



# FOCE INDIA LIMITED

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

CIN: L33100MH2001PLC130385

## POSTAL BALLOT NOTICE

**PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, REGULATIONS 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND GENERAL CIRCULAR NO. 10/2021 DATED JUNE 23, 2021 AND GENERAL CIRCULAR NO. 20/2021 DATED DECEMBER 8, 2021 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS ("MCA") SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND OTHER APPLICABLE LAWS, RULES AND REGULATIONS (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE).**

To,

The Members of the Company.

Notice is hereby given that pursuant to section 108 and 110 and other applicable provisions if any, of the companies Act, 2013 (hereinafter referred to as "the Act") read with Companies (Management and Administration) Rules, 2014, read with the General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2023, issued by the Ministry of Corporate Affairs ("MCA")(hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) as amended from time to time, that the resolution appended are proposed to be passed as special resolution through Postal Ballot ("only through Remote E-voting").

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reason for proposing the same is annexed for your consideration and approval.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the CA 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company, at its meeting held on 18<sup>th</sup> july, 2026 has appointed Mr. Brajesh Gupta, Practicing Company Secretary, Membership number 33070, Certificate of Practice number 21306, Proprietor of M/s. Brajesh Gupta & Co. as Scrutinizer for conducting the Postal Ballot ("only through Remote E-voting") in a fair and transparent manner.

The Scrutinizer after completion of the scrutiny will submit her report to the Chairman of the Company. Thereafter the results of the postal ballot would be announced by the Chairman or the Company Secretary of the Company on or before Thursday 20<sup>th</sup> August 2026 at the Registered office of the Company. The aforesaid result would be displayed at the Registered office of the Company, intimated to the stock exchange where the shares of the company are listed and displayed along with the scrutinizer's report on the company's website viz <https://foceindia.com/>.



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The resolution, if approved shall be deemed to have been passed on the last date specified by the Company for receipt of Votes i.e. Tuesday 18<sup>th</sup> August, 2026.

## **SPECIAL BUSINESS:**

### **Item No 1 - Migration of Listing / Trading of Equity Shares of the Company from SME Platform (Emerge) of National Stock Exchange of India Limited (NSE) to Main Board of NSE:**

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 Regulation 277 of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 as applicable, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) and subject to consent / approval of applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of Migration of Equity Shares of the Company's which are currently listed on Emerge Platform of National Stock Exchange of India Limited to Main Board of the National Stock Exchange of India Limited and upon Migration the said Equity Shares be get listed and traded on the capital segment (main Board) of NSE, from the date of approval of Migration / getting listed and admitted to be dealt on NSE main Board as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, stock exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT** the Chairman of the Company or any Director or the Company Secretary of the Company be and are hereby severally authorized to deal with Government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, and to any other authorities to apply, modify, rectify and submit any applications and / or related documents on behalf of the Company for the purpose of migration of the Company's present listing from Emerge Platform of National Stock Exchange of India Limited to the Main Board of National Stock Exchange of India Limited.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and to settle any question, difficulties or doubts that may arises in this regard and accede to such modification and alteration to aforesaid resolution as may be suggested by National Stock Exchange of India Limited (NSE) or such other authority without requiring Board to secure any further consent or approval of member of company”.

### **Item No. 2 - Direct Listing on Main Board Platform of BSE Limited (BSE).**

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 BSE norms for direct listing on main board platform of BSE Limited without IPO and subject to the applicable Laws and by-laws and rules and regulations of BSE and subject to the approval of any statutory authorities, the consent of the members of the Company be and is hereby accorded for Direct listing on Main Board of BSE Limited pursuant to migration from Emerge Platform of NSE to Main Board of NSE.



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**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of Direct listing on Main Board of BSE Limited pursuant to migration from Emerge Platform of NSE to Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and to settle any question, difficulties or doubts that may arises in this regard and accede to such modification and alteration to aforesaid resolution as may be suggested by BSE Limited (BSE) or such other authority without requiring Board to secure any further consent or approval of member of company”.

