



Fruition Venture Limited

CIN : L74899DL1994PLC058824

August 29th, 2025

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Rotunda Bldg, Dalal Street,
Fort, Mumbai- 400 001

Scrip ID: FRUTION

Scrip Code: 538568

ISIN: INE836C01015

Subject: Outcome of Board meeting held on Friday, August 29, 2025.

Dear Sir/ Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held today (started at 03:00 p.m. and concluded at 04:30 p.m.) inter-alia considered and approved following matters, along with other routine business activities:

1. To provide loans, investments, guarantee or security pursuant to Section 185 of Companies Act, 2013 with subject to the approval of Members.
2. To amend limit for making investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013 with subject to the approval of Members.
3. To enter into related party transactions pursuant to the Section 188 of the Companies Act, 2013, read with applicable rules, with subject to the approval of Members.
4. The Certificates for the purpose of Pricing of Equity Shares issued by the Practicing Chartered Accountant's and Compliance Certificate given by Practicing Company Secretary and the Valuation Report issued by Registered Valuer for the purpose of Preferential Issue of Equity Shares and Warrants (Equity Convertible Warrants);
5. To offer, Issue and Allot up to 25,00,000 (Twenty-Five Lakhs) Warrants (Equity Convertible Warrants) at a price of Rs. 20/- (Rupees Twenty Only) each warrant [including premium of Rs. 10/- (Rupees Ten Only)] per warrant on Preferential Basis to Promoters, Promoter Group and Non-promoters in accordance with provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules") and Chapter V of the SEBI ICDR Regulations on Preferential Basis for cash aggregating up to an amount of Rs. 5,00,00,000/- (Rupees Five Crore Only), the said approval of preferential issue of Warrants (Convertible in to Equity shares) are subject to the approval of Shareholders in ensuing Annual General Meeting and other statutory and regulatory approvals whereas necessary and applicable;
6. To Appoint **Ms. Jinu Jain, Practicing Company Secretary** (FCS-9058 | CP: 10379), as Scrutinizer for conducting e-voting and poll process for General Meeting of the Company;
7. To Authorize the Managing Director, Directors or Company Secretary of the Company to sign the applications, documents, deeds, forms and to make necessary applications and file documentations with various authorities and stock exchanges as and where necessary for the purpose of preferential issue approved by the Board of Directors;



8. To consider and recommend members for appointment Director in place of Mr. Krishan Kumar Aggarwal (DIN: 02452405), who retires by rotation and, being eligible, offers himself for re-appointment, subject to approval of the members of the Company at the ensuing Annual General Meeting.
A brief profile of the Director is enclosed herewith in Annexure -A
9. The Annual Report and other annexures to the same for the financial year ended as on 31st March, 2025;
10. To Authorize the Managing Director, Directors or Company Secretary of the Company for issuing notice of the Annual General Meeting and to do all requisite activities in regards to the Thirty-First Annual General Meeting.

Further, the Board of Director has taken note of following matters:

1. The 31st Annual General Meeting ('AGM') of the Members of the Company is scheduled to be held on Tuesday, September 30, 2025 at 12:30 PM through Video Conferencing ("VC")/ other Audio-Visual Means ("OAVM");
2. The Register of Members and Share Transfer Books of the Company will remain closed during the period from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of 31st AGM;
3. The Company is providing facilities to its members to cast their votes through electronic means for the 31st AGM i.e., remote e-voting on all the resolutions set forth in the notice of 31th AGM and the e-voting facility during AGM. The details of e-voting are given under:

| | |
|--|--|
| Cut-off date for e-voting entitlement | Tuesday, September 23, 2025 |
| Date & Time of commencement of remote e-voting | 09.00 A.M. (IST) on Saturday, September 27, 2025 |
| Date & Time of end of remote e-voting | 05.00 P.M. (IST) on Monday, September 29, 2025 |

Kindly take the same in your records.

For **FRUITION VENTURE LIMITED**



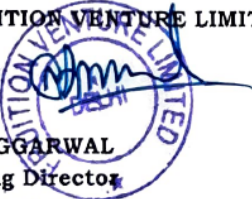
NITIN AGGARWAL
Managing Director
DIN 01616151

Annexure - A

Details with respect to the aforesaid appointment as required under Regulation 30 of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 Dated 13th July, 2023 has been stated hereunder.

| Sr. No | Particulars | Details of Director (Mr. Krishan Kumar Aggarwal) |
|---------------|---|--|
| 1. | Reason for Change viz. appointment, resignation, death or otherwise | Re-appointment |
| 2. | Date of Appointment/Cessation (as applicable) & term of Appointment | With effect from Tuesday, 30 th September, 2025, liable to retire by rotation. |
| 3. | Brief Profile | Mr. Krishan Kumar Aggarwal, aged about 47 years is a commerce graduate having professional degree of Chartered Accountancy as well as degree of Bachelor in Law from Delhi University. He is practicing as a Chartered Accountant since 2003 and he is also a promoter of Mindex group having interest in the business of stock broking & financial services. His total working experience consists of 23 years of working in various fields including administration, business development and professional practice. |
| 4. | Disclosure of Relationship between Directors | Sibling of Mr. Nitin Aggarwal (Managing Director) |

