



FOCE INDIA LIMITED

ANNUAL REPORT 2022-23

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COMPANY INFORMATION

Board of Directors

Mr. Manoj Sitaram Agarwal	Managing Director
Mr. Utkarsh Agarwal	Executive Director
Mr. Lalit Kumar Tapadia	Non-Executive Independent Director
Mrs. Abhilasha Chaudhary	Non-Executive Independent Director
Mrs. Rekha Agarwal	Non-Executive Independent Director

Key Managerial Personnel

Mr. Umar Abdul Aziz Seliya	Chief Financial Officer
Ms. Kuntal Devi Sharma (resigned w.e.f. 30 th November, 2022)	Company Secretary
Mr. Ankit Devendra Pandit (appointed w.e.f. 01 st December, 2022)	Company Secretary

COMPANY INFORMATION

Audit Committee

Mr. Lalit Kumar Tapadia	Chairman
Mrs. Rekha Agarwal	Member
Mrs. Abhilasha Chaudhary	Member

Nomination and Remuneration Committee

Mr. Lalit Kumar Tapadia	Chairman
Mrs. Rekha Agarwal	Member
Mrs. Abhilasha Chaudhary	Member

Stakeholder's Relationship Committee

Mr. Lalit Kumar Tapadia	Chairman
Mrs. Rekha Agarwal	Member
Mrs. Abhilasha Chaudhary	Member

Corporate Social Responsibility Committee

Mr. Lalit Kumar Tapadia	Chairman
Mr. Manoj Sitaram Agarwal	Member
Mr. Utkarsh Agarwal	Member

COMPANY INFORMATION

Statutory Auditors

SDG & Co,
Chartered Accountants

Address: 912, Corporate Annexe,
Sonawala Road, Near Udyog Bhawan,
Goregaon East, Mumbai – 400063

E-mail ID: prof.sdgandco@gmail.com

Website: www.sdgco.in

Secretarial Auditors

Mr. Brajesh Gupta
Practicing Company Secretary

Address: I-74, LIG Colony, Indore -452007

Email-id: brajesh.cs19@gmail.com

Internal Auditors

M/s. Chaturvedi Tarun & Company
Chartered Accountants

Address: Flat No. 201, Poonam Square,
Poonam Garden, Mira Road (East), Thane
– 401107

COMPANY INFORMATION

<u>Website:</u>	https://foceindia.com/
<u>Listing:</u>	SME Portal (Emerge) of NSE
<u>Symbol:</u>	FOCE
<u>Contact Details:</u>	Email ID: office@foceindia.com Phone No: 02226349544
<u>Registered Address:-</u>	4, Kingston Shastri Nagar, Lokhandwala Complex, Andheri (West), Mumbai-400053
<u>Registrar & Share Transfer Agent:-</u>	Purva Sharegistry (India) Pvt Ltd Address: Unit No. 9, Ground Floor, ShivShaktiInd. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 Email: support@purvashare.com Phone: 02223016761



FOCE INDIA LIMITED
(Authorized Distributors for India of FOCE Watches)
(Formerly known as Heighten Trading Company Private Limited)
CIN : U33100MH2001PLC130385

NOTICE

NOTICE is hereby given that 22nd Annual General Meeting (“AGM”) of the Members of M/s Foce India Limited will be held on Saturday, 30th September, 2023 at 12.30 p.m. at the Registered Office of the Company at 4, Kingston Shastri Nagar, Lokhandwala Complex Andheri (W) Mumbai-400053 to transact the following businesses:

ORDINARY BUSINESSES:

Item No. 1 - Adoption of Audited Financial Statements:

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2023 together with the reports of Board of Directors and the Auditors’ thereon.

Item No. 2 - Re-appointment of a Director:

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

**By order of the Board
For Foce India Limited
Sd/-
Ankit Pandit
Company Secretary**

Place: Mumbai

Date: 5th September, 2023

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

IMPORTANT NOTES:

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

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

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the AGM.
4. The Register of Directors and Key Management Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of the meeting.
8. The Company has appointed **M/s. Purva Sharegistry (India) Pvt. Ltd.**, as its Registrars and Share Transfer Agents (RTA) for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, change of address intimation and other communication in relation thereto with respect to shares held, should be addressed to the RTA directly quoting Folio No., full name and name of the Company.

9. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 24th September, 2023 to Saturday, 30th September, 2023 (both days inclusive).
10. Members are requested to notify immediately any change in their address to the Company.
11. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.
12. Notice of the AGM along with attendance slip, proxy form and Annual Report is being sent to all the members whose name appears in the Register of Members as on 01st September, 2023 at the e-mail IDs registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
13. The Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2022-23 is also available on the website Company at <https://foceindia.com/>.
14. Information of Director proposed to be re-appointed at the ensuing Annual General Meeting as required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings is provided in the annexure to this Notice.
15. As per the Notification issued by Ministry of Corporate Affairs dated 19th March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a listed on SME platform of National Stock Exchange of India Limited (NSE). Therefore, Company is not providing e-voting facility to its shareholders.
16. The facility for voting through polling paper shall be made available to the members at the Annual General Meeting. Poll will be conducted under the supervision of the scrutinizer appointed for the poll. Scrutinizer's decision on validity of the vote will be final.
17. The Chairman shall, at the meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all the members.

18. The Board of Directors of the Company has appointed Mr. Brajesh Gupta, Practicing Company Secretary (ACS: 33070; COP: 21306) as the Scrutinizer, for conducting Poll during the Annual General Meeting and to oversee voting process. The Scrutinizers Report shall be available at the websites of the Company and National Stock Exchange of India Limited respectively.
19. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

ANNEXURE TO THE NOTICE

Details of Director seeking reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Utkarsh Agarwal
DIN	08021945
Date of birth	26.08.1998
Age	25 years
Nationality	Indian
Date of first appointment on the board	21.04.2021
Qualification	He has a Bachelor's Degree in Business Administration, NMIMS University.
Experience in functional area	He is a team player and a great contributor having ability to manage multiple priorities at one time. He also has expertise in Finance and Business Management having in-depth market analytical skills
Relationship with other Directors	Son of Mr. Manoj Sitaram Agarwal, Managing Director
Shareholding in the Company	100 shares
List of directorship held in other Listed Companies	Nil
Committee membership in other Listed Companies	Nil
Remuneration last drawn by such person, if any	Nil
Remuneration proposed to be paid	As may be mutually decided between the Board of Directors and maximum limit as permissible under Companies Act, 2013
Number of Meetings of the Board attended during the year	6
Names of the Listed entities from which the Director has resigned in past 3 years	Nil

Attendance Slip

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

I hereby record my presence at the 22nd Annual General Meeting of the Company being held on Saturday, 30th September, 2023 at 12.30 p.m. at the Registered Office of the Company at 4, Kingston Shastri Nagar, Lokhandwala Complex Andheri (W) Mumbai-400053 and at any adjournment thereof.

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

* Applicable for Members holding Shares in electronic form.

FORM NO MGT-11 - PROXY FORM

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

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

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

Mr/Mrs/Miss_____residing at _____having email-id _____as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Saturday, 30th September, 2023 at 12.30 p.m. at the Registered Office of the Company at 4 Kingston Shastri Nagar, Lokhandwala Complex Andheri (W) Mumbai-400053 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolutions
1.	To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2023 and the Report of the Directors and Auditors thereon.
2.	To appoint a director in place of Mr. Utkarsh Agarwal (DIN: 08021945), who retires by rotation and being eligible, offers himself for re-appointment.

Signed this.....day of.....2023

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

Affix Revenue Stamp

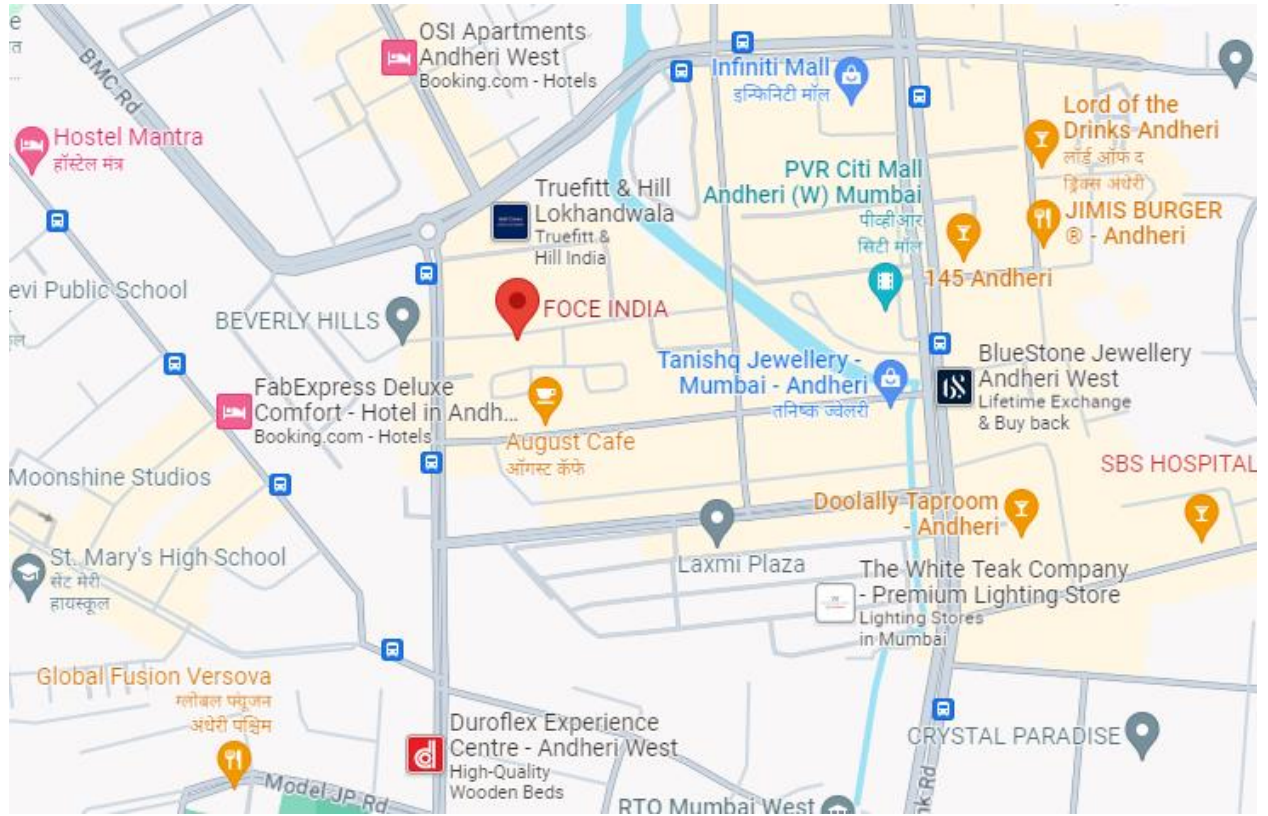
Signature of Shareholder(s).....

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

Notes:

- The Proxy form duly completed must be deposited at the corporate office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.

ROAD MAP TO VENUE





FOCE INDIA LIMITED

(Authorized Distributors for India of FOCE Watches)
(Formerly known as Heighten Trading Company Private Limited)
CIN : U33100MH2001PLC130385

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2023.

