



FOCE INDIA LIMITED

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **FOCE INDIA LIMITED** will be held on Saturday, 31st January, 2026 at 01:00 P.M at the Registered Office of the Company at 4, Kingston Shastri Nagar, Lokhandwala Complex Andheri (W) Mumbai - 400053 to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO.: 1

ISSUE OF BONUS SHARES

To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 6,85,00,950/-/- (Rupees Six Crore Eighty Five Lakhs Nine Hundred and Fifty only) from and out of the Free Reserves account for the purpose of issue of bonus equity shares of **New 07 (Seven) fully paid-up equity share of Rs.10/- each for every existing 05 (Five) fully paid-up equity share of Rs.10/- each** (i.e. in the ratio of 7:5) to the shareholders of the company, whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose accordingly, and that the new bonus equity shares so issued and allotted shall be pari-passu, for all

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

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purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the Statutory Auditor's Certificate for the purpose of issuing bonus shares to the shareholders of the Company dated 07th January 2026 be and is hereby taken on record by the members.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares upon allotment shall have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company. The Bonus equity shares shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company

RESOLVED FURTHER THAT in case of fractional entitlements arising out of the issue of bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall be credited only in dematerialised form to the beneficiary accounts of the members with their respective Depository Participant(s), as prescribed by applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary proper,



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expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**By order of the Board
For Foce India Limited**

**Sd/-
Ankit Pandit
Company Secretary**

Place: Mumbai

Date: 07th January 2026

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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 EOGM.

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.

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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.

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 EGM along with attendance slip, proxy form is being sent to all the members whose name appears in the Register of Members as on 02nd, January 2026 at the e-mail 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.



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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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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the Company:

ITEM NO. 1: ISSUE OF BONUS SHARES

In appreciation of continuing support from shareholders of the Company, as recommended by the Audit Committee, the Board of Directors at its meeting held on 07th January, 2026, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of **07 (Seven) fully paid-up equity share of Rs.10/- each for every existing 05 (Five) fully paid-up equity share of Rs.10/- each** (i.e. in the ratio of 7:5) by capitalizing a sum not exceeding 6,85,00,950/- (Rupees Six Crores Eighty Five Lakhs Nine Hundred and Fifty only) out of free reserves of the Company as on 31st March, 2025 as per the Statutory Auditor's Certificate dated 07th January, 2026.

The Record Date for the aforesaid bonus issue of the Equity Shares shall be fixed by the Board of Directors accordingly and will be informed to the Exchange and Shareholders.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

After the allotment of Bonus issue the Shareholding pattern of the Company shall be as under:

Category of Investors	Pre- Bonus issue holding		Bonus Shares	Post- Bonus issue holding	
	No. of Shares	% of the Capital		No. of Shares	% of the Capital
Promoter and Promoter Group	36,02,625	73.63	5043675	8646300	73.63
Public Shareholding	12,90,300	26.37	1806420	3096720	26.37
Total	48,92,925	100.00	68,50,095	1,17,43,020	100.00

The Bonus Shares, from the date of allotment thereof, shall rank pari-passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. The respective beneficiary accounts will be credited for the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized/ electronic form, within the prescribed period accordingly on the record date which will be announced by board.

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Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Notice for approval of the Members as an Ordinary Resolution.



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Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the meeting Hall.)

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Saturday, 31st January, 2026 at 01:00 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 <i>(Please mention in block letters)</i>	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 Saturday, 31st January, 2026 at 01:00 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.	ISSUE OF BONUS equity shares of 07 (Seven) fully paid-up equity share of Rs.10/- each for every existing 05 (Five) fully paid-up equity share of Rs.10/- each (i.e. in the ratio of 7:5)

Signed this day of 2026

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.

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- 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.
- 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.



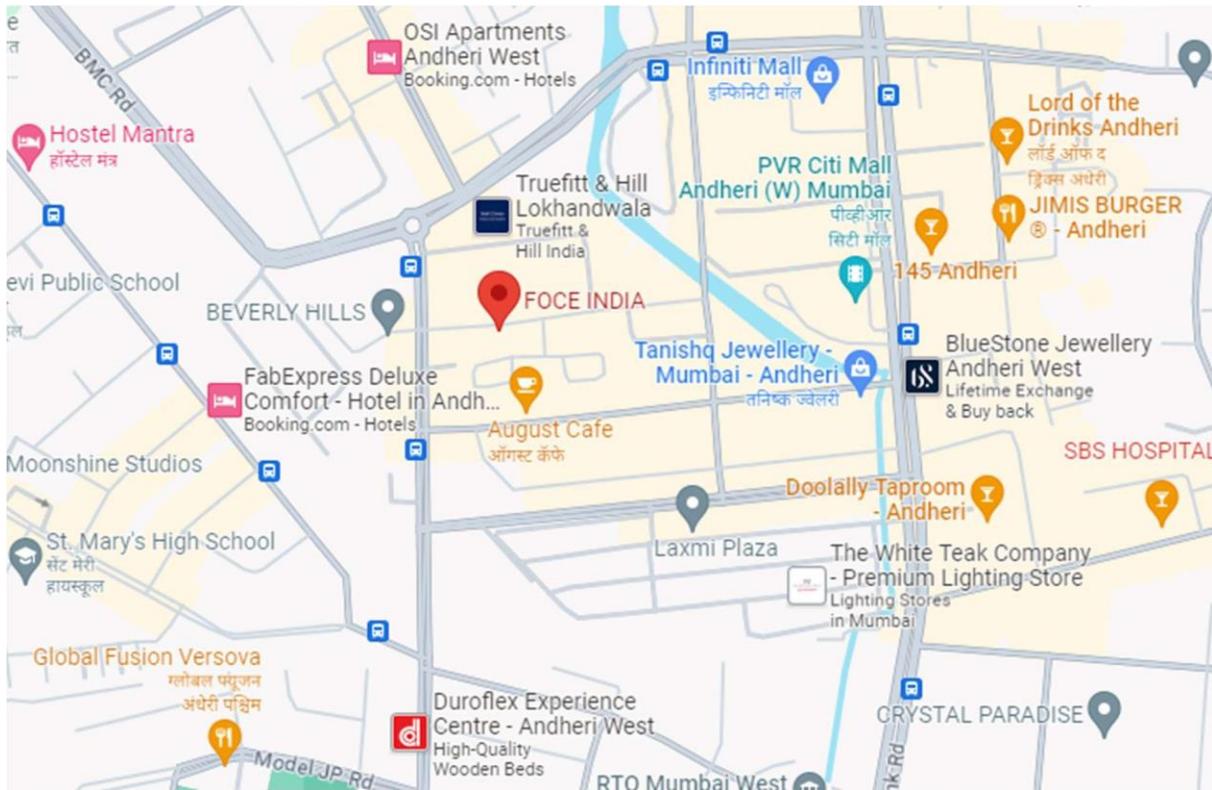
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ROAD MAP TO VENUE



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