



REPORT OF SCRUTINIZER

To,
The Chairman,
M/s Foce India Limited.
4, Kingston, Shastri Nagar, Lokhandwala Complex,
Andheri (W), Mumbai - 400053.

Dear Sir,

Scrutinizer's Report on poll voting conducted pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through poll voting system at the Extra Ordinary General Meeting of the Members of M/s. Foce India Limited held on Saturday, January 31, 2026 At 01:00 P.M. AT 4, Kingston, Shastri Nagar, Lokhandwala Complex, Andheri (W), Mumbai - 400053.

I, **Brajesh Gupta & Co**, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **Foce India Limited** for the purpose of scrutinizing the poll and ascertaining the requisite majority on the voting carried out on the resolutions contained in the Notice of Extra Ordinary General Meeting (hereinafter referred to as "the resolutions") of the Company, as per the provisions of 109 of the Companies Act, 2013, read with Rules 21 of the Companies (Management and Administration) Rules, 2014.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules relating to voting through physical ballot process on the resolution contained in the notice of Extra Ordinary General Meeting of the Company. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of votes cast by the members for the resolutions contained in the notice based on ballot paper of the Extra Ordinary General Meeting.

I submit my report as under:

1. The notice has been mailed through electronically to those members who have registered their email addresses with the Company or their Depository Participant and in other cases the Company has dispatched the Notice of Extra Ordinary General Meeting.
2. The Chairman informed to the members present in the Extra Ordinary General Meeting that the Company has given facility of Voting through Ballot Paper and company has not provided voting facility through electronic means (E-Voting) due to applicable provision of Companies, Act, 2013 and the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as per Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
3. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling were locked in our presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in our presence upon conclusion of meeting and poll paper/ authorization/proxies were diligently scrutinized. The poll papers were reconciled the records maintained by the Company/ Registrar and Transfer Agents of the Company and the poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The votes were unblocked in presence of the two witnesses, who are not in the employment of the Company. They have signed below in conformation of the votes being unblocked in their presence.

Witness 1	Witness 2
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6. Total **10 members** were physically present in the Extra Ordinary General Meeting of the Company; all the members were physically present who voted in AGM by Poll.

7. I did not find any invalid polling paper.

8. The Company has distributed the physical ballot forms at the venue of the Extra Ordinary General Meeting of the Company to enable the Shareholders to cast their votes physically.

9. The combined result of the Poll is as under:

SPECIAL BUSINESS:

Nature of Resolution: Ordinary Resolution
Subject Matter: Issue of Bonus Shares

1. Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	Percentage %
Physical Poll	10	29,33,225	100
Total	10	29,33,225	100

2. Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	Percentage %
Physical Poll	-	-	-
Total			

3. Invalid votes:

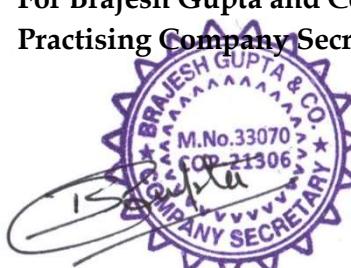
Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical Poll	0	0
Total	0	0

Based on the above results I report that both the above resolutions have been passed unanimously. The data and all other relevant records relating to the poll are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairperson signs the Minutes.

Note: The Company has not provided E-voting facility to the members of the Company as required Companies, Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as per Chapter XB Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements') Regulations, 2009) not required to provide the facility to vote by electronic means.

For Brajesh Gupta and Co.
Practising Company Secretary

Place: INDORE
Date: 02.02.2026



Brajesh Gupta, Proprietor
Mem. No A: 33070; COP No: 21306
UDIN: A033070G003844570

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General information about company

Scrip code	
NSE Symbol	FOCE
MSEI Symbol	NOTLISTED
ISIN	INE0I7D01019
Name of the company	Foce India Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	31-01-2026
Start time of the meeting	01:00 pm
End time of the meeting	01:30 pm

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Scrutinizer Details

Name of the Scrutinizer	Brajesh Gupta
Firms Name	Brajesh Gupta & Co.
Qualification	CS
Membership Number	A33070
Date of Board Meeting in which appointed	07-02-2026
Date of Issuance of Report to the company	02-02-2026

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Voting results	
Record date	23-01-2026
Total number of shareholders on record date	387
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	8
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ISSUE OF BONUS SHARES				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3602625	0	0.0000	0	0	0.0000	0.0000
	Poll		2792625	77.5164	2792625	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3602625	77.5164	2792625	0	100.0000	0.0000
Public-Institutions	E-Voting	1290300	0	0.0000	0	0	0.0000	0.0000
	Poll		140600	10.8967	140600	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1290300	10.8967	140600	0	100.0000	0.0000
Public- Non Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Total		4892925	2933225	59.9483	2933225	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	