FINANCIAL PERFORMANCE OF THE COMPANY:

(Amount in Lakhs)

Particulars	Standalone		Consolidated	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Revenue from Operations	1,454.88	14,897.96	5,770.76	18,705.93
Other Income	6.87	16.79	8.01	16.79
(a) Total Revenue	1,461.75	14,914.75	5,778.77	18,722.72
Less : Administrative & Other Expenses				
Purchase of Stock in Trade	1,199.36	14,184.73	4,270.20	18,324.86
Changes in inventories of finished goods, work-in-progress and stock-in-trade	35.95	14.99	131.68	(1,021.83)
Depreciation & Amortization	5.63	3.36	32.40	13.23
Employee Benefit Expenses	46.81	33.11	65.15	44.34
Finance Expenses	43.02	-	-	-
Other expenses	102.74	166.09	229.65	214.74
(b) Total Expense	1,433.51	14,402.29	4,729.08	17,575.34
(c) Profit / (Loss) before Tax (a-b)	28.24	512.46	1,049.69	1,147.38
Less: Tax Expense				

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Current Tax	10.24	129.19	202.73	241.30
Deferred Tax	(0.43)	(1.90)	(3.24)	(1.73)
Profit After Tax	18.43	385.17	850.19	907.80
Basic Earnings Per Share	0.38	9.08	17.38	21.85
Diluted Earnings Per Share	0.38	9.08	17.38	21.85

FINANCIAL HIGHLIGHTS

The Company's total Revenue (Standalone) for F.Y 2022-23 was Rs. 1,461.75 lakhs as compared with Rs. 14,914.75 lakhs during the previous year and net profit after tax of Rs. 18.43 lakhs compared with Rs. 385.17 lakhs during the last year.

The Company's total Revenue (Consolidated) for F.Y 2022-23 was Rs. 5,778.77 lakhs as compared with Rs. 18,722.72 lakhs during the previous year and net profit after tax of Rs. 850.19 lakhs compared with Rs. 907.80 lakhs during the last year.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the business of the Company during the year under review.

DIVIDEND/ TRANSFER TO RESERVES:

The Directors do not recommend any dividend for financial year ended 31st March, 2023 to conserve the resources.

Also, there has been no transfer to general reserves and the Company would like to retain its profit this year to strengthen its business.

ANNUAL RETURN:

In accordance with Section 92(3) and 134(3)(a) of the Companies Act, 2013 (hereinafter referred to as "Act") read with the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31st March, 2023 is available on the Company's website <https://foceindia.com/>

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SHARE CAPITAL:

Authorized Share Capital:

The Authorized Share Capital of the Company is Rs. 5,52,00,000/- (Rupees Five Crores Fifty Two Lakhs Only) divided into 55,20,000 (Fifty Five Lakhs Twenty Thousand) equity shares of Rs. 10/- (Rupees Ten) each as on 31st March, 2023.

Issued, Subscribed and Paid Up Share Capital:

The issued, subscribed and paid-up share capital of the Company is Rs. 4,89,29,250/- (Rupees Four Crores Eighty Nine Lakhs Twenty Nine Thousand Two Hundred and Fifty Only) divided into 48,92,925 (Forty Eight Lakhs Ninety Two Thousand Nine Hundred Twenty Five) equity shares of Rs. 10/- (Rupees Ten Only) each, as on 31st March, 2023.

MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

A detailed report on Management Discussion and Analysis (MDA) Report is included in this Report as **Annexure - 1**.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

Dates for Board Meetings are well decided in advance and communicated to the Board and the intervening gap between the meetings was within the period prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”). The Agenda and explanatory notes are sent to the Board in advance. The Board periodically reviews compliance reports of all laws applicable to the Company.

During the year, 6 (Six) Board Meetings were held on following dates.

Sr. No.	Date of Board Meeting	No. of Directors eligible to attend meeting	No. of Directors attended the meeting
1	28.05.2022	5	5
2	05.09.2022	5	5
3	14.11.2022	5	5

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4	01.12.2022	5	5
5	06.03.2023	5	5
6	27.03.2023	5	5

BOARD COMMITTEES

In compliance with the requirements of applicable laws and as part of best governance practices, the Company has constituted following Committees of the Board.

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

Audit Committee:

Your Company has constituted an Audit Committee as per the applicable provisions of the Act and Listing Regulations. All members of the Audit Committee possess strong knowledge of accounting and financial management.

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The composition of the Audit Committee is in conformity with the provisions of Section 177 of the Act and Regulation 18 of Listing Regulations. The composition of Audit Committee is as mentioned below:

Name	Nature	Designation
Mr. Lalit Kumar Tapadia	Chairman	Non-Executive Independent Director
Mrs. Rekha Agarwal	Member	Non-Executive Independent Director
Mrs. Abhilasha Chaudhary	Member	Non-Executive Independent Director

Further, during the financial year ended on 31st March, 2023, all the recommendations / suggestions made by Audit Committee have been noted & implemented by the board.

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During the financial year ended on 31st March 2023, 5 (Five) meetings of the Audit Committee were held on following dates:

Sr. No.	Date of Board Meeting	No. of Directors eligible to attend meeting	No. of Directors attended the meeting
1	28.05.2022	3	3
2	05.09.2022	3	3
3	14.11.2022	3	3
4	01.12.2022	3	3
5	06.03.2023	3	3

Nomination and Remuneration Committee:

Your Company has constituted a Nomination & Remuneration Committee (hereinafter referred to as “NRC”) to lay down norms for determination of remuneration of the executive as well as non-executive directors and executives at all levels of the Company. The NRC has been assigned to approve and settle the remuneration package with optimum blending of monetary and non- monetary outlay.

The composition of the NRC is in conformity with the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations. The composition of NRC is as mentioned below:

Name	Nature	Designation
Mr. Lalit Kumar Tapadia	Chairman	Non-Executive Independent Director
Mrs. Rekha Agarwal	Member	Non-Executive Independent Director
Mrs. Abhilasha Chaudhary	Member	Non-Executive Independent Director

During the financial year ended on 31st March 2023, 1 (One) meeting of the Nomination & Remuneration committee was held on 01st December, 2022 which were attended by all the members of the committee.

Stakeholder’s Relationship Committee:

The Stakeholders Relationship Committee (hereinafter referred to as “SRC”) is constituted by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Act and Regulation 20 of Listing Regulations.

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The composition of SRC is as mentioned below:

Name	Nature	Designation
Mr. Lalit Kumar Tapadia	Chairman	Non-Executive Independent Director
Mrs. Rekha Agarwal	Member	Non-Executive Independent Director
Mrs. Abhilasha Chaudhary	Member	Non-Executive Independent Director

During the financial year ended on 31st March 2023, 4 (Four) meeting of the SRC were held on following dates:

Sr. No.	Date of Board Meeting	No. of Directors eligible to attend meeting	No. of Directors attended the meeting
1	28.05.2022	3	3
2	05.09.2022	3	3
3	14.11.2022	3	3
4	06.03.2023	3	3

Corporate Social Responsibility Committee:

During the year under review, Corporate Social Responsibility Committee (hereinafter referred to as “CSR Committee”) is constituted by the Board of Directors of the Company in accordance with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The composition of CSR Committee is as mentioned below:

Name	Nature	Designation
Mr. Lalit Kumar Tapadia	Chairman	Non-Executive Independent Director
Mr. Manoj Sitaram Agarwal	Member	Managing Director
Mr. Utkarsh Agarwal	Member	Executive Director

During the financial year ended on 31st March 2023, 1 (One) meeting of the CSR Committee was held on 27th March, 2023.

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NOMINATION AND REMUNERATION POLICY:

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. In terms of Listing Regulations and Act, the Company has in place Nomination & Remuneration Policy.

The said Policy of the Company, inter alia, provides that the NRC shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of directors and other matters as provided under sub-section (3) of Section 178 of the Act. The Policy also lays down broad guidelines for evaluation of performance of the Board as a whole, Committees of the Board, individual Directors including the chairperson and the Independent Directors.

The aforesaid Nomination and Remuneration Policy has been uploaded on the website of your Company <https://foceindia.com/policies/>

DISCLOSURE OF RELATED PARTY TRANSACTION:

All contracts/arrangements/transactions entered by the Company during the Financial Year with related parties were on an arm's length basis and were in the ordinary course of business. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company's materiality of related party transactions which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15 of SEBI (LODR) Regulations, 2015, the compliance with the corporate governance provisions as specified in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation(2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015, shall not apply, in respect of the listed entity having paid up equity

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share capital not exceeding rupees ten crore and networth not exceeding rupees twenty five crore, as on the last day of the previous financial year. Thus, due to non-applicability, a separate report of Corporate Governance providing the disclosures as required under para C of Schedule V has not be provided in this Annual report.

CORPORATE SOCIAL RESPONSIBILITY:

The CSR Report as per Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and amendments thereto, is attached as **Annexure - 2** to this Report.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices, the website link is available at <https://foceindia.com/policies/familiarization-program-for-independent-directors/>

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

All Independent Directors have given declarations that they comply with the criteria of Independence as laid down under Section 149(6) of the Act and as per Listing Regulations.

In the opinion of the Board, all independent directors appointed during the year under review possess strong sense of integrity and having requisite experience, qualification and expertise.

ANNUAL EVALUATION:

Pursuant to the provisions of the Act and the Listing Regulations, a structured questionnaire was prepared for evaluating the performance of Board, its Committees and Individual Directors including Independent Directors. The questionnaires were prepared after taking into consideration the various facets related to working of Board, its Committee and roles and responsibilities of Directors. The Board and the NRC reviewed the performance of the individual Directors including Independent Directors on the basis of the criteria and framework adopted by the Board. Further, the performance of Board as a whole and committees were

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evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria. The Board of Directors expressed their satisfaction with the evaluation process.

In a separate meeting of Independent Directors held on 06th March, 2023, performance of Non-Independent Directors, performance of Board as a whole and performance of the Chairman was evaluated.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the Provisions of Section 203 of the Act and in terms of the Articles of Association of the Company, following changes occurred in composition of Key Managerial Personnel during the Financial Year:

Name of Director / KMP	Designation	Appointment/ Resignation	Date of Appointment / Cessation / Change in Designation
Ms. Kuntal Devi Sharma	Company Secretary	Resignation	30.11.2022
Mr. Ankit Devendra Pandit	Company Secretary	Appointment	01.12.2022

STATUTORY AUDITORS:

The Members at the Annual General Meeting held on 30th September, 2021, have appointed M/s S.D.G. & Co., Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of 20th Annual General Meeting till the conclusion of 25th Annual General Meeting to be held in the year 2026 on payment of such remuneration as may be mutually agreed between them and the Board of Directors.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors of the Company in their report for the financial year ended 31st March, 2023. Further, no frauds have been reported by the Auditors to the Audit Committee or the Board under Section 143 (12) of the Act.

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SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Act read with corresponding Rules framed thereunder, Mr. Brajesh Gupta, Practicing Company Secretary, was appointed as Secretarial Auditors of the Company for conducting the Secretarial Audit for the financial year 2022-23.

The Secretarial audit report does not contain any qualifications, reservations, or adverse remarks or disclaimer. The said report is attached to this report as **Annexure - 3**. No fraud have been reported by the auditors.

INTERNAL AUDITORS:

M/s. Chaturvedi Tarun & Company, Chartered Accountants, were appointed as Internal Auditors of the Company for the financial year 2022-23. They have submitted a report based on the internal audit conducted during the period under review.

The report does not contain any qualifications, reservations, or adverse remarks or disclaimer. No fraud have been reported by the auditors.

DISCLOSURE UNDER SCHEDULE V(F) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Your Company does not have any unclaimed shares issued in physical form pursuant to public issue/Right issue.

DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company has two Subsidiary Companies i.e., FO Industries Private Limited and Focce Realty Solutions Private Limited. The Company doesn't have any Joint venture or Associate Company during the period under review. The statement showing salient features of both subsidiaries shall be attached in form AOC-1 as **Annexure - 4**.

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PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of transactions undertaken by the Company during the Financial Year which are covered under the provisions of Section 186 of the Act and Rules thereto have been disclosed in the Notes to Accounts of Financial Statements forming part of this Annual Report.

DEPOSITS:

The Company has not accepted any deposits during the year under review. As per Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014 the Company has accepted loan from Director and details of the loan has been disclosed under Related Party Transaction.

MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT:

Pursuant to further acquisition of 10,000 equity shares of M/s. Foce Realty Solutions Private Limited by the Company in accordance with the approval of the Audit Committee and Board of Directors at their meeting held on 01st December, 2022, M/s. Foce Realty Solutions Private Limited has now become a wholly-owned subsidiary of the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

No order, whether significant and/or material has been passed by any regulators, courts, tribunals impacting the going concern status and Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The provisions of Section 134(3)(m) of the Act regarding the conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable to the Company considering the nature of activities undertaken by the company during the year under review.



