



FOCE INDIA LIMITED

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

CIN: L33100MH2001PLC130385

Date: 04.09.2024

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

Sir/Madam,

Sub: Outcome of Board Meeting

Reference: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held today, i.e., Wednesday, 04th September, 2024 considered and approved the following matters:

1. Approved the proposal of increase in Authorized Share Capital of the Company from Rs. 5,52,00,000/- divided in to 55,20,000 Eq. Shares of Rs. 10/- to Rs. 55,00,00,000 divided in to 5,50,00,000 Eq. Shares of Rs. 10/- each face value by addition of Rs. 49,48,00,000 divided in to 4,94,80,000 of Rs. 10/- each, subject to the shareholder's approval in ensuing Annual General Meeting of the Company.
2. Approved the alteration/changes in the capital clause of the MOA of the Company in Clause -V i.e. Capital Clause for increase in Authorised Capital, subject to the shareholder's approval in ensuing Annual General Meeting of the Company.
3. Approved the proposal and DOLF for raising of funds for an aggregate amount not exceeding Rs. 49,00,00,000/- (Rupees Forty Nine Crore Only) on rights issue basis to the eligible equity shareholders of the company, through issuance and allotment of equity shares, on such terms and conditions as may be decided by the Board of Directors of our Company, as on the record date (to be notified subsequently) subject to the receipt of applicable regulatory, statutory approvals, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and the Companies Act, 2013 and the rules made thereunder, as amended from time to time, ('Rights Issue');

The detailed terms of Rights issue including the procedure for applying in the rights issue will be specified in the letter of offer which will be sent by the company to the eligible shareholders holding equity shares of the Company as on the record date in due course.

Registered Office: 4, Kingston, Shastri Nagar, Lokhandwala Complex, Andheri (W), Mumbai – 400 053

Email Id: office@foceindia.com; **Phone No:** 02226349544

Website: www.foceindia.com



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Details with respect to Regulation 30 read with Para A(2) of Part A of Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed provided in **Annexure I**.

4. Approved the appointment of various intermediaries or agencies for the aforesaid Rights Issue.
5. Constituted Rights Issue Committee with effect from 04th September, 2024 as under:

Right Issue Committee:

DIN No.	Name of the Committee Member	Designation/Category	Position in Committee
00159601	MANOJ SITARAM AGARWAL	Managing Director	Chairman
08021945	UTKARSH AGARWAL	Executive Director cum CFO	Member
08117881	LALIT KUMAR TAPADIA	Independent Director	Member

6. Considered and approved the Board's Report along with all other annexures thereto for the year ended 31st March, 2024.
7. Took note of Secretarial Audit Report for the Financial Year 2023-24 issued by CS Brajesh Gupta, Practicing Company Secretary.
8. Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013
9. Increase the limits applicable for grant of Loans / give guarantee/ make investment/ provide security to any other body corporate or person under Section 186 of Companies Act, 2013.
10. Approved the appointment of CS Brajesh Gupta, Practicing Company Secretary, as the Scrutinizer, for conducting poll during the 23rd Annual General Meeting and to oversee the voting process.
11. Considered and approved the Notice of the 23rd Annual General Meeting of the Company to be held on Monday, 30th September, 2024 at 03.30 p.m. at the Registered Office of the Company at 4, Kingston, Shastri Nagar, Lokhandwala Complex, Andheri (W), Mumbai - 400053.
12. Approved the closure of Register of Members and Share Transfer Books of the Company from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive) for the purpose of 23rd Annual General Meeting of the Company.

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13.Appointment of CS Brajesh Gupta, Practicing Company Secretary, (C.P. No. 21306), as the Secretarial Auditor of the Company for the Financial Year 2024-25.

14.Appointment of M/s R J P S & Associates, (Membership No. 183225) Chartered Accountant, as the Internal Auditor of the Company to conduct internal audit for the Financial Year 2024-25.

The disclosure as per SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed as an Annexure II.

The meeting commenced at 11:30 a.m. and concluded at 04.10 p.m.

This is for your information and records.

Thanking you,

For Foce India Limited

ANKIT
PANDIT

Digitally signed by ANKIT
PANDIT
Date: 2024.09.04 16:16:28
+05'30'

Ankit Pandit

Company Secretary & Compliance Officer

ENCL: As above

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ANNEXURE I

DETAILS REQUIRED TO BE FURNISHED UNDER REGULATION 30 READ WITH PARA A (2) OF PART A OF SCHEDULE III OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-POD1/P/CIR/2023/123 DATED 13TH JULY, 2023 ISSUED THEREUNDER ARE FURNISHED BELOW

Issue of Equity Shares of the Company on Rights Issue basis

S. No.	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity Shares
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Rights Issue
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Not exceeding Rs. 49,00,00,000/- (Rupees Forty-Nine Crores only)
4	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
5	in case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
6	in case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
7	in case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
8	any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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ANNEXURE II

The details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 09th September, 2015 are given below:

A. Appointment of CS Brajesh Gupta as the Secretarial Auditor of the Company.

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of CS Brajesh Gupta, Practicing Company Secretary, (C.P. No. 21306) as the Secretarial Auditor of the Company
2.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/ re-appointment	04 th September, 2024, to conduct secretarial audit for the Financial Year 2024-2025.
3.	Brief profile (in case of appointment);	CS Brajesh Gupta is a Member of the Institute of Company Secretaries of India and is also a Commerce Graduate. He is a practicing Company Secretary having experience in the field of corporate laws, securities laws & corporate governance and regular compliances.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable.

B. Appointment of M/s. R J P S & Associates as the Internal Auditor of the Company.

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of M/s R J P S & Associates, (Membership No. 183225) as the Internal Auditor.
2.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/ re-appointment	04 th September, 2024, to conduct internal audit for the Financial Year 2024-2025.
3.	Brief profile (in case of appointment);	M/s R J P S & Associates is a firm of Chartered Accountants having knowledge in the field of accounts, finance, Auditing and taxation. They have enriched experience of more than a decade.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable.

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