



FOCE INDIA LIMITED

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

EGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA – ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF FOCE INDIA LIMITED WILL BE HELD ON THURSDAY, 30TH DAY OF JANUARY, 2025 AT 12:30 P.M AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 4, KINGSTON, SHASTRI NAGAR, LOKHANDWALA COMPLEX, ANDHERI (W), Mumbai – 400 053, TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ORDINARY RESOLUTION

1. To consider and adopt Increase in Authorised Share Capital of the Company, by passing ratification in the previous resolution passed by shareholders in AGM on 30th September, 2024.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT in supersession of all previous board/ shareholder resolution passed for increase in authorized capital of the company, pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to rectify the increase in the Authorized Share Capital of the Company from Rs. 5,52,00,000/- (Rupees Five Crore Fifty-Two Lakh Only) divided into 55,20,000 (Fifty-Five Lakh Twenty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by the creation of addition of Rs. 6,48,00,000/- (Rupees Six Crore Forty-Eight Lakh Only) divided in to 64,80,000 (Sixty-Four Lakh Eighty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

“The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Ten only) each.”
RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

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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2. To consider and Amend the Article of Association of the Company for giving power to board for capitalization of Free Reserve securities premium account and a capital redemption reserve account.

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or reenactment thereof, for the time being in force), the approval of the members of the Company be and is accorded for Alteration of Articles of Association, copy of which as placed before the meeting and duly initialed by the Chairman of the meeting for the purpose of identification, in substitution to existing set of Articles of Association.

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, **the article number 38 under CAPITALIZATION OF PROFIT, the consent of the shareholder of the company be and is here accorded to authorize the Board of Directors and give power for capitalization of profit without further shareholders’ approval, board may approve the proposal of capitalization of Profit (Free Reserves, Security Premium, capital redemption reserve account, for the purpose of issue of Bonus shares to the eligible shareholders of the company, and accordingly the bellow article no. 38 of AOA of the company substituted as follows:**

Article 38:

i The company may with the approval of Board of Directors, resolve—

a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution;

and

b. that such sum be accordingly set free for distribution in the manner specified in clause (i) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (i), either in or towards—

A. paying up any amounts for the time being unpaid on any shares held by such members respectively;

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B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

C. partly in the way specified in sub-clause (A) and partly in that specified in subclause (B);

D. securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation,

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorized to file the necessary e-Forms with the Registrar of Companies and to agree to such variations or modifications of the said alteration of the Articles of Association as may be suggested by the Registrar of Companies, also authorized to sign the amended copy of AOA to file with ROC and other authorities, while granting its approval and to do all such acts matters and things necessary to give effect to the said resolution.”

By order of the Board

For Foce India Limited

Sd/-

Ankit Pandit

Company Secretary

**Reg. Office: 4, Kingston Shastri Nagar,
Lokhandwala Complex Andheri (W)
Mumbai-400053**

Date: 26-12-2025

Place: Mumbai

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

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EXPLANATORY STATEMENT (As per Section 102 of Companies Act, 2013)

Item No # 1

The present Authorised Share Capital of the Company is Rs. 5,52,00,000/- (Five Crore Fifty-Two Lakh Only) divided into 55,20,000 (Fifty-Five Lakh Twenty Thousand Only) equity shares of Rs. 10/- (Ten only) each and Paid-up Share Capital of the Company is Rs. 4,89,29,250/- (Rupees Four Crore Eighty-Nine Lakhs Twenty-Nine Thousand only) comprising of 48,92,925 (Forty-Eight Lakh Ninety-Two Thousand Nine Hundred and Twenty-Five) Equity Shares of Rs. 10/- each.

The Board in its previous meeting held on 4th September, 2024 passed a proposal for increase in authorized capital by addition of Rs. 49 crores and also recommended to the shareholders in Annual General Meeting dated 30.09.2024 the said resolution was approved by the shareholders, however, after obtaining shareholders approval, this matter was again discussed in Board meeting dated 26.12.2024 and after due deliberation of discussion board arrive on conclusion and decided to ratify the previous resolution passed by Board and Shareholders for increase in Authorised share Capital of the company by addition of Rs. 49 Crore divided in to 4.90 crores Equity shares of Rs. 10/- each face value of the company, which is not immediately required as per the proposed fund raising plans of the company.