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STATEMENT PURSUANT TO SECTION 197(12) OF ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in this Report as **Annexure - 5** which forms part of this Report.

None of the employees draw remuneration which is in excess of the limits as prescribed under the said rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, thus the statement pursuant to Section 197(12) of the Act read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.

NON APPLICABILITY OF THE INDIAN ACCOUNTING STANDARDS:

As per Provisio to Rule 4(1) of the Companies (Indian Accounting Standards) Rules, 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f. 1st April, 2017.

As your Company is also listed on SME Platform of NSE Limited, it is covered under the exempted category and is not required to comply with IND-AS for preparation of financial statements.

DETAILS OF ESTABLISHMENT OF WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES:

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the persons covered under the policy including Directors and employees are free to report misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the

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interest of the Company is affected. The reportable matters may be disclosed to the vigilance officer who operates under the supervision of the Audit Committee. Persons covered under the Policy may also report to the Chairman of the Audit Committee.

During the year under review, no employee was denied access to the Chairman of the Audit Committee. No complaints were received under Vigil Mechanism & Whistle Blower Policy during the financial year 2022-23.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company is committed to provide a safe and conducive work environment to its employees. There exist at the group level an Internal Complaints Committee ('ICC') constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The group is strongly opposed to sexual harassment and employees are made aware about the consequences of such acts and about the constitution of ICC.

During the year under review, no complaints were filed with the Committee under the provisions of the said Act in relation to the workplace/s of the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Act, the Board hereby submits its responsibility Statement: –

- a) In the preparation of the Annual Accounts, the applicable Accounting standards had been followed along with proper explanation relating to material departures;

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- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) Internal Financial Control means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on Board meetings and Annual General Meetings.

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

MAINTENANCE OF COST RECORDS

The provisions relating to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Act, were not applicable to the Company up to 31st March, 2023 and accordingly such accounts and records were not required to be maintained.

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RISK MANAGEMENT

The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The Board identifies the key risks for the Company, develops and implements the risk mitigation plan, reviews and monitors the risks and corresponding mitigation plans on a regular basis and prioritizes the risks, if required, depending upon the effect on the business/reputation.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading as amended from time to time with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

INSOLVENCY AND BANKRUPTCY CODE 2016

No application under the Insolvency and Bankruptcy Code, 2016 has been made during the financial year by the Company or any other person and no application or proceeding under the Insolvency and Bankruptcy Code, 2016 is pending as at the end of the financial year.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the year under review, there were no transactions or events with respect to the one-time settlement with any bank or financial institution; hence no disclosure or reporting is required.



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TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Act do not apply as there was no dividend declared and paid last year.

OTHER DISCLOSURE REQUIREMENTS:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- The disclosures and reporting with respect to issue of equity shares with differential rights as to dividend, voting or otherwise is not applicable as the Company has not issued any such shares during the reporting period.
- The disclosures and reporting on issue of shares (including sweat equity shares and Issue of Shares under Employees Stock Option Scheme) to employees of the Company under any scheme are not applicable as the Company has not issued any such shares during the reporting period.

ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of
M/s Foce India Limited

Place: Mumbai
Date: 5th September, 2023

Sd/-
Manoj Agarwal
Managing Director
DIN: 00159601

Sd/-
Utkarsh Agarwal
Director
DIN:08021945

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Annexure - 1

MANAGEMENTS DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

India entered FY2023 amidst uncertain macroeconomic environment. The threat posed by the Omicron coronavirus subtype quickly subsided but at the same time geopolitical conflicts arose between Russia and Ukraine. In addition to that, China's decision to continue lockdown in its cities due to the increasing number of Covid cases had a detrimental impact on the global supply chain. This led to significant increase in oil and food prices which in turn lead to rise in inflation across the global economies.

India's GDP experienced double-digit growth of 13.1% in Q1FY2023 partially due to the base effect. However, growth slowed down in Q2FY2023 and Q3FY2023, reaching 6.2% and 4.5% respectively, due to high inflation and weakening demand. In Q4FY2023, growth bounced back to 6.1%, pushing the overall growth rate to 7.2% for FY2023. India continues to be one of the fastest growing major economies globally in FY2023.

The financial year 2022-23 has been a good year for the overall watch industry where the industry recovered well from the impact of COVID-19 and low consumer demand. The consumer returned back to the retail markets and the increasing demand was visible across the channels.

The overall watch market size is expected to grow well with the increasing share of fashion and luxury segment. The smart wearable product market is growing at an exponential rate. The E-commerce channel is expected to have a larger pie in the overall channel build-up.

OPPORTUNITIES AND CHALLENGES

The Indian watch industry has strong growth potential which is substantiated by the following factors:

1. The macro-economic factors including growth outlook of Indian economy, inflation coming under control, government's boost for increasing demand and per capita income, Indian demography, urbanization, and increasing fashion spends of Indian population, are all assuring long term growth of the country. This will boost overall consumer demand and specifically demand for more discretionary goods including watches.
2. Traditional analogue watch segment has ample room to grow as majority of the Indian consumers still like to wear them compared with smart wearables.

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3. New age digital sales channels such as e-commerce, online and omni channels are growing the overall watch market size exponentially.
4. With the innovative marketing and consumer engagement initiatives, smart wearables, watches and bands have been growing at an exponential pace and are expected to further grow at a fast pace and will increase the overall size of watch market.

THREATS

- Execution risk
- Short term economic slowdown impacting investor sentiments and business activities
- Slowdown in global liquidity flows
- Increased intensity of competition from local and global players

RISKS AND CONCERNS

The financial market industry is mainly dependent on economic growth of country and financial market is also further affected by number of issues arising out of International policies of foreign government as well any change in international business environment. The industrial growth is very sensitive which is dependent on many factors which may be social, financial, economic or political and also natural climatic conditions in the country.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Interest rate risk
- Legal & regulatory risk
- Economic and Political risks

OUTLOOK

"Foce India Limited", formerly known as Heighten Trading Company Private Limited has been at the forefront of Indian Horology Industry for the last three decades. Started as a small retail shop in 1980's in Mumbai, the company today manufactures and imports wrist watches under various brand names and has become one of the front runners in the mid-range segment with distribution of many retail stores across the country with an imposing list clientele in corporate segment.

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The Company expects to grow the sales of premium and luxury watches in the top Indian cities and also to establish physical stores in high-growth Indian cities. The Company's leadership and management team helps them make informed judgments on significant challenges and sustain business growth. Over the years, it has expanded its market presence, driving revenues and profitability consistently.

DETAILS OF SIGNIFICANT KEY FINANCIAL RATIOS:

Ratios	2022-23	2021-22
Debtors Turnover	3.43	8.27
Inventory Turnover	6.98	63.66
Interest Coverage Ratio	-	-
Current Ratio	26.76	14.38
Debt Equity Ratio	-	-
Return on Equity	0.53	11.08
Net Profit	1.27	2.59

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains adequate and effective Internal Control Systems commensurate with its size and complexity. It believes that these systems provide, among other things, a reasonable assurance that transactions are executed with management authorization. It also ensures that they are recorded in all material respect to permit preparation of financial statements in conformity with established accounting principles. An independent Internal Audit function is an important element of Company's Internal Control System. This is supplemented through an extensive internal audit programme and periodic review by the management and the Audit Committee of Board.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory requirements for environment protection and conservation of natural resources to the extent possible.

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RISK MANAGEMENT

Risk is an integral part of the business process. To enhance the risk management process, the company has mapped the risks. Risk arising in achieving business objectives are identified and prioritized. Risk mitigation plans are established and executed as and when need arises. Periodical reviews are carried out to assess the risk levels.

HUMAN RESOURCES

Human resources development, in all its aspect like training in safety and social values is under constant focus of the management. Relations between management and the employees at all levels remained healthy and cordial throughout the year. The management and employees are dedicated to achieve the corporate objective and the targets set before the Company.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations, or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include finished goods prices, raw materials costs and availability, global and domestic demand supply conditions, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future based on subsequent developments, information, or events.

**For and on behalf of the Board
M/s Foce India Limited**

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

**Sd/-
Utkarsh Agarwal
Director
DIN: 08021945**

**Date: 5th, September, 2023
Place: Mumbai**

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Annexure - 2

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR ENDED 31ST MARCH, 2023

(Amount in Lakhs)

1. Brief outline on CSR Policy of the Company: The main objectives are to promote, carry out, support activities relating to education, healthcare, welfare of children, women, senior citizens, and differently abled persons; and any other activities covered in Schedule VII to the Companies Act, 2013, as amended from time to time.

2. Composition of CSR Committee:

Name	Nature	Designation
Mr. Lalit Kumar Tapadia	Chairman	Non-Executive Independent Director
Mr. Manoj Sitaram Agarwal	Member	Managing Director
Mr. Utkarsh Agarwal	Member	Executive Director

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:
<https://foceindia.com/pages/policies/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a)	Average net profit of the company as per sub-section (5) of section 135.	Rs. 332.37/-
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135.	Rs. 6.64/-
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial year	Not Applicable
(d)	Amount required to be set-off for the financial year, if any.	Not Applicable
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	Rs. 6.64/-

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6. (a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	Rs. 6.68/-			
(b)	Amount spent in Administrative overheads	Not Applicable			
(c)	Amount spent on Impact Assessment, if applicable.	Not Applicable			
(d)	Total amount spent for the Financial Year I(a)+(b)+(c)	Rs. 6.68/-			
(e)	CSR amount spent or unspent for the Financial Year:				
Total Amount Spent for the Financial Year 2022-23 (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 6.68/-	-	-	-	-	-
(f)	Excess amount for set off, if any:	Not Applicable			

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Not Applicable

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

For and on behalf of
M/s FO Industries Private Limited

Place: Mumbai
Date: 05th September, 2023

Sd/-
Manoj Sitaram Agarwal
Managing Director
DIN: 00159601

Sd/-
Lalit Kumar Tapadia
Director
DIN: 08117881

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Annexure - 3
Form No. MR-3
Secretarial Audit Report

(For the Financial year ended 31st March, 2023)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Foce India Limited
4 Kingston Shastri, Nagar lokhandwala Complex,
Andheri West Mumbai-400053

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of **Foce India Limited (CIN: U33100MH2001PLC130385)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by The Company for the period ended on 31st March, 2023 according to the provisions of (to the extent applicable to the company):

- a) The Companies Act, 2013 (the Act) and the Rules made thereunder as amended;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 2018- **Not applicable**
 - e. The Securities and Exchange Board of India Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999 - **Not applicable;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not applicable**
 - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable;**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not Applicable;**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable**
- f) The Secretarial Standards issued by the Institute of Company Secretaries of India.

The compliance by the Company of the applicable financial laws, like Direct and Indirect Tax laws, has not been reviewed in this audit since the same have been subject to review by Statutory Auditors and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. All the business activities undertaken by the Company were authorized under Clause III (i.e. Objects Clause) of the Memorandum of Association of the Company.

The Company has duly complied with the requirements of Structured Digital Database under Regulations 3(5) & 3(6) of SEBI (Prohibition of Insider Trading), Regulations, 2015 during the financial year under review.

The Company has maintained all registers and records as are required to maintain under the Applicable Laws.

The Company has filed all applicable forms, returns, disclosures etc. pursuant to the provision of the Applicable Laws.

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

The Company did not enter into any material transaction with any related party that required approval of the shareholders under the provisions of the Applicable Laws. There is policy placed on company's website regarding the transaction with related parties.

As on 31st March, 2023 there are no pending investors complaints.

