notes:

- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e., sum of (EPS x Weight) for each year / Total of weights.
 - Basic and diluted EPS are based on the Restated Financial Information.
 - The face value of each Equity Share is ₹ 10.
 - The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on September 04, 2023 in the ratio of 6:1 i.e., 6 (Six) Equity Shares for every 1 (One) Equity Share held
2. **Price to Earnings (P/E) ratio in relation to Price band of ₹ 66 to ₹ 70 per equity share:**

Price to Earnings Ratio(P/E) = $\frac{\text{Issue Price}}{\text{Restated Earnings Per Share}}$

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Particulars	EPS (in ₹)	P/E at the Floor Price (No. of times)	P/E at the Cap Price (No. of times)
Based on EPS of Financial Year ended March 31, 2023	2.35	28.00	29.78
Based on Weighted Average EPS	1.23	53.66	56.91
Based on Simple Average EPS	0.83	79.51	84.34

Industry PE:

Industry Average	P/E Ratio
Highest	71.73
Lowest	25.10
Average	48.41

(Based on Peer Data presented in point 5 below)

3. Return on Net Worth:

Return on Net Worth (%) = $\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} \times 100$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2023	(19.10%)	3
Financial Year ended March 31, 2022	21.24%	2
Financial Year ended March 31, 2021	76.15%	1
Weighted Average	41.97%	
Period ended September 30, 2023*	16.93%	

* Not Annualized

Notes:

- Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e., [(Net Worth x Weight) for each year] / [Total of weights]
- Return on Net Worth (%) = Net profit after tax without giving impact of exceptional items, as restated / Net worth as restated as at period/year end.
- Net worth means the aggregate value of the paid-up share capital of the Company and all reserves created out of profits and securities premium account reduced by preliminary expenses, if any as per Restated Financial Statement of Assets and Liabilities of the Company

4. Net Asset Value per Equity Share:

Restated Net Asset Value per equity share (₹) = $\frac{\text{Restated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$

Particular	Amount (in ₹)
Financial Year ended March 31, 2023	8.25
Financial Year ended March 31, 2022	12.05
Financial Year ended March 31, 2021	42.05
For the Period ended on July 31, 2023	12.47
After completion of the Issue	
Based on Upper Price band	27.65
Based on Lower Price band	28.78
Issue Price band per equity share	66 - 70

Notes:

- Issue Price per equity share has been determined by our Company, in consultation with the Book Running Book Running Lead Managers.
- Net asset value per share = Net worth as restated / Number of equity shares as at period/ year end.
- The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on September 04, 2023 in the ratio of 6:1 i.e., 6 (Six) Equity Shares for every 1 (One) Equity Share held
- Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)	EPS (₹) Basic	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Fonebox Retail limited	Standalone	10.00	₹ 182.90	2.35	71.73	76.15%	42.05	19,582.60
Peer Group*								
Jay Jalaram Technologies Limited ^	Standalone	10.00	182.90	2.55	71.73	10.62%	21.22	24,920.48
Bhatia Communications & Retail (India) Limited ^	Standalone	1.00	17.02	0.68	25.10	15.55%	4.36	31,348.18
Notes:								
(1) The EPS, P/E Ratio, NAV, RoNW and revenue from operations of Fonebox Retail Limited are taken as per Restated Financial Statement for the FY 2023.								
(2) P/E Ratio has been computed based on the closing market price of equity shares on the BSE/NSE on March 31, 2023 divided by the Basic EPS.								
(3) RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus reduced by preliminary expenses.								
(4) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.								
@	Current Market Price (CMP) is taken as the closing price of respective scripts as on March 31, 2023 at NSE & BSE, as applicable. For our Company, Current Market Price is taken same as issue price of equity share.							
^	The Figures as at March 31, 2023 and are taken from the financial results uploaded on respective Stock Exchange(s)							

