FOCE INDIA LIMITED

(Authorized Distributors for India of FOCE Watches)
(Formerly known as Heighten Trading Company Private Limited)
CIN: L33100MH2001PLC130385

Date: 03.10.2024

To,
National Stock Exchange of India Limited
Exchange Plaza Block G, C 1,
Bandra Kurla Complex,
G Block BKC, Bandra East,
Mumbai, Maharashtra 400051

Symbol: FOCE

Dear Sir,

Sub: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In compliance with the provisions of the Listing Regulations, we wish to state that the Annual General Meeting (AGM) of the Members of the Company was held on Monday, 30th September, 2024 at 03.30 p.m. and concluded at 04.00 p.m. at the Registered Office of the Company.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), enclosed herewith is the voting results (electronic voting) along with Scrutinizer's Report for the resolutions set out under Notice of Annual General Meeting.

Kindly take the same on your records and oblige.

Thanking you,

For Foce India Limited

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

General information about company	
Scrip code	
NSE Symbol	FOCE
MSEI Symbol	NA
ISIN	INE017D01019
Name of the company	FOCE INDIA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2024
Start time of the meeting	03:30 PM
End time of the meeting	04:00 PM

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Scrutinizer Details	
Name of the Scrutinizer	BRAJESH GUPTA
Firms Name	BRAJESH GUPTA & CO.
Qualification	CS
Membership Number	33070
Date of Board Meeting in which appointed	04-09-2024
Date of Issuance of Report to the company	01-10-2024

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Voting results	
Record date	23-09-2024
Total number of shareholders on record date	151
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	9
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	5
Disclosure of notes on voting results	

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of Board of Directors and the Auditors' thereon.				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3602625	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1290300	0	0	0	0	0	0
	Poll		243300	18.8561	243300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1290300	243300	18.8561	243300	0	100	0
Total		4892925	243300	4.9725	243300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

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

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mr. Utkarsh Agarwal (DIN: 08021945), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3602625	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1290300	0	0	0	0	0	0
	Poll		243300	18.8561	243300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1290300	243300	18.8561	243300	0	100	0
Total		4892925	243300	4.9725	243300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

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

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3602625	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1290300	0	0	0	0	0	0
	Poll		243300	18.8561	243300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1290300	243300	18.8561	243300	0	100	0
Total		4892925	243300	4.9725	243300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

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

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase the limits applicable for grant Loans / give guarantee/ make investment/ provide security to any other body corporate or person under Section 186 of Companies Act, 2013.				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3602625	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1290300	0	0	0	0	0	0
	Poll		243300	18.8561	243300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1290300	243300	18.8561	243300	0	100	0
Total		4892925	243300	4.9725	243300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

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

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3602625	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1290300	0	0	0	0	0	0
	Poll		243300	18.8561	243300	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1290300	243300	18.8561	243300	0	100	0
Total		4892925	243300	4.9725	243300	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

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

Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

BRAJESH GUPTA & CO.
COMPANY SECRETARY IN PRACTICE
ICSI UCN- SS2020752900, PRN-2012/2022
Add: I-74, LIG COLONY, INDORE (M.P.)-452011
Ph. No. +917566666512, email-id: brajesh.cs19@gmail.com

REPORT OF SCRUTINIZER

To,
The Chairman,
Foce India Limited
4, Kingston, Shastri Nagar, Lokhandwala Complex,
Andheri (W), Mumbai – 400 053

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 23rd Annual General Meeting of the Members of M/s FOCE India Limited held on Monday, 30th September, 2024 at 03:30 PM at registered office of Company.

Dear Sir

I, **Brajesh Gupta, Practicing Company Secretary (Membership No.ACS-33070), Indore**, have been appointed by the Board of Directors of **M/s FOCE India Limited** ("the Company") as Scrutinizer 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 23rd AGM (hereinafter referred to as "the resolutions") of the company, as per the provisions of Sections 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 made there under and the Listing Agreements with the Stock Exchanges, relating to voting through physical ballot process on the resolution contained in the notice of 23rd Annual 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 23rd Annual General Meeting.

I submit my report as under:

1. As per confirmation given by the Company, the Company has dispatched the Notice of the 23rdAGM to the Shareholders of the Company through email as determined by the Cutoff date for dispatch of Notice to the Shareholders of the Company.

2. The Chairman informed to the members present in the 23rd AGM 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. 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.

4. .....

2. .....

PRACTICING COMPANY SECRETARY

i. (Witness) (Witness)

5. 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.

6. 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.

7. Total 11 members including 2 promoters were physically present in the Annual General Meeting of the Company, 9 members out of present members voted on resolutions stated in Notice of AGM by Poll.

8. I did not found any invalid polling paper.

9. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting of the Company to enable the Shareholders to cast their votes physically.

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

Resolution No. 1
Nature of Resolution : Ordinary Resolution
Subject Matter : To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of Board of Directors and the Auditors' thereon.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	9	243300	100
Total	9	243300	100

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	0	0	0
Total	0	0	0

(iii) Invalid votes:

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

Resolution No. : 2
Nature of Resolution : OrdinaryResolution

PRACTICING COMPANY SECRETARY

Subject Matter : To appoint a director in place of Mr. Utkarsh Agarwal (DIN: 08021945), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	9	243300	100
Total	9	243300	100

(i) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	0	0	0
Total	0	0	0

(ii) Invalid votes:

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

Resolution No. : 3
Nature of Resolution : Special Resolution
Subject Matter : Increase in borrowing limits of the Company under Section 180(1)(c) of Companies Act, 2013.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	9	243300	100
Total	9	243300	100

(i) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	0	0	0
Total	0	0	0

(ii) Invalid votes:

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

PRACTICING COMPANY SECRETARY

Total	0	0

Resolution No. : 4
Nature of Resolution : Special Resolution
Subject Matter : Increase the limits applicable for grant Loans / give guarantee/ make investment/ provide security to any other body corporate or person under Section 186 of Companies Act, 2013.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	9	243300	100
Total	9	243300	100

(i) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	0	0	0
Total	0	0	0

(ii) Invalid votes:

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

Resolution No. : 5
Nature of Resolution : Ordinary Resolution
Subject Matter : Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	9	243300	100
Total	9	243300	100

(i) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Physical Poll	0	0	0
Total	0	0	0

PRACTICING COMPANY SECRETARY

(ii) Invalid votes:

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

The data and all other relevant records relating to the voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Note: As per the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are exempted from evoting provisions. The Company is covered under Chapter XB as it is listed on SME platform of National Stock Exchange of India Limited (NSE). Therefore, Company is not providing e-voting facility to its shareholders.

For Brajesh Gupta & Co.
Practicing Company Secretaries

Place: Indore
Date: 01.10.2024

Brajesh Gupta, Proprietor
Practicing Company Secretary
Membership No.: 33070 COP-21306
UDIN:- A033070F001399270

PRACTICING COMPANY SECRETARY