I report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period, the Company has not undertaken any specific events / actions that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

For Brajesh Gupta & Co
Practicing Company Secretary

Sd/-
CS Brajesh Gupta
Practicing Company Secretary
Mem No. 33070 (A)
CP No: 21306
UDIN: A033070E000932430

Place: Mumbai
Date: 04/09/2023

Annexure 'A'

To,
The Members,
Foce India Limited
4 Kingston Shastri, Nagar lokhandwala Complex,
Andheri West Mumbai-400053

My Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit;
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion;
3. I have not verified the correctness and appropriateness of financial records and books of account of the Company;
4. Wherever required, I have obtained Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards etc. is the responsibility of management. My examination was limited to the verification of procedures on test basis;
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Brajesh Gupta & Co
Practicing Company Secretary

Sd/-
CS Brajesh Gupta
Practicing Company Secretary
Mem No. 33070 (A)
CP No: 21306
UDIN: A033070E000932430

Place: Mumbai
Date: 04/09/2023

Annexure - 4

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amount in Rs. In Lakhs)

1	S/N	1	2
2	Name of the Subsidiary	FO Industries Pvt Ltd	Foce Realty Solutions Pvt Ltd
3	The date since when subsidiary was acquired/incorporated	06.04.2021	12.11.2021
4	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
5	Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR	INR
6	Share capital	50.00	151.00
7	Reserves & surplus	1,238.98	109.28
8	Total assets	2,951.96	5,688.71
9	Total Liabilities	1,662.98	5,428.43
10	Investments	63.25	5,589.32
11	Turnover	4,290.98	178.77
12	Profit/ loss before tax	850.60	170.85
13	Provision for taxation	147.54	42.14
14	Profit/ Loss after tax	703.06	128.71
15	Proposed Dividend	-	-
16	Extent of shareholding (in percentage)	100.00	100.00

Notes:

- Names of subsidiaries which are yet to commence operations: None
- Names of subsidiaries which have been liquidated or sold during the year.: None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S/N	Name of associates/Joint Ventures	
1	Latest audited Balance Sheet Date	
2	Date on which the Associate or Joint Venture was associated or acquired	
3	Shares of Associate/Joint Ventures held by the company on the year end	
a	No. of Shares	
b	Amount of Investment in Associates/Joint Venture	Not Applicable
c	Extend of Holding%	
4	Description of how there is significant influence	
5	Reason why the associate/joint venture is not consolidated	
6	Net worth attributable to shareholding as per latest audited Balance Sheet	
7	Profit/Loss for the year	
a	Considered in Consolidation	
b	Not Considered in Consolidation	

Notes:

- Names of associates/Joint Ventures which are yet to commence operations: None
- Names of associates/ Joint Ventures which have been liquidated or sold during the year.: None

For and on Behalf of the Board

Sd/-
Manoj Agarwal
Managing Director
DIN: 00159601

Sd/-
Utkarsh Agarwal
Director
DIN: 08021945

Sd/-
Ankit Pandit
Company Secretary

Sd/-
Umar Abdul Aziz Seliya
Chief Financial Officer



FOCE INDIA LIMITED

(Authorized Distributors for India of FOCE Watches)
(Formerly known as Heighten Trading Company Private Limited)
CIN : U33100MH2001PLC130385

Annexure - 5

PARTICULARS OF EMPLOYEES

The information required pursuant to section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given hereunder:

- a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year are given hereunder:**
- Since the Directors did not receive any remuneration except sitting fees for attending Board/ Committee meetings, the required details are not applicable.
- b) **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year are given hereunder:**
- Mr. Umar Abdul Aziz Seliya (CFO): 50%
- c) **The percentage of increase in the median remuneration of employees in the financial year:**
- Nil.
- d) **The number of permanent employees on the role of company as on 31st March, 2023:**
- 8 (including Executive directors).
- e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase in salaries of employees other than managerial personnel during 2022-23	50%
The percentage increase in the Managerial Remuneration	NIL



FOCE INDIA LIMITED

(Authorized Distributors for India of FOCE Watches)
(Formerly known as Heighten Trading Company Private Limited)
CIN : U33100MH2001PLC130385

f) **Affirmation that the remuneration is as per the remuneration policy of the company:**

The Board of Directors of the Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**For and on behalf of
M/s Foce India Limited**

**Place: Mumbai
Date: 05th September, 2023**

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

**Sd/-
Utkarsh Agarwal
Director
DIN: 08021945**



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INDEPENDENT AUDITOR'S REPORT

To the Members of Foce India Limited
(Formerly known as HEIGHTEN TRADING COMPANY PRIVATE LIMITED)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **FOCE INDIA LIMITED (Formerly known as HEIGHTEN TRADING COMPANY PRIVATE LIMITED)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2023, its profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Nil



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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

912, Corporate Annexe, Sonawala Road, Near Udyog Bhawan, Goregaon East, Mumbai – 400063
Landline. No.: +91 22 26856461; **E-mail ID:** prof.sdgandco@gmail.com; **Website:** www.sdgco.in



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Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
 - e) on the basis of the written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure - B**"; and



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- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - III. There were no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - IV. (a) The management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of their knowledge and belief, no funds have been received by the Company from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under g (iv) (a) and(b) above, contain any material misstatement.



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- V. The Company has not declared nor proposed or paid any dividend during the year and, therefore, compliance under section 123 of the Companies Act, 2013 is not applicable to the Company.
- VI. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 is currently not applicable.

For SDG & Co
Chartered Accountants
Firm Registration No.: 137864W

Sd/-
Ajay S. Yadav
Partner
Membership No.: 170602
UDIN: 23170602BGVQGK1734
Place: - Mumbai
Date: - 30/05/2023



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Annexure - A to the Independent Auditor's Report

(Referred to in paragraph-1 on Other Legal and Regulatory Requirements of our Report of even date to the members of Foce India Limited on the Financial Statements of the Company for the year ended 31st March, 2023)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) (I) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(II) According to the information and explanation provided to us the Company does not have any intangible assets and hence clause for maintaining proper records showing full particulars of intangible assets is not applicable to the company.
- (b) According to the information and explanation provided to us, The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us, the company does not have any immovable property as on reporting date, hence the clause i(c) of the report is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class



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of inventory were not noticed on such verification.

(b) The company has not been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;

(iii) During the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

(a) during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity

Amount in 'Lakhs'

To whom	The aggregate Amount During the Year	Balance outstanding at the balance sheet date
FO Industries Pvt. Ltd. (Wholly Owned Subsidiary Company)	2,884.68	(920.50)
FC Realty Solution Pvt. Ltd. (Wholly Owned Subsidiary Company)	5,417.50	5,239.08
Om Siddhi venture	200.00	100.00
Total	8,502.18	4,418.59

(b) According to the information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

(c) Schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;

(d) According to the information and explanation given to us, no amount is overdue in these respect;

(e) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;



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- (f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:

Amount in 'Lakhs'

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans – Repayable on demand (A)	-	-	-
Agreement does not specify any terms or period of repayment (B)	8,502.18	-	8,302.19
Total (A+B)	8,502.18		8,302.19/-
Percentage (%) of loans advances in nature of loans to the total loans	100 %	-	97.65 %

- (iv) According to the information and explanation given to us, the company has complied with requirements of section 185 and 186 in respect of loans, investments, guarantees or security made by it during the year under audit;
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) The dues outstanding in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues on account of any dispute, are as follows:



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Amount in 'Lakhs'

Sr. No.	Name of Statute	Nature of the Dues	Forum where dispute is Pending	Amount	Period to which the amount relates (F.Y.)	Nature of Liability
1	Income Tax Act, 1961	Penalty	Income Tax Officers	Not yet Determined	2009-10	Disputed Liabilities
2	Central Sales Tax Act, 1956	Sales Tax/VAT	Joint Commissioner of Sales Tax	Rs. 10.26	2013-14	Disputed Liabilities

(viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

- (ix)
- a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
 - b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) In our opinion and according to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix) (c) of the Order is not applicable to the Company.
 - d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone¹ financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
 - e) According to the information explanation given to us and on an overall examination of the standalone¹ financial statements of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.



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- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associate companies.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- (xi) (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;
- (xii) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company;
- (xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.



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- (xiv) (a) According to the information and explanations given to us, the company does have an internal audit system, and the provision of section 138 is applicable to the company. The company is having proper internal check and internal control system in a place which is commensurate with the size and nature of its business;
- (b) We have considered internal audit reports issued by internal auditors during our audit. As per the report the company is having proper internal check and internal control system in a place which is commensurate with the size and nature of its business.
- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;
- (xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.



SDG & CO

Chartered Accountants

- (xx) The provisions of section 135 of the Companies Act is applicable to the company and the company has incurred CSR expenditure of Rs. 6.69 Lakhs i.e. 2 % of Average net profit of the company earned during the preceding 3Years and there is no unspent or shortfall of the CSR amount/expenditure to be spent at the end of the year.
- (xxi) There have been no qualifications or adverse remarks in the audit reports issued by the auditors of FO Industries Pvt. Ltd. (Wholly owned Subsidiary of Foce India Ltd.) and FC Realty Solution Pvt Ltd (Wholly owned Subsidiary Subsidiary of Foce India Ltd.). Accordingly, no comment has been included in respect of said clause under this report.

For SDG & Co
Chartered Accountants
Firm Registration No.: 137864W

Sd/-
Ajay S. Yadav
Partner
Membership No.: 170602
UDIN: 23170602BGVQGK1734
Place: - Mumbai
Date: - 30/05/2023



SDG & CO

Chartered Accountants

Annexure - B to the Independent Auditor's Report

(Referred to in paragraph 2(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of Foce India Limited on the Financial Statements for the year ended 31st March, 2023)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("The Act")

We have audited the internal financial controls over financial reporting of Foce India Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



SDG & CO

Chartered Accountants

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SDG & Co
Chartered Accountants
Firm Registration No.: 137864W

Sd/-
Ajay S. Yadav
Partner
Membership No.: 170602
UDIN: 23170602BGVQGK1734
Place: - Mumbai
Date: - 30/05/2023

912, Corporate Annexe, Sonawala Road, Near Udyog Bhawan, Goregaon East, Mumbai – 400063
Landline. No.: +91 22 26856461; E-mail ID: prof.sdgandco@gmail.com; Website: www.sdgco.in

Foce India Limited

CIN: U33100MH2001PLC130385

(Formerly known as Heighten Trading Company Pvt. Ltd.)

4,Kingston,Shastri Nagar, Lokhandwala Complex, Andheri(W), Mumbai : 400053

Balance Sheet as at 31st March,2023

Amount in 'Lakhs'

Particulars	Note No.	Year ended 31 March, 2023	Year ended 31 March, 2022
		Rs.	Rs.
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	489.29	489.29
(b) Reserves and surplus	3	3,008.80	2,986.84
		3,498.09	3,476.13
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax Liabilities		-	-
4 Current liabilities			
(a) Short-term borrowings	4	2,637.80	129.19
(b) Trade payables			
- total outstanding dues of micro enterprises and small enterprises;		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	5	138.88	166.13
(c) Other current liabilities	6	85.70	14.98
(d) Short Term Provisions	7	5.45	2.74
		2,867.83	313.05
TOTAL		6,365.92	3,789.18
II ASSETS			
1 Non-current assets			
(a) Property, plant & equipment And Intangible Assets			
(i) Property, plant & equipment	8	8.77	13.79
(b) Non-Currenet Investment	9	201.00	1,098.61
(c) Other Non Current Assets	10	0.42	32.14
(d) Deferred Tax Assets		1.39	0.96
		211.58	1,145.50
2 Current assets			
(a) Inventories	11	190.57	226.52
(b) Trade receivables	12	466.77	381.76
(c) Cash and cash equivalents	13	51.11	25.48
(d) Short-term loans and advances	14	5,339.08	1,900.36
(e) Other current assets	15	106.80	109.56
		6,154.33	2,643.68
TOTAL		6,365.92	3,789.18

See accompanying notes forming part of the financial statements (1 - 23)

In terms of our report attached.

For SDG & Co.