FINANCIAL KPIS OF OUR COMPANY

Particulars	For the Period ended on			
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations (₹ in Lakhs)	13975.84	19582.60	9090.74	9.92
Growth in Revenue from Operations (YoY %)	NA	115.41	91525.93	NA
Gross Profit (₹ in Lakhs)	1380.32	1913.16	818.19	0.43
Gross Profit Margin (%)	9.88	9.77	9.00	4.35
EBITDA (₹ in Lakhs)	239.00	346.24	83.90	(2.29)
EBITDA Margin (%)	1.71	1.77	0.92	(23.04)
Profit After Tax (₹ in Lakhs)	155.19	159.86	12.79	(2.36)
PAT Margin (%)	1.11	0.82	0.14	(23.84)
RoE (%)	27.54	118.20	35.24	(38.21)
RoCE (%)	18.81	34.55	17.02	(36.99)
Net Fixed Asset Turnover (In Times)	30.44	43.65	42.45	2.28
Net Working Capital Days	51	16	(2)	970
Operating Cash Flows (₹ in Lakhs)	(714.95)	(524.68)	90.66	6.88

Source: The Figure has been certified by our Peer Reviewed Auditors M/s. S V J K & Associates Chartered Accountants vide their certificate dated January 16, 2024 bearing UDIN: 24193591BKAFHW8923.

Notes:

- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- Gross Profit is calculated as Revenue from Operations less Cost of Materials consumed, Construction Expenses, Purchase of stock in trade goods, Changes in inventories of finished goods, work-in-progress and stock in trade.
- Gross Profit Margin (%) is calculated as Gross Profit divided by Revenue from Operations.
- EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses reduced by other income.
- EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.
- PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Tangible Net Worth, Long-Term Borrowing, Short-Term Borrowing and Deferred Tax Liability/(Deferred Tax Asset).
- Net Fixed Asset Turnover is calculated as Net Turnover divided by Average Fixed Assets which consists of property, plant and equipment and capital work-in-progress and intangible assets.
- Net Working Capital Days is calculated as working capital (current assets minus current liabilities) as at the end of the period / year divided by revenue from operations multiplied by number of days in a period / year.
- Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.

COMPARISON OF FINANCIAL KPIS OF OUR COMPANY AND OUR LISTED PEERS:

Particulars	Fonebox Retail Limited				Jay Jalaram Technologies Limited				Bhatia Communications & Retail (India) Limited			
	For the Period/Year ended				For the Period/Year ended				For the Period/Year ended			
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations (₹ in Lakhs)	13975.84	19,582.60	9,090.74	9.92	21606.20	24,920.48	16,525.90	12,145.87	19142.53	31,348.18	23,347.17	17,292.18
Growth in Revenue from Operations (%)	NA	115.41	91,525.93	NA	NA	50.80	36.06	NA	NA	34.27	35.02	NA
Gross Profit (₹ in Lakhs)	1380.32	1,913.16	818.19	0.43	1999.14	2,728.57	1605.20	1166.04	601.45	(62.12)	443.94	275.42
Gross Profit Margin (%)	9.88	9.77	9.00	4.35	9.25	10.95	9.71	9.60	3.14	(0.20)	1.90	1.59
EBITDA (₹ in Lakhs)	239.00	346.24	83.90	(2.29)	251.20	468.86	309.29	160.01	(332.52)	(1,645.85)	(873.60)	(914.70)
EBITDA Margin (%)	1.71	1.77	0.92	(23.04)	1.16	1.88	1.87	1.32	(1.74)	(5.25)	(3.74)	(5.29)
Profit After Tax (₹ in Lakhs)	155.19	159.86	12.79	(2.36)	64.76	250.95	84.88	36.70	604.82	848.63	527.26	374.49
PAT Margin (%)	1.11	0.82	0.14	(23.84)	0.30	1.01	0.51	0.30	3.16	2.71	2.26	2.17
RoE (%)	27.54	118.20	35.24	(38.21)	2.70	14.61	14.78	64.25	10.50	16.84	12.08	9.40
RoCE (%)	18.81	34.55	17.02	(36.99)	6.94	14.83	16.35	16.34	12.92	20.22	14.85	13.14
Net Fixed Asset Turnover (In Times)	30.44	43.65	42.45	2.28	29.85	35.22	22.74	22.87	24.06	41.80	34.30	26.75
Net Working Capital Days	51	16	(2)	970	85	60	46	34	83	43	41	41
Operating Cash Flows (₹ in Lakhs)	(714.95)	(524.68)	90.66	6.88	(582.73)	(1181.24)	(280.75)	241.05	(229.86)	822.99	(70.61)	178.98

Source: The Figure has been certified by our Peer Reviewed Auditors M/s. S V J K & Associates Chartered Accountants vide their certificate dated January 16, 2024 bearing UDIN: 24193591BKAFHW8923.