**Item No. 3 - Re-appointment of Mr. Manoj Sitaram Agarwal (DIN: 00159601) as the Managing Director of the Company for a further term of 5 (Five) consecutive years.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and on the recommendation of Nomination and Remuneration Committee the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Manoj Sitaram Agarwal as Managing Director of the Company w.e.f. 05<sup>th</sup> July, 2026 up to 04<sup>th</sup> July 2031 for a period of 5 Years and pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Manoj Sitaram Agarwal”

**RESOLVED FURTHER THAT,** in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Mr. Manoj Sitaram Agarwal (DIN: 00159601) subject to the limits as set out under provision of the Act and as may be amended from time to time;

**RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby authorised to revise from time to time during the tenure of the appointment of Mr. Manoj Sitaram Agarwal (DIN: 00159601), the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of necessary forms, including



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the filing of necessary forms and returns with the Registrar of Companies (ROC), applications, returns and documents with regulatory authorities and to sign and execute all such documents, papers and writings as may be necessary or expedient for giving effect to the aforesaid resolution relating to the re-appointment of Managing Director.”

**Item No. 4 - Regularization of Appointment of Mrs. Anita Manoj Agarwal (DIN: 00357097) as a Director (Non-Executive & Non-Independent) of the Company with effect from 27<sup>th</sup> May, 2026.**

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

“**RESOLVED THAT** pursuant to Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mrs. Anita Manoj Agarwal (DIN: 00357097), who was appointed as an Additional Director, (Non-executive and Non-Independent) of the Company by the Board of Directors under Section 161(1) of the Act in the Board Meeting held on May 27, 2026 and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member, proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company;

**RESOLVED FURTHER THAT**, Mrs. Anita Manoj Agarwal (DIN: 00357097), shall be entitled to receive sitting fees for attending the meetings of Board and its Committees within the overall limits prescribed under the Act and, as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of necessary forms, including the filing of necessary forms and returns with the Registrar of Companies (ROC), applications, returns and documents with regulatory authorities and to sign and execute all such documents, papers and writings as may be necessary or expedient for giving effect to the aforesaid resolution relating to the re-appointment of Director.”

**Item No. 5 - Re-appointment of Mrs. Abhilasha Chaudhary (DIN: 07898481) as an Independent Director of the Company for second term of 5 years.**

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 Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulations 16, 17, 25, and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended from time to time, and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (hereinafter referred to as the



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“Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mrs. Abhilasha Chaudhary (DIN: 07898481), who was appointed as an Independent Director of the Company and who holds office up to July 04, 2026, and who is eligible for reappointment and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of consecutive 5 (Five) years commencing from 05<sup>th</sup> July, 2026 to 04<sup>th</sup> July, 2031;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of necessary forms, including the filing of necessary forms and returns with the Registrar of Companies (ROC), applications, returns and documents with regulatory authorities and to sign and execute all such documents, papers and writings as may be necessary or expedient for giving effect to the aforesaid resolution relating to the re-appointment of Director.”

**Item No. 6 - Re-appointment of Mrs. Rekha Agarwal (DIN: 09178194) as an Independent Director of the Company for second term of 5 years.**

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 Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulations 16, 17, 25, and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended from time to time, and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mrs. Rekha Agarwal (DIN: 09178194), who was appointed as an Independent Director of the Company and who holds office up to 04<sup>th</sup> July, 2026, and who is eligible for reappointment and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 05<sup>th</sup> July, 2026 to 04<sup>th</sup> July, 2031;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of necessary forms, including the filing of necessary forms and returns with the Registrar of Companies (ROC), applications, returns and documents with regulatory authorities and to sign and execute all such documents, papers and writings as may be necessary or expedient for giving effect to the aforesaid resolution relating to the re-appointment of Director.”

**Item No. 7 - Re-appointment of Mr. Lalit Kumar Tapadia (DIN: 08117881) as an Independent Director of the Company for second term of 5 years.**

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



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**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulations 16, 17, 25, and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended from time to time, and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mr. Lalit Kumar Tapadia (DIN: 08117881), who was appointed as an Independent Director of the Company and who holds office up to July 04 2026, and who is eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 05<sup>th</sup> July, 2026 to 04<sup>th</sup> July, 2031;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of necessary forms, including the filing of necessary forms and returns with the Registrar of Companies (ROC), applications, returns and documents with regulatory authorities and to sign and execute all such documents, papers and writings as may be necessary or expedient for giving effect to the aforesaid resolution relating to the re-appointment of Director.”

**Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favor of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal of migration resolution no. 1 of this Notice of Postal Ballot.**

By Order of the Board of Directors

Sd/-

Manoj Sitaram Agarwal  
Managing Director  
DIN:00159601

Place: Mumbai

Date: 18<sup>th</sup> July, 2026

Notes:

1. The statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reason for the proposals is annexed herewith.
2. A copy of this Postal Ballot Notice also be available on the Company's website <https://www.eurobondacp.com/investor-relations>, website of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of Purva Sharegistry (India) Private Limited (agency for providing the Remote e-Voting facility) through <https://evoting.purvashare.com>.
3. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e., Friday 10<sup>th</sup> July 2026, only shall be entitled to avail the facility of e-voting. A person who is not member on Cut-off date should treat this notice for information purpose only.

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

**Email Id:** [office@foceindia.com](mailto:office@foceindia.com); **Phone No:** 02226349544; **Website:** [www.foceindia.com](http://www.foceindia.com)



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4. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday 10<sup>th</sup> July 2026.

5. The e-voting period begins on Monday 20<sup>th</sup> July 2026 and ends on Tuesday 18<sup>th</sup> August 2026 During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 10<sup>th</sup> July 2026 may cast their vote electronically. The e-voting module shall be disabled by PURVA e-Voting for voting thereafter.

**Some of the important details regarding the e-voting facility are provided below:**

|                                                                            |                                      |
|----------------------------------------------------------------------------|--------------------------------------|
| Cut-off date for determining the Members entitled to vote through e-voting | Friday 10 <sup>th</sup> July 2026    |
| Commencement of e-voting period                                            | Monday 20 <sup>th</sup> July 2026    |
| End of e-voting period                                                     | Tuesday 18 <sup>th</sup> August 2026 |

6. All the material documents, if any, referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Monday 20<sup>th</sup> July 2026 and ends on Tuesday 18<sup>th</sup> August 2026 basis the request being sent on [office@foceindia.com](mailto:office@foceindia.com) mentioning their name, Folio no. / Client ID and DPID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email

7. In accordance with the provisions of the MCA Circulars, Communication of the assent / dissent by Shareholders on resolutions proposed in the Notice would take place only through remote e-voting. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

8. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the evoting service facility arranged by **Purva Shareregistry (India) Private Limited**. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. The instructions for e-voting forms part of this Notice. Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining postal Ballot Notice and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided in notice.

9. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/RTA are requested to register/update their email addresses by writing to Company's Registrar and Share Transfer Agent, i.e., **Purva Shareregistry (India) Private Limited**, Unit No. 9, Ground Floor, ShivShaktiInd. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai-400011, Maharashtra, having email id [support@purvashare.com](mailto:support@purvashare.com) along with the copy of the signed request letter mentioning the name, folio no., email address and mobile no. along with self-attested copy of the PAN Card.

10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited.

11. The Board of Directors has appointed **M/s Brajesh Gupta & Co., Practicing Company Secretary (COP No.: 21306 and Membership No.: 33070)**, as the Scrutinizer for conducting the postal ballot only through

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**Email Id:** [office@foceindia.com](mailto:office@foceindia.com); **Phone No:** 02226349544; **Website:** [www.foceindia.com](http://www.foceindia.com)



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the evoting process in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose. The Scrutinizer will submit its report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman within two working days from the date of ending of e-voting and will also be displayed on the website of the Company i.e., <https://foceindia.com/announcements/> besides being communicated to the Stock Exchange i.e., NSE Limited and on e-voting facility provider etc.

12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday 18<sup>th</sup> August 2026 i.e., the last date of e-voting.
13. Resolutions passed by the Members through postal ballot are deemed to have been passed at a General Meeting of the Members, if required.
14. A member cannot exercise his vote by proxy on postal Ballot.

## THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

### PURVA e-Voting System - For Remote e-voting

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential,

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through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol> |



# FOCE INDIA LIMITED

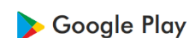
(Authorized Distributors for India of FOCE Watches)  
(Formerly known as Heighten Trading Company Private Limited)

CIN: L33100MH2001PLC130385

Individual  
Shareholders  
holding  
securities in  
demat mode with  
NSDL  
Depository

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



- 5) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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|                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type                                                         | Helpdesk details                                                                                                                                                                                                           |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                      |

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
  - 2) Click on "Shareholder/Member" module.
  - 3) Now enter your User ID:
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001\*\*\* and EVENT is 8 then user ID is 8001\*\*\*



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- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

|                                              |                                                                                                                                                                                                                                                                                                                                                                                           |
|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                              | For Shareholders holding shares in Demat Form other than individual and Physical Form                                                                                                                                                                                                                                                                                                     |
| PAN                                          | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>                |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul> |

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) Facility for Non – Individual Shareholders and Custodians – Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.