Chartered Accountants

Firm Registration No.137864W

Sd/-
Ajay S Yadav

Partner

M.No.170602

UDIN: 23170602BGVQGK1734

Place : Mumbai

Date : 30/05/2023

For and on behalf of the Board of Directors

Sd/-
Manoj Agarwal
Managing Director
DIN: 00159601

Sd/-
Ankit Devendra Pandit
Company Secretary
Place : Mumbai
Date : 30/05/2023

Sd/-
Utkarsh Agarwal
Director
DIN: 08021945

Sd/-
Umar Abdul Aziz Seliya
Chief Financial Officer
Place : Mumbai
Date : 30/05/2023

(Formerly known as Heighten Trading Company Pvt. Ltd.)
4,Kingston,Shastri Nagar, Lokhandwala Complex, Andheri(W), Mumbai : 400053

Statement of Profit and Loss for the year ended 31st March, 2023

Amount in 'Lakhs'

Particulars		Notes	Year ended	Year ended
			31 March, 2023	31 March, 2022
			Rs.	Rs
A	CONTINUING OPERATIONS			
1	Revenue from operations	16	1,454.88	14,897.96
	Other Income	17	6.87	16.79
2	Total Income		1,461.75	14,914.75
3	Expenses			
	(a) Purchases of stock-in-trade	18	1,199.36	14,184.73
	(b) Changes in inventories of stock-in-trade	19	35.95	14.99
	(c) Employee benefits expense	20	46.81	33.11
	(d) Depreciation and amortisation expense	8	5.63	3.36
	(e) Finance expenses	21	43.02	-
	(f) Other expenses	22	102.74	166.09
	Total expenses		1,433.51	14,402.29
4	Profit / (Loss) before extraordinary items and tax		28.24	512.46
5	Extraordinary items		-	-
6	Profit / (Loss) before tax		28.24	512.46
7	Tax expense:			
	(a) Current tax		10.24	129.19
	(b) Deferred tax		-0.43	-1.90
			9.81	127.29
8	Profit / (Loss) for the year		18.43	385.17
9	Earnings per share (Rs.10/- each) (Refer Note 22)			
	(a) Basic		0.38	9.08
	(b) Diluted		0.38	9.08

See accompanying notes forming part of the financial statements (1 - 23)

In terms of our report attached.

For SDG & Co.

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration No.137864W

Sd/-
Ajay S Yadav

Sd/-
Manoj Agarwal
Managing Director
DIN: 00159601

Sd/-
Utkarsh Agarwal
Director
DIN: 08021945

Partner
M.No.170602
UDIN: 23170602BGVQGK1734

Sd/-
Ankit Devendra Pandit
Company Secretary
Place : Mumbai
Date : 30/05/2023

Sd/-
Umar Abdul Aziz Seliya
Chief Financial Officer
Place : Mumbai
Date : 30/05/2023

Place : Mumbai
Date : 30/05/2023

Foce India Limited
CIN: U33100MH2001PLC130385
(Formerly known as Heighten Trading Company Pvt. Ltd.)
4,Kingston,Shastri Nagar, Lokhandwala Complex, Andheri(W), Mumbai : 400053
Balance Sheet as at 31st March,2023

Amount in 'Lakhs'

Particulars	For the year ended 31 March, 2023		For the year ended 31 March, 2022	
	Rs	Rs	Rs	Rs
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		18.42		512.46
Adjustments for:				
Depreciation and amortisation	5.63		3.36	
(Profit) / loss on sale / write off of assets	-		-	
Finance costs	-		-	
Interest & other income	(6.86)		(16.78)	
Dividend income	-		-	
Other non-cash charges	-	(1.23)	-	(13.42)
Operating profit / (loss) before working capital changes		17.19		499.04
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	35.94		14.98	
Trade receivables	(85.00)		2,838.16	
Short-term loans and advances	(3,438.72)		(1,899.42)	
Other current assets	6.29		(78.31)	
Adjustments for increase / (decrease) in operating liabilities:				
Short Term borrowings	2,508.61		129.19	
Trade payables	(27.25)		(2,508.12)	
Other current liabilities	70.71		9.55	
Short term provisions	2.70	(926.72)	0.78	(1,493.19)
		(909.53)		(994.15)
Cash flow from extraordinary items		-		-
Cash generated from operations		(909.53)		(994.15)
Net income tax (paid) / refunds		10.24		129.18
Net cash flow from / (used in) operating activities (A)		(919.77)		(1,123.33)
B. Cash flow from investing activities				
Purchase of Non-current investment	897.61		(1,098.61)	
Capital expenditure on fixed assets, including capital advances	(0.61)		(11.25)	
Interest received & Capital Gain	6.86	903.86	16.78	(1,093.08)
Cash flow from extraordinary items		-		-
		903.86		(1,093.08)
Net income tax (paid) / refunds		-		-
Net cash flow from / (used in) investing activities (B)		903.86		(1,093.08)
C. Cash flow from financing activities				
Share application money & shares issued & security Premium	-		-	
Proceeds from issue of Shares	-		90.00	
Proceeds from Securities Premium on issue of Shares	-		1,935.00	
Long term loans & advance	31.71		(32.07)	
long-term borrowings	-		129.19	
		31.71		2,122.12
Cash flow from extraordinary items		-		-
Net cash flow from / (used in) financing activities (C)		31.71		2,122.12
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		15.80		(94.29)
Cash and cash equivalents at the beginning of the year		25.48		248.97
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
Cash and cash equivalents at the end of the year		41.28		154.68
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet		51.11		25.48
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i>		-		-
Net Cash and cash equivalents		51.11		25.48
Add: Current investments considered as part of Cash and cash equivalents		-		-
Cash and cash equivalents at the end of the year *		51.11		25.48
* Comprises:				
(a) Cash on hand		11.49		0.96
(b) Balances with banks		39.62		24.52
		51.11		25.48

In terms of our report attached.

For SDG & Co.

Chartered Accountants

Firm Registration No.137864W

Sd/-

Ajay S Yadav

Partner

M.No.170602

UDIN: 23170602BGVQGK1734

Place : Mumbai

Date : 30/05/2023

For and on behalf of the Board of Directors

Sd/-

Manoj Agarwal

Managing Director

DIN: 00159601

Sd/-

Ankit Devendra Pandit

Company Secretary

Place : Mumbai

Date : 30/05/2023

Sd/-

Utkarsh Agarwal

Director

DIN: 08021945

Sd/-

Umar Abdul Aziz Seliya

Chief Financial Officer

Place : Mumbai

Date : 30/05/2023

Notes forming part of financial statements for the year ended 31st March, 2023

1. SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE FINANCIAL STATEMENTS

A.BACKGROUND

Force India Limited formally known as Heighten Trading Company Private Limited is a limited company domiciled in India and incorporated on 10th January, 2001 under the Companies Act as Heighten Trading Company Private Limited as a Private Limited Company, having Company Incorporation No. (CIN) U33100MH2001PLC130385. Subsequently name of the company changed to Force India Limited. The company converted into the Limited company and a fresh certificate of incorporation consequent upon conversion to Public Limited Company has been issued on 15th Day of June, 2021.

The company is primarily engaged in the business of trading in wrist watches and Man's accessories.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. **BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

The accounting principles and policies, recognized as appropriate for the measurement and reporting of the financial performance and financial position on **accrual basis** except as otherwise disclosed, using **historical costs** (i.e. not taking into account changing money values impact of inflation) are applied in the preparation of the financial statements and those which are considered materials to the affairs are suitably disclosed. The financial statements are in accordance with the requirements of the companies Act, 2013.

2. **USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements, and the reported amount of revenue and expenses during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognized prospectively in current and future periods.

3. **CURRENT/NON CURRENT CLASSIFICATIONS**

The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current. An asset is classified as current when it satisfies any of the following criteria:

- a) It is expected to be realized in, or is intended for sale or consumption in, the entity's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within twelve months after the balance sheet date; or
- d) It is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- a) It is expected to be settled in, the entity's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within twelve months after the balance sheet date; or
- d) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

4. INVENTORIES

Companies measures its inventories at lower of the cost or net realizable value. Stock in trade computed on the basis of cost of purchases (exclusive of taxes), and other cost incurred for bringing the inventories to the present location and condition.

5. CASH & CASH EQUIVALENTS

Cash comprises Cash on hand and Demand Deposits with Banks. Cash equivalent are short-term balances (with an original maturity of three month or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

6. PROPERTY, PLANT AND EQUIPMENT & INTANGIBLES

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition/construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects/expansion of existing projects, expenditure incurred during construction /preoperative period including interest and finance charge on specific/general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective; on completion of construction/erection of the capital project/fixed assets.

Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

7. DEPRECIATION ON TANGIBLE FIXED ASSETS

The company depreciates Property, Plant and Equipment on Written down value method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition/deletion from fixed assets made during the period is provided on Pro-rata basis from or up to the date of such addition/deletion as the case may be.

8. REVENUE RECOGNITION

Sales of goods:

Revenue is recognized to the extent that it is probable to the economic benefits will flow to the Company and revenue can be reliably measured at the fair value of consideration received or receivable, as reflected in relevant documents taking into account contractually defined terms of payments and excluding Taxes and Duties. Sales are recognized on Net, Return or Trade discounts, on transfer of significant risks and rewards of ownership to the buyers which generally coincides with the delivery of goods to the customers.

Other Income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under head "other income" in the statement of profit and loss.

9. BORROWING COST

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Other borrowing costs are charged to statement of profit and loss as and when incurred.

10. ACCOUNTING TAXES ON INCOME

Tax Expenses for the year, i.e. Current tax is included in determining the net profit for the year. A provision is made for the Current tax-liability computed in accordance with relevant tax rates and tax laws.

11. DEFERRED TAX-ASSET/LIABILITY

As per the Prudence concept, Deferred Tax Assets are recognized and carried forward only to the extent that there is reasonable certainty of their realization. However considering past record of the company and by making realistic estimates of profit for the future, its prudence we are not recognizing differed Assets as on date. However, the same will be recognized as and when there is realistic estimates of the Profits.

12. IMPAIRMENT OF ASSETS

In accordance with AS 28 on 'Impairment of assets' as prescribed in the Companies (Accounting Standards) Rules, 2006, the Company assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset.

The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life.

An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the statement of profit and loss or against revaluation surplus, where applicable. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciated historical cost.

13. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss. However, during the current year, Company does not have any current investments.

14. EMPLOYEE BENEFITS

Short - term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related services is rendered.

Post - employment and other long term employee benefits are recognized as an expense in the profit & loss account of the year in which the liabilities are crystalized.

15. FOREIGN CURRENCY TRANSLATION

Initial recognition:

Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

16. SEGMENT ACCOUNTING

(i) Business Segment:

The Company operates in one Business Segment only and hence no separate information for business segment wise disclosure is required.

(ii) Geographical Segment:

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

17. EARNINGS PER SHARE:

Basic earnings per share are computed by dividing the net profit for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

18. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing

cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

19. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

20. ADDITIONAL REGULATORY INFORMATION

S.R. No.	Particulars	31 st March, 2023	31 st March, 2022	% Change in Ratio	Reason for changes (If Changes >25 %)
1	Debt Equity Ratio (In times) (Debt is exclusive of Current Liabilities)	-	-	-	
2	Debt Service Coverage Ratio (In times)	-	-	-	-
3	Current Ratio (In times)	26.76	14.38	86.07%	The Current Ratio of the Company has improvised due increase in Current Asset of the Company and the CA increases due to increase in Short Term Loans & Advances.
4	Trade Receivable Turnover Ratio (In Times)	3.43	8.27	(58.55) %	The Change in ratio is because of the decrease in turnover and an increase in the trade receivables as compared to the previous year.

5	Inventory Turnover Ratio	6.98	63.66	(89.04) %	The Inventory turnover ratio has decreased because of the decrease in the turnover, However the ratio is well within the ideal range i.e. (5 to 10).
6	Trade Payable Turnover Ratio	7.86	9.99	(21.26) %	NA
7	Net Profit Margin (In %)	1.27	2.59	(51.01) %	The Net profit margin ratio is decreased because of the decrease in the net profit and the turnover of the company.
8	Net Capital Turnover Ratio	0.42	4.29	(90.30) %	The ratio is changed because of the substantial decrease in the turnover of the company as compared to previous year.
9	Return on Equity Ratio (In %)	0.53	11.08	(95.25) %	The ratio is changed due to a decrease in the net profit of the company and increase in Net worth of the Company.
10	Return on Capital Employed Ratio	0.46	14.21	(96.76) %	The ratio is changed due to a decrease in the net profit of the company and increase in Net worth of the Company.
11	Return on Investment Ratio	0.53	11.08	(95.25) %	The ratio is changed due to a decrease in the net profit and an increase in the Net Worth of the company.