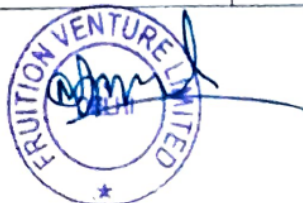
For **FRUITION VENTURE LIMITED**


NITIN AGGARWAL
Managing Director
DIN 01616151

Annexure B


Details as required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1. | Type of securities proposed to be issued (viz. Equity Shares, Convertibles etc.) | Warrants convertible to Equity Shares i.e. 1 Equity Share per 1 Warrant. |
| 2. | Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.) | Preferential Issue of convertible warrants under Chapter V of the SEBI ICDR Regulations. |
| 3. | Total number of securities proposed to be issued or total amount for which the securities will be issued (Approximately) | Up to 25,00,000 (Twenty-Five Lakhs) Warrants (Equity convertible Warrants). |
| 4. | Issued Price | <p>20/-per Warrant (Including premium of Rs.10/-) as determined in accordance with the provision of Chapter V of SEBI(ICDR) Regulations.</p> <p>The Preferential Issue will be undertaken for cash consideration. The Subscription Share Price shall be payable at the time of subscription and allotment of the Subscription Shares. As for the Warrants, an amount equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of the Warrants, and the balance 75% shall be payable at the time of allotment of equity shares pursuant to exercise of the right attached to the Warrants to subscribe to equity share. The Warrant Exercise Price and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.</p> |
| 5. | Name of Investors | As per attachment of Annexure - C |



| | | |
|----|-------------------|--|
| 6. | Tenure/Conversion | <p>Each Warrant would be convertible into one equity share of face value of Rs. 10/- each and the rights attached to the Warrants can be exercised at any time within the period of 18 (eighteen) months from the date of allotment the Warrants.</p> <p>In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrant, the Warrant shall lapse and the 25% of the Warrant Exercise Price paid at the time of issuance of Warrant will be forfeited by the Company.</p> |
|----|-------------------|--|

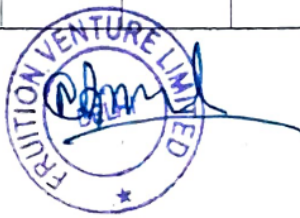
For **FRUITION VENTURES LIMITED**


NITIN AGGARWAL
Managing Director
DIN 01616151



Annexure-C

| List of Proposed Preferential Allottees of Warrants | | | | | | | |
|---|--------------------------------|--------------|-------------------|---------------------|--------------------------------|-------------------------------------|----------------------|
| FRUITION VENTURE LIMITED | | | | | | | |
| Sr. No | Name of the Proposed Allottees | Category | Pre-Issue Holding | Pre-Issue Holding % | No. of Warrants to be Allotted | Post Issue holding after conversion | Post Issue Holding % |
| PROMOTER GROUP | | | | | | | |
| 1 | Krishan Kumar Aggarwal | Promoter | 14,63,581 | 36.59 | 6,00,000 | 20,63,581 | 31.75 |
| 2 | Nitin Aggarwal | Promoter | 5,70,490 | 14.26 | 6,00,000 | 11,70,490 | 18.01 |
| 3 | Aayush Aggarwal | Promoter | 0 | 0 | 50,000 | 50,000 | 0.77 |
| NON-PROMOTER GROUP | | | | | | | |
| 4 | Lalit Garg | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 5 | Kusum Garg | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 6 | Ganesh Mal Jangir | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 7 | Hrishikesh Jangir | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 8 | Chhatra Singh Baid | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 9 | Priyanka Chopra | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 10 | Saurabh Kalia | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 11 | Sameer Chaudhary | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 12 | Prerna Jindal | Non-Promoter | 0 | 0 | 150000 | 150000 | 2.31 |
| 13 | Pushpa Jindal | Non-Promoter | 0 | 0 | 200000 | 200000 | 3.08 |
| 14 | Tarun Jindal | Non-Promoter | 0 | 0 | 150000 | 150000 | 2.31 |
| 15 | Neha Kalia | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |



| | | | | | | | |
|----|----------------|--------------|---|---|---------|---------|------|
| 16 | Gaurav Baid | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 17 | Raju Devi Baid | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 18 | Supriya Baid | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 19 | Manish Uppal | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 20 | Nisha Uppal | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| 21 | Nitin Goel | Non-Promoter | 0 | 0 | 50000 | 50000 | 0.77 |
| | Total | | | | 2500000 | 2500000 | |

For **FRUITION VENTURE LIMITED**

NITIN AGGARWAL
Managing Director
DIN 01616151