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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [office@foceindia.com](mailto:office@foceindia.com), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORY.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

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

### **Item No.1 & 2: Migration of Equity shares of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited (NSE) and Direct listing on Main Board of BSE Limited (BSE).**

As the members are aware that the Company is listed on EMERGE Platform of the National Stock Exchange of India Limited (NSE) w.e.f. December 28, 2021. The listing helped the Company in many aspects like enhanced branding, better transparency and accountability. Listing on the Main Board of NSE will enhance the participation of retail investors in large numbers and overall market capitalization of the Company may also get increased. In terms of present rules/regulations, the Equity Shares are listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 3 years from the date of listing and at similar time company by making an application for seeking to listing on Main Board of BSE Limited (BSE) under the Direct Listing when it migrating to Main Board at that stock exchange where company was originally listed. The Company is well poised to migrate to the Main Board of NSE and Direct listed on Main Board of BSE.

**Registered Office:** 4, Kingston, Shastri Nagar, Lokhandwala Complex, Andheri (W), Mumbai – 400 053  
**Email Id:** [office@foceindia.com](mailto:office@foceindia.com); **Phone No:** 02226349544; **Website:** [www.foceindia.com](http://www.foceindia.com)



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Also listing on the Main Board of NSE and BSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Moreover, trading of Equity Shares will happen for even 1 (One) Equity Share instead of present one lot size of 240 equity shares, i.e. present equity shareholders will get better leverage in trading of equity shares of the Company.

As per the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 Proposed resolution shall be acted upon if the votes casted by shareholders other than promoter in favour of the proposal amount to at least 2 times the number of votes cast by the shareholders other than promoter against the proposal.

The consent of the Shareholders is sought for the purpose of migration of the Company's present listing from EMERGE Platform to Main Board of NSE and Direct Listing on Main Board of BSE as set out in aforesaid as special resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

None of the Promoters, Directors, and Key Managerial Personnel of the Company or their respective relatives has any interest in resolution set forth in Item No.1 & 2 of this Notice except to the extent of equity shares held by them in the Company.

In light of the above Board of Directors of the Company recommended passing resolution set out in item No.1 & 2 of the Notice.

### **Item No. 3: Re-appointment of Mr. Manoj Sitaram Agarwal (DIN: 00159601) as Managing Director of the Company for a Further Term of Five (5) Consecutive Years and Approval of Remuneration:**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on May 27, 2026, approved the re-appointment of Mr. Manoj Sitaram Agarwal (DIN: 00159601) as Managing Director of the Company for a further period of five (5) consecutive years with effect from July 05, 2026 up to July 04, 2031, subject to approval of the Members.

Mr. Manoj Sitaram Agarwal is the Promoter, Chairman and Managing Director of the Company and has over two decades of rich experience in business management, strategic planning and execution. He holds a Higher Secondary degree and has been associated with various business ventures over the years. He has played a significant role in formulating business strategies, expanding operations and strengthening the overall growth trajectory of the Company. His leadership and industry experience have significantly contributed towards the development and growth of the Company.

Mr. Manoj Sitaram Agarwal is not disqualified from being re-appointed as Director or Managing Director in terms of Section 164 and other applicable provisions of the Companies Act, 2013 ("the Act"). He has given his consent to act as Managing Director and confirmed that he satisfies all conditions specified under Section 196(3) read with Part I of Schedule V of the Act.

Considering his extensive experience, leadership qualities, contribution towards growth of the Company and based on the recommendation of NRC and performance evaluation carried out by the Board, the Board considers his continued association as Managing Director to be beneficial and in the best interest of the Company.

### **The principal terms and conditions of re-appointment are as under:**

**I. Tenure of Appointment:** Five (5) years commencing from July 05, 2026 up to July 04, 2031.



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## II. Remuneration:

A. Salary (inclusive of perquisites and allowances): Up to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month.

B. Commission: Nil.

C. Perquisites and Allowances: The above remuneration shall be inclusive of perquisites, allowances and benefits including but not limited to:

1. Medical reimbursement and medical insurance for self and dependent family members;
2. Leave entitlement as per Company policy;
3. Reimbursement of travelling, boarding, lodging and other business-related expenses incurred in connection with Company business;
4. Provision of communication facilities and other expenses incurred for Company business purposes;
5. Such other benefits, amenities and facilities as may be permissible under applicable laws and Company policies.