Further the board in its meeting held on 26.12.2024 has decided to increase Authorized Capital from Rs. 5,52,00,000/- (Five Crore Fifty-Two Lakh Only) to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakhs only) equity shares of Rs. 10/- (Ten only) each ranking pari passu with the existing Equity Shares, by passing a ratification resolution by shareholders in this Extra-Ordinary General Meeting, by supersession of previous resolution passed in this regards in the Annual General Meeting dated 30.09.2024 by Shareholders and therefore this Resolution no. 1 has been recommended to you by board for your consent and approval.

Further, by passing this resolution the Authorised Share Capital of the Company will be as follows:

Clause – V (Capital Clause of MOA)

“The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Ten only) each.”

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for ratification and in supersession of previous resolution passed, to increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

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None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Item No # 2

Alteration of Article of association:

The Board of Directors of the Company, at their meeting held on 26th December, 2024 have approved the proposal for amendment of Articles of Association (AOA) which is subject to the approval of the members as detailed in the resolution.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for alteration of Articles of Association of the Company. Hence, the Board recommends the resolution specified in point 2 of the Notice for your approval as a Special Resolution.

To implement the issue of bonus shares within 15 days from board approval and pursuant to regulation 295(1) of SEBI (Issue of Capital and disclosure requirement) ('ICDR') regulation 2018, the board recommended the resolution for shareholder approval .

By order of the Board

For Foce India Limited

Sd/-

Ankit Pandit

Company Secretary

**Reg. Office: 4, Kingston Shastri Nagar,
Lokhandwala Complex Andheri (W)
Mumbai-400053**

Date: 26-12-2025

Place: Mumbai

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IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the AGM.

4. The Register of Directors and Key Management Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.

5. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.

6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of the meeting.

8. The Company has appointed M/s. Purva Sharegistry (India) Pvt. Ltd., as its Registrars and Share Transfer Agents (RTA) for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, change of address intimation and other communication in relation thereto with respect to shares held, should be addressed to the RTA directly quoting Folio No., full name and name of the Company.

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9. Members are requested to notify immediately any change in their address to the Company.

10. SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.

11. Notice of the Extra Ordinary General Meeting along with attendance slip, proxy form is being sent to all the members whose name appears in the Register of Members as on Friday 3rd January, 2025 at the email IDs registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

12. The Notice of the Extra Ordinary General Meeting is also available on the website Company at <https://foceindia.com/>.

13. As per the Notification issued by Ministry of Corporate Affairs dated 19th March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a listed on SME platform of National Stock Exchange of India Limited (NSE). Therefore, Company is not providing e-voting facility to its shareholders.

14. The facility for voting through polling paper shall be made available to the members at the Extra-Ordinary General Meeting. Poll will be conducted under the supervision of the scrutinizer appointed for the poll. Scrutinizer’s decision on validity of the vote will be final.

15. The Chairman shall, at the meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all the members.

16. The Board of Directors of the Company has appointed Mr. Brajesh Gupta, Practicing Company Secretary (ACS: 33070; COP: 21306) as the Scrutinizer, for conducting Poll during the Extra-Ordinary General Meeting and to oversee voting process. The Scrutinizers Report shall be available at the websites of the Company and National Stock Exchange of India Limited respectively.

17. The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed.

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Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Thursday 30th January, 2025 at 12.30 p.m. at the Registered Office of the Company at 4, Kingston Shastri Nagar, Lokhandwala Complex Andheri (W) Mumbai-400053 and at any adjournment thereof:

DP-ID*	
No. of shares held	Client ID*
Member / Proxy Name (Please mention in block letters)	Member / Proxy Signature

* Applicable for Members holding Shares in electronic form.