For Calculation of Debt and Equity Ratio and Debt Service Coverage Ratio, the Management has a policy to consider only Long Term Debts. During the year the management does not have any long term debt and having only short term debt.

Foce India Limited
Notes forming part of the financial statements

Note 2 Share capital

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	Rs.	Number of shares	Rs.
(a) <u>Authorised</u> Equity shares of Rs.10/- each with voting rights	55,20,000	552,00,000	55,20,000	552,00,000
(b) <u>Issued</u> Equity shares of Rs.10/- each with voting rights	48,92,925	489,29,250	48,92,925	489,29,250
(c) <u>Subscribed and fully paid up</u> Equity shares of Rs.10/- each with voting rights	48,92,925	489,29,250	48,92,925	489,29,250
Total	48,92,925	489,29,250	48,92,925	489,29,250

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	FY2022-23			FY2021-22		
	Opening Balance	Fresh issue	Closing Balance	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights						
Year ended 31 March, 2023						
- Number of shares	48,92,925	-	48,92,925	39,92,925	9,00,000	48,92,925
- Amount (Rs.)	489,29,250	-	489,29,250	399,29,250	90,00,000	489,29,250

Share held by promoter at the end of the Year		March, 2023			March, 2022		
S.R No.	Promoter Name	No. of shares	% of Total Shares	% Change during the year	No. of shares	% of Total Shares	% Change during the year
1	Mr. Manoj Sitaram Agarwal	27,92,525	57.07%	0.00%	27,92,525	57.07%	56.07%
2	Mrs. Anita Manoj Agarwal	7,00,000	14.31%	0.00%	7,00,000	14.31%	0.00%
3	Mrs. Parameshwari Sitaram Agarwal	1,10,000	2.25%	0.00%	1,10,000	2.25%	100.00%
4	Mr.Utkarsh Agarwal	100	0.00%	100.00%	-	0.00%	0.00%
Total		36,02,625	-		36,02,525	-	-

Foce India Limited**Notes forming part of the financial statements****Note 2 Share capital (contd.)**

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>				
Mr. Manoj Sitaram Agarwal	27,92,525	57.07%	27,92,525	57.07%
Mrs. Anita Manoj Agarwal	7,00,000	14.31%	7,00,000	14.31%
<u>Equity shares with differential voting rights</u>	Nil	Nil	Nil	Nil

(iii) There were no reservation as to issue of equity shares towards ESOP/share warrants/convertible securities.

(iv) The Company has not allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date.

(v) All the shares issued are fully paid up.

(vi) There were no shares forfeited during the year.

(vii) During the year company has not raised Equity Shares.

Note 3 Reserves and surplus

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Securities Premium		
Opening balance	1,953.68	18.68
Add: during the year	-	1,935.00
Closing balance	1,953.68	1,953.68
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	1,033.16	647.99
Add: Profit / (Loss) for the year	18.43	385.17
Add: Excess Provisions for Tax	3.53	-
Closing balance	1,055.12	1,033.16
Total	3,008.80	2,986.84

Note 4 Short term borrowings

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
a) Loan Repayable on Demand (Unsecured and Considered Good)		
(i) From Banks (Bank Overdraft from ICICI Bank) (Secured against the Gurantee given by Foce Reality Solutions Pvt Ltd. against deposit/ constructive delivery of title deeds of shop no 24 Juhu, Shopping Center, JVPD, Scheme Mumbai)	970.68	-
(ii) From Other Parties		
(b) Loans and Adnaces from Related Parties (Unsecured and Considered Good)		
Fo Industries Private Limited (Subsidiary Company)	920.50	-
Utkarsh Agarwal (Director)	69.60	-
Manoj Agarwal (Director)	676.52	129.19
Anita Agrawal (Relative of Director)	0.50	-
Total	2,637.80	129.19

Note 5 Trade payables

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
MSME	-	-
Others	-	-
Disputed MSME	-	-
Disputed Others	138.88	166.13
Total	138.88	166.13

Note 6 Other current liabilities

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Other Payable		
- Creditors for expenses	2.73	2.77
- <u>Statutory dues</u>		
(i) TDS payable	2.87	4.81
(ii) TCS payable	0.31	0.01
(iii) RCM Payable	0.04	0.92
(b) Director sitting fees payable	6.21	4.59
(c) Advance from customers	73.54	1.89
Total	85.70	14.98

Note 7 Short-term provisions

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Provision for employee benefits	2.66	2.15
(b) Audit Fees payable	2.79	0.59
Total	5.45	2.74

Foce India Ltd.

Notes forming part of the financial statements

Note 8 Property, Plant & Equipments

Amount in 'Lakhs'

Tangible assets	WDV Dep. Rate	Gross block				Accumulated depreciation			Net block		
		Balance as at 01.04.2022	Additions during the Year	Disposals/ Adjustments	Balance as at 31.03.2023	Balance as at 01.04.2022	Depreciation expense for the year	Eliminated on disposal of assets	Balance as at 31.03.2023	Balance as at 31.03.2023	Balance as at 31.03.2022
		Rs.	Rs	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a) Furniture and Fixtures	25.89%	6.16	-	-	6.16	1.81	1.13	-	2.93	3.23	4.36
(b) Computer	63.16%	11.49	-	-	11.49	5.72	3.65	-	9.37	2.13	5.78
(c) Air Conditioner	18.10%	2.74	0.35	-	3.10	1.97	0.20	-	2.17	0.92	0.77
(d) Office Equipments	18.10%	1.95	0.26	-	2.21	0.49	0.27	-	0.77	1.45	1.46
(e) Motor Car	31.23%	8.62	-	-	8.62	7.69	0.29	-	7.98	0.64	0.93
(f) Refrigerator	18.10%	0.47	-	-	0.47	0.15	0.06	-	0.20	0.27	0.33
(g) Television	18.10%	0.20	-	-	0.20	0.03	0.03	-	0.06	0.14	0.18
Total		31.65	0.61	-	32.26	17.85	5.63	-	23.49	8.77	13.79
Previous year		2,038.77	1,125.98	-	3,164.75	1,449.05	336.37	-	1,785.42	1,379.33	-

Note 9 Non-Current Investment

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Investment in share(Subsidiaries companies):		
i) Investment in equity share of FC Realty Solution Pvt Ltd (15,10,000 Equity share of Rs. 10 each) -Year ended 31/03/2023 (15,00,000 Equity share of Rs. 10 each)-Year ended 31/03/2022	151.00	150.00
ii) Investment In Equity shares of FO Industries Pvt Ltd (5,00,000 Equity share of Rs. 10 each) -Year ended 31/03/2023 (4,99,999 Equity share of Rs. 10 each) -Year ended 31/03/2022	50.00	50.00
(b) Investment in Mutual Fund (Quoted):		
i) Motilal Oswal Mutual Fund	-	-
ii) SBI Mutual Fund	-	898.61
(36,22,843.4200 Units, NAVas on 31-03-2022 Rs. 24.8530 Per Units)	-	-
(36,22,843.4200 Units, NAVas on 31-03-2022 Rs. 24.8530 Per Units)	-	-
Total	201.00	1,098.61

NAV (Market Value) Motilal Oswal Mutual Fund	As on 31-03-2023 (Rs.)	As on 31-03-2022 (Rs.)
Motilal Oswal Mutual Fund	-	900.39

Note 10 Other Non Current Assets

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Security deposits		
i) Adani Power	0.06	0.06
ii) Air India Security deposit	-	2.69
iii) Security deposit with NSE Limited	-	29.21
iv) NSDL & CDSL	0.36	0.18
Total	0.42	32.14

Note 11 Inventories

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Stock-in-trade (At cost or Market Value which ever is lower as certified by the management)	190.57	226.52
Total	190.57	226.52

Note 12 Trade Receivables

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
Undisputed Trade Receivables- Considered good	466.77	381.76
Undisputed Trade Receivables- Considered doubtful	-	-
Disputed Trade Receivables- Considered good	-	-
Disputed Trade Receivables- Considered doubtful	-	-
Total	466.77	381.76

Note 13 Cash and cash equivalents

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Balances with banks		
(i) In current accounts	39.62	24.52
(b) Cash in hand (As Certified by the Mangement)	11.49	0.96
Total	51.11	25.48

Note 14 Short-term loans and advances

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Capital Advances;		
(b) Loans and advances to related parties		
Foce Realty Solutions Private Limited (Wholly Owned Subsidiary Company)	5,239.08	90.00
FO Industries Pvt.Ltd. (Wholly Owned Subsidiary Company)	-	1,710.36
(c) Other loans and advances		
Om Siddhi Venture (Advance against Property)	100.00	-
Karnataka MF	-	100.00
Total	5,339.08	1,900.36

Note 15 Other current assets

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
(a) Balances with government authorities		
(i) Advance Income Tax, TDS &TCS (Net of Provision)	7.20	22.68
(ii) Customs Duty	1.00	1.00
(iii) GST Credit receivable	51.21	49.58
(iv) MVAT appeal	6.57	20.64
(b) Prepaid expenses (Insurance)	0.08	0.38
(c) Advance to supplier	38.54	7.83
(d) Advances with CDSL & NSDL	0.24	0.24
(e) Advance for Expenses	1.96	7.21
Total	106.80	109.56

Note 16 Revenue from operations **Amount in 'Lakhs'**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs	Rs
Sale of products	1,454.88	14,897.96
Total	1,454.88	14,897.96

Note 17 Other income **Amount in 'Lakhs'**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs	Rs.
(a) Interest income	0.01	0.02
(b) Rebate & discount	1.49	-
(c) Interest on Income Tax refund	1.05	-
(d) Gain on Redemption of Mutual fund	4.33	16.77
Total	6.87	16.79

Note 18 Purchase of traded goods **Amount in 'Lakhs'**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs	Rs.
Purchases	1,199.36	14,184.73
Total	1,199.36	14,184.73

Note 19 Changes in inventories of stock-in-trade **Amount in 'Lakhs'**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs	Rs.
<u>Inventories at the end of the year:</u>		
Stock-in-trade	190.57	226.52
	190.57	226.52
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	226.52	241.50
	226.52	241.50
Net (increase) / decrease	35.95	14.99

Note 20 Employee benefits expense **Amount in 'Lakhs'**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs	Rs.
Salaries and wages	44.48	32.22
Staff Welfare Expenses	2.33	0.89
Total	46.81	33.11

Note 21 Finance Expenses **Amount in 'Lakhs'**

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	-	Rs.
Interest on OD Account	28.89	-
Bank OD Fee	10.37	-
Loan Processing Fee	3.76	-
Total	43.02	-

Foce India Limited
Notes forming part of the financial statements

Note 22 Other expenses

Amount in 'Lakhs'

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs.
CSR Activities Expenses	6.69	-
Advertisement & Exhibition Expenses	0.12	0.41
Bank Charges	0.22	0.36
Computer Expenses	1.45	0.07
Conveyance Expenses	2.15	1.96
Refreshment Expenses	0.74	0.51
Insurance	0.49	0.46
Office Expenses	1.97	1.02
Payments to auditors (Refer Note (i) below)	2.50	0.30
Power and fuel	0.68	0.76
Printing & Stationary	2.84	1.69
Professional Charges	38.11	63.08
Rates and taxes	0.23	0.01
Repairing charges	0.54	0.10
ROC Expenses	0.01	0.97
Sales Promotion & Subscription Expenses	5.07	2.44
Selling and Distribution Expenses	5.73	44.28
Society Expenses	0.98	1.11
Software Expenses	3.06	1.19
Sundry Balances W/off	0.09	-0.04
Telephone Expenses	2.14	0.59
Travelling Expenses	14.05	7.30
Vehical Expenses	0.07	1.05
Warehousing Charges	0.60	0.60
Income Tax Demand AY 2014-15	-	0.30
Contract charges	-	0.18
Short Term Loss on Redemption of Mutual Fund	0.29	1.39
Penalty for late delivery	-	0.47
Stamp Duty charges & Trademark charges	3.25	1.14
GST Paenalty	5.33	-
IPO Expenses	-	27.29
Director sitting fee	1.80	5.10
Miscellaneous expenses	0.87	-
Legal expenses	0.23	-
Export Registration & Clearing	0.44	-
Total	102.74	166.09