Reimbursement of expenses incurred for Company business shall not be treated as perquisites.

## Minimum Remuneration:

Where in any financial year during the tenure of office of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to Mr. Manoj Sitaram Agarwal as minimum remuneration not exceeding the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, as amended from time to time, or such other limits as may be prescribed by the Central Government.

The remuneration proposed above is within the permissible limits specified under Schedule V based on the effective capital of the Company and therefore approval of members by way of Special Resolution is being sought.

## III. Duties and Responsibilities:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Manoj Sitaram Agarwal shall manage the affairs and business operations of the Company and exercise such powers and perform such duties as may be entrusted by the Board from time to time.

## IV. Termination:

Either party may terminate the appointment by giving three months' notice in writing or payment of salary in lieu thereof, subject to applicable provisions of law.

## V. Other Terms:

- a) Leave entitlement shall be governed by Company policies applicable to senior management personnel;
- b) No sitting fees shall be payable for attending meetings of the Board or Committees thereof;
- c) The terms and conditions may be altered, varied or modified by the Board within the limits prescribed under applicable laws.

Pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, approval of Members by way of Special Resolution is required for re-appointment and payment of remuneration to the Managing Director. Accordingly, the Board recommends passing of the Special Resolution as set out in Item No. 3 of the Notice.



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Except Mr. Manoj Sitaram Agarwal, Mr. Utkarsh Agarwal and Mrs. Anita Manoj Agarwal and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

**Item.4: Appointment of Mrs. Anita Manoj Agarwal (DIN: 00357097) as an Additional Director (Non-Executive & Non-Independent) of the Company with effect from 27th May, 2026.**

Mrs. Anita Manoj Agarwal has vast experience in the field of Management, Administration, Trading and Finance and based on the outcome of performance evaluation carried out by other Directors, NRC of the Company in its meeting held on May 27, 2026 recommended her appointment in the Board as a Non-executive Non-Independent Director. The Board of Directors, in its meeting held on May 27, 2026 have appointed her as an Additional Director (Non-executive non-independent), subject to the approval of shareholders of the Company. The Board is of the opinion that her deep understanding of the business, proven leadership will provide significant strategic value to the Company in its future journey.

The Company confirms that the proposed appointment is in accordance with the applicable provisions of the Act, and other relevant laws and regulatory requirements.

Mrs. Anita Manoj Agarwal will be entitled to sitting fees for attending the Board and Committee meetings within the overall limits prescribed under the Act, as approved by the Board from time to time and reimbursement of travel and conveyance expenses incurred for attending such meetings.

The relevant details of Mrs. Anita Manoj Agarwal as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed to the Notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of this Postal Ballot Notice for approval by the members.

Except Mrs. Anita Manoj Agarwal, Promoter and Non-Executive Non-Independent Director of the Company, being the appointee, Mr. Manoj Sitaram Agarwal, Managing Director and Promoter of the Company, being her spouse, Mr. Utkarsh Agarwal, Executive Director & CFO of the Company, being her son, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in Resolution No. 4 as set out in this Postal Ballot Notice.

**Resolution No.5: Re-appointment of Mrs. Abhilasha Chaudhary (DIN: 07898481) as an Independent Director of the Company for second term of 5 years.**

The Members of the Company at its 20<sup>th</sup> Annual General Meeting on 30th September, 2021, had approved the appointment of Mrs. Abhilasha Chaudhary (DIN: 07898481) as an Independent Director of the Company for a period of 5 (five) years with effect from 05th July, 2021. Accordingly, her first term as an Independent Director will end on 04th July, 2026. During his tenure, she has made a significant contribution to the Board and Committee deliberations. Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the performance evaluation of Mrs. Abhilasha Chaudhary (DIN: 07898481) as a member of the Board and of its Committees, taking into consideration his background, experience and contribution in the Board and Committee deliberations, the Board of Directors are of the opinion that her continued association would be beneficial to the Company. The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, at its meeting held on 27<sup>th</sup> May, 2026 has re-appointed Mrs. Abhilasha Chaudhary (DIN: 07898481) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from 05th July, 2026 to 04th July, 2031. The said re-