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FORM NO MGT-11 - PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail id	
Registered Folio No.	
DP-ID	
Client ID	

I/We, being the member(s) holding equity shares of Foce India Limited hereby appoint:

Mr/Mrs/Miss_____ residing at _____ having email-id _____ as my/our proxy to vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Thursday 30th January, 2025 at 12.30 p.m. at the Registered Office of the Company at 4 Kingston Shastri Nagar, Lokhandwala Complex Andheri (W) Mumbai-400053 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No	Resolutions
1.	To consider and adopt Increase in Authorised Share Capital of the Company, by passing ratification in the previous resolution passed by shareholders in AGM on 30th September, 2024.
2	To consider and Amend the Article of Association of the Company

Signed this.....day of.....2025

Member's Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s).....

Affix
Revenue
Stamp

Notes:

- The Proxy form duly completed must be deposited at the corporate office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.

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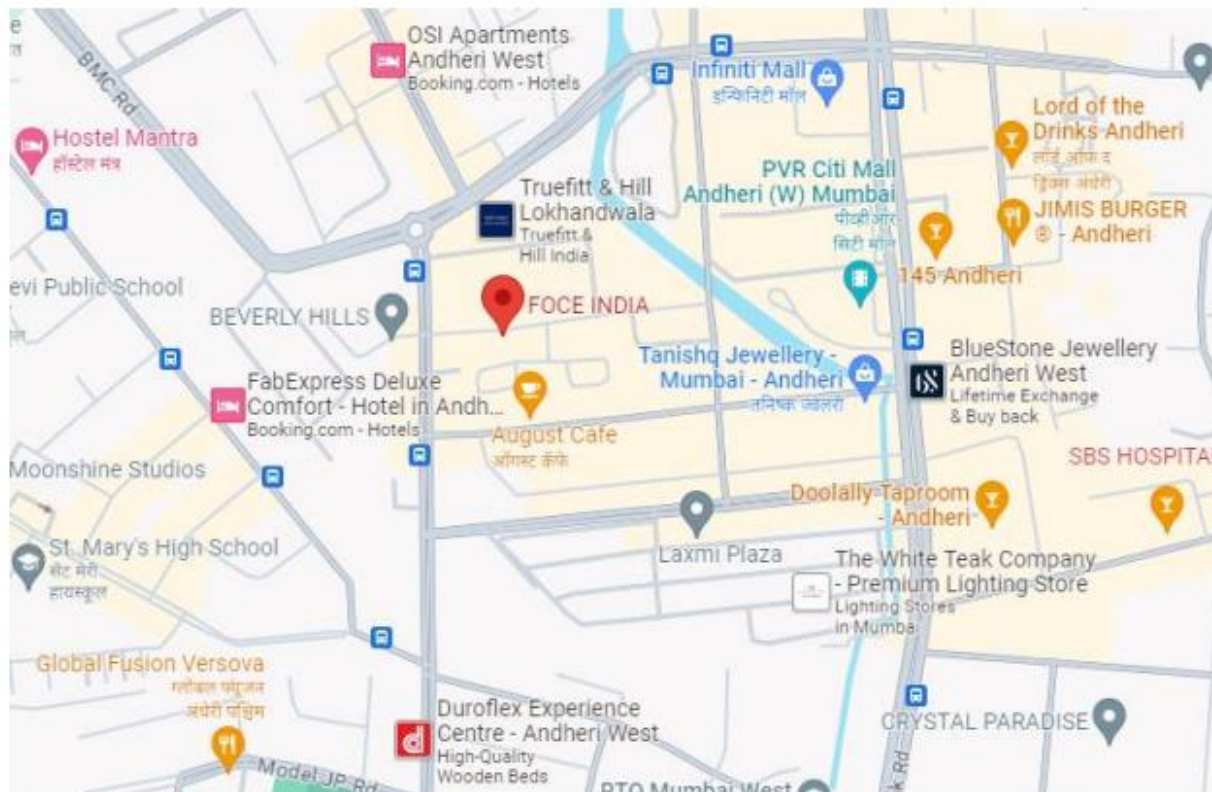
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.



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ROAD MAP TO VENUE



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