Notes:

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
	Rs.	Rs
(i) Payments to the auditors comprises - as auditor	2.50	0.30
Total	2.50	0.30

Trade Payables ageing as on 31.03.2023

Amount in 'Lakhs'

Particulars		Outstanding for the following period from due date of payment as on March, 2023				Total
		Less than 1 year	1-2 Years	2-3 Years	More Than 3 Years	
(i)	MSME	-	-	-	-	-
(ii)	Others	30.70	108.17	-	-	138.88
(iii)	Disputed MSME	-	-	-	-	-
(iv)	Disputed Others	-	-	-	-	-
Total		30.70	108.17	-	-	138.88

Trade Payables ageing as on 31.03.2022

Amount in 'Lakhs'

Particulars		Outstanding for the following period from due date of payment as on March, 2022				Total
		Less than 1 year	1-2 Years	2-3 Years	More Than 3 Years	
(i)	MSME	-	-	-	-	-
(ii)	Others	166.13	-	-	-	166.13
(iii)	Disputed MSME	-	-	-	-	-
(iv)	Disputed Others	-	-	-	-	-
Total		166.13	-	-	-	166.13

Trade Receivables as on 31.03.2023

Amount in 'Lakhs'

Particulars		Outstanding receivables for the following period from due date of payment as on March, 2023					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i)	Undisputed Trade Receivables- Considered good	214.61	21.03	231.13	-	-	466.77
(ii)	Undisputed Trade Receivables- Considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables- Considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables- Considered doubtful	-	-	-	-	-	-
Total		214.61	21.03	231.13	-	-	466.77

Trade Receivables as on 31.03.2022

Amount in 'Lakhs'

Particulars		Outstanding receivables for the following period from due date of payment as on March, 2022					Total
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i)	Undisputed Trade Receivables- Considered good	199.99	181.78	-	-	-	381.76
(ii)	Undisputed Trade Receivables- Considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables- Considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables- Considered doubtful	-	-	-	-	-	-
Total		199.99	181.78	-	-	-	381.76

Note: 23 Other Notes

1. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED ACT, 2006)

In accordance with the Notification No GST 719 dated 16th November 2007, issued by the Ministry of Corporate Affairs, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises as defined under the said Act. Based on the information/ documents available with the Company, disclosures required are as under:

Particulars	As at 31st March, 2023	As at 31st March, 2022
a) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
c) The amount of interest paid along with the amounts of the payments made to the supplier beyond the appointed day	Nil	Nil
d) Amount of interest due and payable for the year	Nil	Nil
e) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

2. Balances of trade receivables, payables and loans and advances are subject to reconciliation and confirmation from the parties. These balances are therefore, subject to adjustments, if any, as may be required on settlement of these balances with the parties.

3. Earnings Per Share		
Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Net Profit as per the Statement of Profit & Loss (Amt in 'Lakhs')	18.43	385.17
Weighted average number of shares having face value of Rs.10 each	48,92,925	42,41,966
Basic and diluted earnings per share (Amt in 'Lakhs')	0.38	9.08

4. Related Party Disclosure*	
A) Subsidiaries Company:	
Foce Realty Solution Pvt. Ltd.	
FO Industries Pvt. Ltd.	
B) Key Management Personnel and Relatives	
a) Directors, CFO & CS	
Mr. Manoj Agarwal	- Managing Director & KMP
Mr. Utkarsh Agarwal	- Director & KMP
Mr. Umar Abdul Aziz Seliya	-CFO & KMP
Ms. Kuntaldevi Sharma	-Company Secretary & KMP (Resigned w.e.f. 30/11/2022)
Mr. Ankit Pandit	-Company Secretary & KMP (Appointed w.e.f. 01/12/2022)
b) Independent Directors	
Mrs.Abhilasha Choudhary	- Independent Director
Mr.Lalit Kumar Tapadia	- Independent Director
Mrs.Rekha Agarwal	- Independent Director
c) Relative of Key Management Personnel	
Mr. Praveen Agarwal	
Ms. Apeksha Agarwal	
Ms. Anita Agarwal	
Ms. Ashu Agarwal	
C) Entities over which joint ventures or their substantial controlling shareholders or Directors or Key Management Personnel ("KMP") of the company or their relatives are able to exercise significant influence / control (directly or indirectly) (hereafter referred as "other entities")	
M/s. R. B. Industries (Roorkee)	Mirror Properties Private Limited
M/s. Foce Industries	Lokhandwala Watches Private Limited
Twilight Watches Private Limited	Clove Trading LLP

Nature and volume of transactions during the year with the above related parties are as follows:(Amt in 'Lakhs')							
S. R. No	Related Party	Relation with Party	Nature of Transactions	Volume of Transaction FY 2022-23	Outstanding as on 31st March, 2023	Volume of Transaction 2021-22	Outstanding as on 31st March, 2022
1	Foce Realty Solution Pvt Ltd	Subsidiary	Loan Outstanding at beginning		90.00		-
			Loan given during the year	5,417.50		90.00	
			Loan Repaid during the year	268.42		-	
			Loan Outstanding at year end		5,239.08		90.00
			Investment in Shares	-		150.00	
			Payment towards investment in share	-		150.00	-
			Total Outstanding at year end			5,239.08	
2	FO Industries Pvt. Ltd.	Subsidiary	Loan Outstanding at beginning		(1,710.36)		0.93
			Loan given during the year	5,515.53		3,540.09	
			Loan Repaid during the year	2,884.68		1,830.67	
			Loan Outstanding at year end		920.50		1,710.36
			Investment in Shares	-		50.00	
			Payment towards investment in share	-		50.00	
			Total Outstanding at year end			920.50	

3	Mr. Manoj Agarwal	-Director & KMP	Loan Outstanding at beginning		129.19		-
			Loan Taken during the year	3,379.43		3,679.93	
			Loan Repaid during the year	2,832.10		3,554.64	
			Loan Outstanding at year end		676.52		124.69
			Director Remuneration	-		-	
			Director Remuneration Paid	-		4.50	
			Director Sitting Fee	-		-	
			Director Sitting Fee Paid	-		-	
			Total Outstanding at year end		676.52		129.19
4	Mr. Utkarsh Agarwal	-Director & KMP	Loan Outstanding at beginning		-		-
			Loan Given during the year	180.00		-	
			Loan Repaid during the year	110.40		-	
			Loan Outstanding at year end		69.61		-
			Director Remuneration	-		-	
			Director Sitting Fee	-		-	
			Total Outstanding at year end		69.61		-
5	Mr. Umar Abdul Aziz Seliya	-CFO & KMP	Salary For the year	3.00	0.25	2.25	0.25

6	Ms. Kuntaldevi Sharma	-Company Secretary & KMP	Salary For the year	2.00	-	0.25	0.25
7	Mrs.Abhilasha Choudhary	- Independent Director	Director Sitting Fee	0.54	2.07	1.53	1.53
8	Mr.Lalit Kumar Tapadia	- Independent Director	Director Sitting Fee	0.54	2.07	1.53	1.53
9	Mrs.Rekha Agarwal	- Independent Director	Director Sitting Fee	0.54	2.07	1.53	1.53
10	Mr. Ankit Pandit	Company Secretary &KMP	Salary For the year	1.00	-	-	-
11	Ms. Anita Agarwal	-Relative of KMP	Loan Outstanding at beginning			-	-
			Loan Given during the year	-		7.30	
			Loan Repaid during the year	-		7.30	
			Loan Outstanding at year end			-	-
			Total Outstanding at year end			-	-
12	Ms. Anita Agarwal	-Relative of KMP	Sale of Investment in shares of Focce Realty Solution	0.50			
			Outstanding payable at year end		0.50		
13	Ms. Apeksha Agarwal	-Relative of KMP	Op. Balance		0.45		-
			Professional Fee	11.94		18.30	
			Less: Paid	11.89		17.85	
			Balance Outstanding		0.50		0.45

14	Ms. Ashu Agarwal	-Relative of KMP	Salary Paid	9.90	-		-
15	M/s. R. B. Industries (Roorkee)	-Other Entities	Outstanding at beginning		-		37.06
			Purchase of Goods (Inclusive of GST, TDS & TCS)	-		-	
			Sale of goods (Inclusive of GST, TDS & TCS)	-		-	
			Payment	-		37.06	
			Receipt	-		-	
			Outstanding at year end		-		-
16	M/s. Focce Industries	-Other Entities	Outstanding at beginning		6.30		2,058.19
			Loan repaid during the year	2.00			
			Purchase of Goods (Inclusive of GST, TDS & TCS)	-		10,494.00	
			Sale of goods (Inclusive of GST, TDS & TCS)	-		-	
			Payment	-		12,545.89	
			Receipt	-		-	
			Outstanding at year end		4.30		6.30
17	Clove Trading LLP	-Other Entities	Sale of goods (Inclusive of GST, TDS & TCS)	1.35		-	-
					-	-	
18	Twilight Watches	-Other Entities	Purchase of goods (Inclusive	55.54			

	Private Limited		of GST, TDS & TCS)				
			Outstanding Payable at Year End		4.78		

* As certified by the management and relied upon by auditors

5. The Company operates in one segment and hence no separate disclosure of segment wise information has been made as per Accounting Standards as per (AS-17) Segment Reporting Issued by the Institute of Chartered Accountants of India.

6. **Deferred Tax Asset (Net)/ Liabilities Consists of : (Amt in 'Lakhs')**

Particulars	F Y 2022-23	F Y 2021-22
Business Losses	Nil	Nil
Unabsorbed Depreciation	Nil	Nil
Fixed Assets	(0.43)	(1.90)
Total	(0.43)	(1.90)

7	Expenditure in Foreign Currency	Nil	Nil
8	Earnings in Foreign Currency	Nil	Nil
9	Auditors Remuneration consists of :		
	a) As Statutory Audit Fees	2.50	0.30
	b) Other Matters	Nil	Nil

10. Charge: During the year no charge has been created by the company & as per MCA site No Charges Exists for Company.

11. Balance of trade receivables, payables and loans and advances are subject to reconciliation and confirmation from the parties. These balances are therefore, subject to adjustments, if any, as may be required on settlement of these balances with the parties.

12. During the financial year the Company has not traded or invested in Crypto Currency or Virtual Currency.

13. The Company is a not a declared willful defaulter by any bank or financial Institution or other lender.

14. No Benami Property is held by the Company and that no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

15. The company has not entered into any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

16. No Scheme of Arrangement has been undertaken by the Company during the financial year in terms of sections 230 to 237 of the Companies Act, 2013.

17. There are no transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

18. The company has complied with the provisions for number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

19. GST Search & Siege of Goods:

- a) GST Search: In the month of July, 2022, a search was conducted by the Directorate General of Goods and Services Tax Intelligence (DGGI), Pune at the premises of the company and its directors. As informed by the Management of the Company, that the investigation has not been completed by the department and no demand has been crystalized. During the investigation, the department has seized the goods as lying in the premises of M/s. F O Industries Private Limited (Subsidiary Company of FOCE India Limited), Bhiwandi which was received for do repair work. The investigation of the seized goods were not completed and it was released by the department after submission of Bank Guarantee and Bond.