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appointment is subject to the approval of the Members of the Company. Further, the Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member proposing the candidature of Mrs. Abhilasha Chaudhary (DIN: 07898481) for the office of the Director:

The Company has received from Mrs. Abhilasha Chaudhary (DIN: 07898481) (i) the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mrs. Abhilasha Chaudhary (DIN: 07898481) has confirmed that she has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further Mrs. Abhilasha Chaudhary (DIN: 07898481) has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mrs. Abhilasha Chaudhary (DIN: 07898481) are provided as annexure to this Postal Ballot Notice. In the opinion of the Board, Mrs. Abhilasha Chaudhary (DIN: 07898481) is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, and is independent of the Management and promoters of the Company.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the reappointment of Mrs. Abhilasha Chaudhary (DIN: 07898481) as an Independent Director of the Company for a second term for a period of 5 (five) consecutive years commencing from 05th July, 2026 to 04th July, 2031 is being placed before the Members for their approval by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives, except Mrs. Abhilasha Chaudhary (DIN: 07898481), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.5 of the Postal Ballot Notice

The relevant details of Mrs. Abhilasha Chaudhary (DIN: 07898481) as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed to the Notice.

## **Resolution No.6: Re-appointment of Mrs. Rekha Agarwal (DIN: 09178194) as an Independent Director of the Company for second term of 5 years.**

The Members of the Company at its 20th Annual General Meeting on 30th September, 2021, had approved the appointment of Mrs. Rekha Agarwal (DIN: 09178194) as an Independent Director of the Company for a period of 5 (five) years with effect from 05th July, 2021. Accordingly, her first term as an Independent Director will end on 04th July, 2026. During his tenure, she has made a significant contribution to the Board and Committee deliberations. Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the performance evaluation of Mrs. Rekha Agarwal (DIN: 09178194) as a member of the Board and of its Committees, taking into consideration her background, experience and contribution in the Board and Committee deliberations, the Board of Directors are of the opinion that his continued association would be beneficial to the Company. The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, at its meeting held on 27<sup>th</sup> May, 2026 has re-appointed Mrs. Rekha Agarwal (DIN: 09178194) as an as an Independent Director of the Company, not liable to retire by rotation, for a



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second term of 5 (five) consecutive years effective from 05th July, 2026 to 04th July, 2031. The said re-appointment is subject to the approval of the Members of the Company. Further, the Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member proposing the candidature of Mrs. Rekha Agarwal (DIN: 09178194) for the office of the Director:

The Company has received from Mrs. Rekha Agarwal (DIN: 09178194) (i) the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mrs. Rekha Agarwal (DIN: 09178194) has confirmed that she has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further Mrs. Rekha Agarwal (DIN: 09178194) has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mrs. Rekha Agarwal (DIN: 09178194) are provided as annexure to this Postal Ballot Notice. In the opinion of the Board, Mrs. Rekha Agarwal (DIN: 09178194) is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, and is independent of the Management and promoters of the Company.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the reappointment of Mrs. Rekha Agarwal (DIN: 09178194) as an Independent Director of the Company for a second term for a period of 5 (five) consecutive years commencing from 05<sup>th</sup> July, 2026 to 04<sup>th</sup> July, 2031 is being placed before the Members for their approval by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives, except Mrs. Rekha Agarwal (DIN: 09178194), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.6 of the Postal Ballot Notice.

The relevant details of Mrs. Rekha Agarwal (DIN: 09178194) as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed to the Notice.

## **Resolution No.7: Re-appointment of Mr. Lalit Kumar Tapadia (DIN: 08117881) as an Independent Director of the Company for second term of 5 years.**

The Members of the Company at its 20<sup>th</sup> Annual General Meeting on 30<sup>th</sup> September, 2021, had approved the appointment of Mr. Lalit Kumar Tapadia (DIN: 08117881) as an Independent Director of the Company for a period of 5 (five) years with effect from 05<sup>th</sup> July, 2021. Accordingly, his first term as an Independent Director will end on 04<sup>th</sup> July, 2026. During his tenure, he has made a significant contribution to the Board and Committee deliberations. Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the performance evaluation of Mr. Lalit Kumar Tapadia (DIN: 08117881) as a member of the Board and of its Committees, taking into consideration his background, experience and contribution in the Board and Committee deliberations, the Board of Directors are of the opinion that his continued association would be beneficial to the Company. The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, at its meeting held on 27th May, 2026 has re-appointed Mr. Lalit Kumar Tapadia (DIN: 08117881) as an as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from 05<sup>th</sup> July, 2026 to 04<sup>th</sup> July, 2031. The said re-