IN TERMS OF THE SEBI CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015, DATED NOVEMBER 10, 2015 AND THE ALL-POTENTIAL INVESTORS SHALL PARTICIPATE IN THE ISSUE ONLY THROUGH AN APPLICATION SUPPORTED BY BLOCKED AMOUNT (“ASBA”) PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF-CERTIFIED SYNDICATE BANKS (“SCSBS”) FOR THE SAME. FURTHER PURSUANT TO SEBI CIRCULAR BEARING NO. SEBI/HO/CFD/TPD1/CIR/P/2023/140, FOR IMPLEMENTATION OF PHASED III FOR UPI FACILITY, WHICH IS EFFECTIVE FROM DECEMBER 01, 2023 ON MADATORY BASIS, ALL POTENTIAL BIDDERS (EXCEPT ANCHOR INVESTORS) ARE REQUIRED TO MANDATORILY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT (“ASBA”) PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNTS OR UPI ID (IN CASE OF RIIS), IN WHICH THE CORRESPONDING APPLICATION AMOUNTS WILL BE BLOCKED BY THE SCSBS OR UNDER THE UPI MECHANISM, AS APPLICABLE. FOR DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO “ISSUE PROCEDURE” ON PAGE NO. 268 OF THE PROSPECTUS. IN CASE OF DELAY, IF ANY IN UNBLOCKING/REFUND THE FUND, OUR COMPANY SHALL PAY INTEREST ON THE APPLICATION MONEY AT THE RATE OF 15% PER ANNUM FOR THE PERIOD OF DELAY. THE ISSUE IS BEING MADE UNDER PHASE III OF THE UPI (ON A MANDATORY BASIS).

BID/ISSUE PROGRAM

ANCHOR INVESTORS		Tuesday January 23, 2024	
Bid Opening Date	Wednesday January 24, 2024	Initiation of Unblocking of Funds/refunds (T +2 Days)	On or before Wednesday, January 31, 2024
Bid Closing Date (T day)	Monday January 29, 2024	Credit of Equity Shares to demat accounts of Allotees (T +2 Days)	On or before Wednesday, January 31, 2024
Finalization of basis of allotment with the Designated Stock Exchange/ Allotment of Securities (T +1 Day)	On or before Tuesday, January 30, 2024	Commencement of Trading of Equity Shares on the Stock Exchanges/Listing Date (T + 3 Days)	On or before Thursday, February 01, 2024

Timelines for Submission of Application

Application Submission by Investors Electronic Applications (Online ASBA through 3-in-1 accounts) – Upto 5 pm on T day. Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA etc) – Upto 4 pm on T day. Electronic Applications (Syndicate Non-Retail, Non Individual Applications) – Upto 3 pm on T day. Physical Applications (Bank ASBA) – Upto 1 pm on T day. Physical Applications (Syndicate Non-Retail, Non Individual Applications of QIBs and NIIs) – Upto 12 pm on T day and Syndicate members shall transfer such applications to banks before 1 pm on T day.	UPI Mandate acceptance time: T day – 5 pm Issue Closure: T day – 4 pm for QIB and NII categories T day – 5 pm for Retail and other reserved categories
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In case of any revisions in the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the respective websites of the Book Running Lead Managers and the terminals of the other members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders (except Anchor Investors) are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBS”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see “Issue Procedure” on page 268 of the Red Herring Prospectus.

Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk. Bidders / Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects and other objects of our Company, see “History and Corporate Structure” on page 161 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our

Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section “Material Contracts and Documents for Inspection” on page 325 of the Red Herring Prospectus.

Liability of Members of the Company: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The Authorised share capital of the Company is ₹ 10,50,00,000 divided into 10500000 Equity Shares of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹ 7,35,00,000 divided into 7350000 Equity Shares of ₹ 10 each. For details of the Capital Structure, see “Capital Structure” on the page 58 of the Red Herring Prospectus.

NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: Mr. Manishbhai Girishbhai Patel – 120000 Equity Shares and Mr. Amitkumar Gopalbhai Patel – 30000 Equity Shares. For details of the Capital Structure, see “Capital Structure” on the page 58 of the Red Herring Prospectus.

LISTING: The Equity Shares Issue through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited. Our Company has received an in-principle approval from the National Stock Exchange of India Limited for the listing of the Equity Shares pursuant to letter dated January 11, 2024. For the purposes of the Issue, the Designated Stock Exchange shall be Emerge Platform of National Stock Exchange of India Limited. A signed copy of the Red Herring Prospectus has been submitted with the ROC on January 17, 2024 and Prospectus shall be submitted for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Issue Closing Date, see “Material Contracts and Documents for Inspection” on page 325 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI’): Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Red Herring Prospectus was filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Issue Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 247 of the RHP.

DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by National Stock Exchange of India Limited (“NSE”) should not in any way be deemed or construed that the offer document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the offer Document. The investors are advised to refer to page 247 of the Red Herring Prospectus for the full text of the Disclaimer clause of National Stock Exchange of India Limited.

GENERAL RISK: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to section titled “Risk Factors” appearing on page 27 of this Red Herring Prospectus.

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Book Running Lead Manager To The Issue	Registrar To The Issue	Company Secretary And Compliance Officer
 BEELINE CAPITAL ADVISORS PRIVATE LIMITED SEBI Registration Number: INM000012917 Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmadabad, Gujarat – 380054, India. Telephone Number: 079 4918 5784 Email Id: mb@beelinemb.com Investors Grievance Id: ig@beelinemb.com Website: www.beelinemb.com Contact Person: Mr. Nikhil Shah CIN: U67190GJ2020PTC114322	 KFIN TECHNOLOGIES LIMITED SEBI Registration Number: INR000000221 Address: Selenium Tower-B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032, Telangana Tel. Number: +91 40 6716 2222 Toll Free No: 1800 309 4001 Email Id: foneboxretail.ipo@kfintech.com Investors Grievance Id: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: Mr. M Murali Krishna CIN: L72400TG2017PLC117649	 FONEBOX RETAIL LIMITED Address: 702/703, 7th Floor, Satyam 64, Opp. Gujarat High Court, S G Road, Ahmedabad- 380061, Gujarat, India. Tel No: 079 46025304; Contact person : Mrs. Charmi Vansh Shah Email: cs@fonebox.in; Website: www.fonebook.in Investors can contact the Company Secretary and Compliance Officer or the BRLMs or the Registrar to the Issue in case of any pre-Issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc.

AVAILABILITY OF RED HERRING PROSPECTUS: Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in, website of the Company at www.fonebook.in, the website of the BRLM to the Issue at www.beelinemb.com, the website of NSE i.e. www.nseindia.com, respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Fonebox Retail Limited, Telephone: 079 46025304; BRLM: Beeline Capital Advisors Private Limited, Telephone: 079 4918 5784 and the Syndicate Member: Spread X Securities Private Limited Telephone: +91 79 6907 2018 and at the selected locations of the Sub-Syndicate Members, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of NSE and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK: Axis Bank Limited. UPI: Retail Individual Bidders can also Bid through UPI Mechanism.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.

**On behalf of Board of Directors
For, FONEBOX RETAIL LIMITED
sd/-
Jigneshkumar Dashrathlal Parekh
Whole Time Director**

Place: Ahmedabad
Date: January 17, 2024

Disclaimer: Fonebox Retail Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public issue of its Equity Shares and has filed the RHP with the Registrar of Companies, Ahmedabad on January 17, 2024 and thereafter with SEBI and the Stock Exchanges. The RHP is available on the websites of SEBI at www.sebi.gov.in, website of the Company at www.fonebook.in, the website of the BRLM to the Issue at www.beelinemb.com, the website of NSE i.e. www.nseindia.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the RHP including the section titled “Risk Factors” beginning on page 27 of the Red Herring Prospectus. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being Offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the Securities Act and the applicable laws of each jurisdiction where such Offers and sales are made. There will be no public offering in the United States.