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appointment is subject to the approval of the Members of the Company. Further, the Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member proposing the candidature of Mr. Lalit Kumar Tapadia (DIN: 08117881) for the office of the Director:

The Company has received from Mr. Lalit Kumar Tapadia (DIN: 08117881) (i) the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Lalit Kumar Tapadia (DIN: 08117881) has confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further Mr. Lalit Kumar Tapadia (DIN: 08117881) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Lalit Kumar Tapadia (DIN: 08117881) are provided as annexure to this Postal Ballot Notice. In the opinion of the Board, Mr. Lalit Kumar Tapadia (DIN: 08117881) is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, and is independent of the Management and promoters of the Company.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the reappointment of Mr. Lalit Kumar Tapadia (DIN: 08117881) as an Independent Director of the Company for a second term for a period of 5 (five) consecutive years commencing from 05th July, 2026 to 04th July, 2031 is being placed before the Members for their approval by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives, except Mr. Lalit Kumar Tapadia (DIN: 08117881), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.7 of the Postal Ballot Notice.

The relevant details of Mr. Lalit Kumar Tapadia (DIN: 08117881) as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed to the Notice.



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## DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT

[In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings]

| Name of Director                                | Mr. Manoj Sitaram Agarwal                                                                                                                                                                                                                                                                                                                                                | Mrs. Anita Manoj Agarwal                                                                                                                          | Mrs. Abhilasha Chaudhary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Mrs. Rekha Agarwal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Mr. Lalit Kumar Tapadia                                                                                                                                                                                                                                                                                                |
|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Category/Designation                            | Managing Director                                                                                                                                                                                                                                                                                                                                                        | Non-Executive & Non-Independent                                                                                                                   | Independent Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Independent Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Independent Director                                                                                                                                                                                                                                                                                                   |
| Date of Birth                                   | 14th December 1967                                                                                                                                                                                                                                                                                                                                                       | 10 <sup>th</sup> December 1970                                                                                                                    | 27th March, 1982                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 7th July, 1984                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 15th March, 1967                                                                                                                                                                                                                                                                                                       |
| Age (in years)                                  | 58 years                                                                                                                                                                                                                                                                                                                                                                 | 55 years                                                                                                                                          | 44 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 41 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 59 years                                                                                                                                                                                                                                                                                                               |
| Date of Appointment/Re-appointment on the Board | Re-Appointment w.e.f. 05 <sup>th</sup> July 2026                                                                                                                                                                                                                                                                                                                         | Appointment w.e.f. 05 <sup>th</sup> July 2026                                                                                                     | Re-Appointment w.e.f. 05 <sup>th</sup> July 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Re-Appointment w.e.f. 05 <sup>th</sup> July 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Re-Appointment w.e.f. 05 <sup>th</sup> July 2026                                                                                                                                                                                                                                                                       |
| Qualification                                   | Higher Secondary degree                                                                                                                                                                                                                                                                                                                                                  | Bachelor of Commerce                                                                                                                              | Master degree in Commerce (Finance) and is an Member of Institute of Company Secretaries of India (ICSI)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Member of Institute of Company Secretaries of India (ICSI)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Chartered Accountant (Member of Institute of Institute of Chartered Accountant Of India)                                                                                                                                                                                                                               |
| Profile                                         | Mr. Manoj Sitaram Agarwal hold Higher Secondary degree and has 26 experience in the field of Management, Administration, Trading and Finance. He has been director of various companies since more than 2 decades and was solely responsible for frame strategies of the business and implementation therein and also engaged in interact with customers of the company. | Mrs. Anita Manoj Agarwal hold Bachelor of Commerce degree and has vast experience in the field of Management, Administration, Trading and Finance | Mrs. Abhilasha Chaudhary holds a Master degree in Commerce (Finance) and is an Associate member of Institute of Company Secretaries of India (ICSI). She is proficient in the field of Company Law, SEBI (LODR) Regulations and SEBI (ICDR) Regulations etc., she has a rich experience of more than 9 years in the listed Companies in the department of Secretarial Compliance, and she also worked with Infosys Limited.<br><br>She is Designated Partner of Wisdom professional Compliance Services LLP. With her well versed knowledge in Accountancy, Companies Act, SEBI Regulations, | Mrs. Rekha Agarwal is a Company Secretary by profession and has an immense knowledge and experience of more than 10 years in dealing with matters relating to Company Law, SEBI (LODR) Regulations, Merger and Acquisitions and Listing and Capital Market Regulations. She is a successful strategy maker and a performer who can manage risk easily with her continuous support in gaining independent judgement to bear the Board deliberations. With her well versed knowledge in Companies Act, SEBI Regulations, corporate matters, she is accomplished to understand corporate related issues and to make decisions and interpret results. | Mr. Lalit Kumar Tapadia is a Chartered Accountant and has good knowledge in area of Accounts, Investment, Management and Finance. He has a good knowledge in Management and Finance and he also possesses great decision-making skills and has the ability of formulating ideas that can help the organization to grow |



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|                                                                                                                   |                                                                                                                         |                                                                                                              |                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                  |                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
|                                                                                                                   |                                                                                                                         |                                                                                                              | corporate matters, she is accomplished to understand corporate related issues and to make decisions and interpret results.                                                                                                                                             |                                                                                                                                                                                                                                                  |                                                                                                       |
| <b>Expertise in specific functional area</b>                                                                      | Mr. Manoj has 26 experience in the field of Management, Administration, Trading and Finance.                            | Mrs. Anita Manoj Agarwal has vast experience in the field of Management, Administration, Trading and Finance | She is proficient in the field of Company Law, SEBI (LODR) Regulations and SEBI (ICDR) Regulations etc., she has a rich experience of more than 9 years in the listed Companies in the department of Secretarial Compliance, and she also worked with Infosys Limited. | Mrs. Rekha Agarwal has experience of more than 10 years in dealing with matters relating to Company Law, SEBI (LODR) Regulations, Merger and Acquisitions and Listing and Capital Market Regulations.                                            | Mr. Lalit Kumar has good knowledge in area of Accounts, Investment, Management and Finance, Taxation. |
| <b>Directorship held in other Companies</b>                                                                       | 9(Nine)                                                                                                                 | 3 (Three)                                                                                                    | 1 (One)                                                                                                                                                                                                                                                                | 3(Three)                                                                                                                                                                                                                                         | 1 (One)                                                                                               |
| <b>Chairman / Member of the Committees of the Board of Directors of other Companies in which he is a Director</b> | NIL                                                                                                                     | NIL                                                                                                          | NIL                                                                                                                                                                                                                                                                    | 1. Panorama Studios International Ltd- Chairperson-Audit Committee, Nomination and remuneration committee, Stakeholders Relationship Committee.<br><br>2. Panorama Studios International Ltd- Member - Corporate Social Responsibility Committee | NIL                                                                                                   |
| <b>Shareholding in the Company (including shareholding as a beneficial owner)</b>                                 | 67,02,060 number of equity shares representing 57.07                                                                    | 16,80,000 number of equity shares representing 14.31%                                                        | NIL                                                                                                                                                                                                                                                                    | NIL                                                                                                                                                                                                                                              | NIL                                                                                                   |
| <b>Inter-se Relationships between Directors and Key Managerial Personnel</b>                                      | Mr Manoj Kumar Agarwal is husband of Mrs Anita Manoj Agarwal (NED). Father of Utkarsh Agarwal Executive Director & CFO. | Mrs Anita Manoj Agarwal. is wife of Mr. Manoj Kumar Agarwal and Mother of Utkarsh Agarwal.                   | None                                                                                                                                                                                                                                                                   | None                                                                                                                                                                                                                                             | None                                                                                                  |



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|                                   |                                          |                                          |                                          |                                          |                                          |
|-----------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|
| Justification for the appointment | As referred in the explanatory statement | As referred in the explanatory statement | As referred in the explanatory statement | As referred in the explanatory statement | As referred in the explanatory statement |
|-----------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|

**By Order of the Board of Directors**

**Sd/-**  
**Manoj Sitaram Agarwal**  
**Managing Director**  
**DIN:00159601**

Place: Mumbai  
Date: 18<sup>th</sup> July, 2026