Sr. no	Particulars	Amt. Rs. In 'Lakhs'	Remark	Name of the Company
1	Bank Guarantee	1,042.74	Vide letter Dated :28/12/2022 DIN:202212DWW2000000E0FB	FO INDUSTRIES PRIVATE LIMITED
2	Bond	221.50	Ref. No. OGT0003220074724 DIN:202212DWW2000000E0FB	FO INDUSTRIES PRIVATE LIMITED

Details of Bank Guarantee and Bond furnished to the authorities:-

b) The details of amount paid under protest till date by the company are as under:-

Date of Payment	Amount of Tax In 'Lakhs'	Period for which tax has been paid	Company for which tax has been paid
11/07/2022	28.90	April 2021 to March 2022	FO INDUSTRIES PRIVATE LIMITED
22/07/2022	14.97	April 2021 to March 2022	FO INDUSTRIES PRIVATE LIMITED
22/07/2022	8.52	April 2021 to March 2022	FO INDUSTRIES PRIVATE LIMITED

c) The management has informed us that, on 16-01-2023 there was a search carried out in the premises of the company and at the residential premises of the residence of the directors under PMLA Act, 2002. As informed to us, there is no demand has been raised and no show cause notice has been issued to the company till 31st March, 2023. The matter is still under investigation by the department. During the course of search, the following Bank Accounts has been freeze under section 17(1) (A) of PMLA 2002 by the authorities' w.e.f. 16/01/2023:

Sr. No.	Name of Bank	Account No
1	IndusInd Bank	201004052556
2	Development Credit bank	03120200000532
3	HDFC bank	50200059076761
4	Yes Bank	001061900005170

20. Contingent/Disputed Liabilities not provided for:

a) As per our verification on the TRACES website of the Income Tax Department, there are Outstanding TDS Dues which are subject to rectification and corrections are as under: -

Particulars	Amt. in "Lakhs"
	Amt. Rs.
FY 2009-10	0.03
FY 2015-16	0.05
FY 2016-17	0.17
FY 2017-18	0.07
FY 2018-19	0.01
FY 2019-20	0.01
FY 2020-21	0.05
FY 2021-22	1.13
FY 2022-23	0.24
Total Demand as per Traces	1.77

b) Details of Disputed Liabilities:

Sr. No.	Name of Statute	Nature of the Dues	Forum where dispute is Pending	Amount	Period to which the amount relates (F.Y.)	Nature of Liability
1	Income Tax Act, 1961	Penalty	Income Tax Officers	Not yet Determined	2009-10	Disputed Liabilities
2	Central Sales Tax Act, 1956	Sales Tax/VAT	Joint Commissioner of Sales Tax	Rs. 1025.82	2013-14	Disputed Liabilities

c) FO Industries Private Limited Subsidiary Company of FOCE India Limited has given a Bank Guarantee of (Amount in 'Lakhs') Rs. 1,042.74/- for release of Goods by the GST department. (Refer Note No. 21(19) for detailed explanation)

21. The provisions of section 135 of the Companies Act is applicable to the company and the company has incurred CSR expenditure of (Amount in 'Lakhs') Rs. 6.69 i.e. 2 % of Average net profit of the company earned during the preceding 3 Years and there is no unspent or shortfall of the CSR amount/expenditure to be spent at the end of the year.
22. Previous year's figures have been rearranged and regrouped wherever considered necessary.

The accompanying notes are an integral part of the financial statements

As per our report of even date

For SDG & CO

Chartered Accountants

Firm Registration No.: 137864W

For and on behalf of the Board

**Sd/-
(Manoj Agarwal)
Managing Director
DIN: 00159601**

**Sd/-
(Utkarsh Agarwal)
Director
DIN: 08021945**

Sd/-

Ajay S. Yadav

Partner

Membership No.: 170602

UDIN: 23170602BGVQGK1734

Place: Mumbai

Date: 30/05/2023

**Sd/-
(Ankit Devendra Pandit)
Company Secretary**

**Sd/-
(Umar Abdul Aziz Seliya)
Chief Financial Officer**



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INDEPENDENT AUDITOR'S REPORT

To the Members of Foce India Limited
(Formerly known as HEIGHTEN TRADING COMPANY PRIVATE LIMITED)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of **FOCE INDIA LIMITED (Formerly known as HEIGHTEN TRADING COMPANY PRIVATE LIMITED)** ("the Company"), which comprise the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year ended on that date, and Consolidated notes to the Consolidated financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statement:

Includes the results of following entities:

- ✓ Foce India Limited (Holding Company)
- ✓ FO Industries Private Limited (100% subsidiary of Foce India Limited)
- ✓ Foce Realty Solution Private Limited (100% subsidiary of Foce India Limited)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs (Consolidated financial position) of the Company as at 31st March, 2023, its Consolidated profit, and its Consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Nil

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, consolidated Board's Report including Annexures to consolidated Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, consolidated financial performance and Consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively

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for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's consolidated financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a



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material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;

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- d) in our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
- e) on the basis of the written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over consolidated financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure - B**”; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - III. There were no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - IV. (a) The management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of their knowledge and belief, no funds have been received by the Company from any person(s) or entity (ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations



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under sub-clause (i) and (ii) of Rule 11(e) as provided under g (iv) (a) and(b) above, contain any material misstatement.

- V. The Company has not declared nor proposed or paid any dividend during the year and, therefore, compliance under section 123 of the Companies Act, 2013 is not applicable to the Company.
- VI. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 is currently not applicable.

For SDG & Co
Chartered Accountants
Firm Registration No.: 137864W

Sd/-
Ajay Yadav
Partner
Membership No.: 170602
UDIN: 23170602BGVQGM6554
Place: - Mumbai
Date: - 30/05/2023



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Annexure - A to the Independent Auditor's Report

(Referred to in paragraph-1 on Other Legal and Regulatory Requirements of our Report of even date to the members of Foce India Limited on the Consolidated Financial Statements of the Company for the year ended 31st March, 2023)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the consolidated financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) (I) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (II) According to the information and explanation provided to us the Company does not have any intangible assets and hence clause for maintaining proper records showing full particulars of intangible assets is not applicable to the company.
- (b) According to the information and explanation provided to us, The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us,
In case of **FO Industries Pvt Ltd (Subsidiary company)** the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company and the same is shown as Non-Current Investment.

In case of **Foce Realty solution Pvt Ltd (Subsidiary Company)**, there are no immovable properties, and accordingly, the requirements under paragraph 3(i) (c) of the Order are not applicable to the Company. However, the Company has given an advance of Rs.240.00/- (Amount in Lakhs) towards purchase of immovable property at Phoenix Tower (Kandivali). The Registration of which is pending as on reporting date. However, such advance against property is shown as Non-Current Investment.

In case of **Foce India Ltd (Holding Company)** According to the information and explanation given to us, the company does not have any immovable property as on reporting date, hence the clause i(c) of the report is not applicable.



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- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.
- (b) The company has not been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;
- (iii) During the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
- (a) during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity

To whom	Amount in 'Lakhs'	
	The aggregate Amount During the Year	Balance outstanding at the balance sheet date
FO Industries Pvt. Ltd.(Subsidiary)	2,884.68	(920.50)
FC Realty Solution Pvt Ltd (Subsidiary)	5417.50	5,239.08
Om Siddhi Venture	200.00	100.00
Total	8,502.18	4,418.59

The details of Investments (advance against Property) made by the Wholly Owned Subsidiary company (Foce Realty Solution Pvt Ltd a during the year as as follows:



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Amt. in Rs. "Lakhs "

Particulars	The aggregate amount during the year	Balance outstanding at the end of the balance sheet date
Grand plazo- (Om Siddhi Venture) - Under Construction	555.50	555.50
HPI Hotels and Properties-Shop No 24, Juhu Supreme Shopping Centre, Mumbai	2045.32	2045.32
N D Developers Palai Tower- Under Construction	1788.50	1788.50
Phoenix Tower (Kandivali)- Under Construction	960.00	1200.00

The details of guarantee given by the company is as under:

During the year the company has given Bank Guarantee and a mortgage was created by way of deposit/ constructive delivery of title deeds on 30/11/22 in favor of ICICI BANK LIMITED with respect to the immovable property having address at shop no 24 Juhu, Shopping Center, JVPD, Scheme Mumbai, Mumbai maharashtra,-400049 to secure working capital limit, of Rs. 1500 Lakhs to Foce India Limited (100 % Subsidiary Company).

- (b) According to the information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;
- (c) Schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;
- (d) According to the information and explanation given to us, no amount is overdue in these respect;
- (e) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;
- (f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:



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Amount in 'Lakhs'

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand (A)	-	-	-
Agreement does not specify any terms or period of repayment (B)	8,502.18	-	8,302.19
Total (A+B)	8,502.18		8,302.19/-
Percentage (%) of loans advances in nature of loans to the total loans	100 %	-	97.65 %

- (iv) According to the information and explanation given to us, the company has complied with requirements of section 185 and 186 in respect of loans, investments, guarantees or security made by it during the year under audit;
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) The dues outstanding in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues on account of any dispute, are as follows: (A mere representation to the concerned Department shall not be treated as a dispute)

Amount in 'Lakhs'



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Name of the statute	Nature of dues	Amount in Rs.	Amount Paid Under Protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Penalty	Not yet Determined	Nil	2009-10	Income Tax Officers
Central Sales Tax Act, 1956	Sales Tax/VAT	10.26	Nil	2013-14	Joint Commissioner of Sales Tax

- (viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix)
- a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
 - b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) In our opinion and according to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix) (c) of the Order is not applicable to the Company.
 - d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the consolidated financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
 - e) According to the information explanation given to us and on an overall examination of the consolidated financial statements of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.



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- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associate companies.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- (xi) (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;
- (xii) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company:
- (xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the consolidated Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.
- (xiv) (a) According to the information and explanations given to us, the company does have an internal audit system, and the provision of section 138 is applicable to the company. The company is having proper internal check and internal control system in a place which is commensurate with the size and nature of its business;



SDG & CO Chartered Accountants

- (b) We have considered internal audit reports issued by internal auditors during our audit. As per the report the company is having proper internal check and internal control system in a place which is commensurate with the size and nature of its business.
- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;
- (xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the consolidated financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the provisions of section 135 of the Act are applicable to the Holding Company and its subsidiary FO Industries. The Holding Company and its subsidiary company has made the required contributions during the year and there are no unspent amounts which are required to be transferred to the special account as on the date of our audit report. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

During the year the Holding Company, Foce India Limited has incurred CSR expenditure of Rs. 6.69



SDG & CO

Chartered Accountants

Lakhs , and FO Industries Pvt Ltd (Wholly Owned Subsidiary of Foce India Ltd.) has incurred a CSR expenditure of Rs. 13.10 Lakhs

- (xxi) There have been no qualifications or adverse remarks in the audit reports issued by the auditors of FO Industries Pvt. Ltd. (Wholly Owned Subsidiary of Foce India Ltd.) and FC Realty Solution Pvt Ltd (Wholly Owned Subsidiary of Foce India Ltd.). Accordingly, no comment has been included in respect of said clause under this report.

For SDG & Co
Chartered Accountants
Firm Registration No.: 137864W

Sd/-
Ajay Yadav
Partner
Membership No.: 170602
UDIN: 23170602BGVQGM6554
Place: - Mumbai
Date: - 30/05/2023



SDG & CO

Chartered Accountants

Annexure – B to the Independent Auditor’s Report

(Referred to in paragraph 2(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of Foce India Limited on the consolidated Financial Statements for the year ended 31st March, 2023)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“The Act”)

We have audited the internal financial controls over consolidated financial reporting of Foce India Limited (“the Company”) as of 31st March, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



SDG & CO

Chartered Accountants

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



SDG & CO

Chartered Accountants

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SDG & Co
Chartered Accountants
Firm Registration No.: 137864W

Sd/-
Ajay Yadav
Partner
Membership No.: 170602
UDIN: 23170602BGVQGM6554
Place: - Mumbai
Date: - 30/05/2023

Foce India Limited

(Formerly known as Heighten Trading Company Pvt. Ltd.)

CIN : U33100MH2001PLC130385

4,Kingston,Shastri Nagar, Lokhandwala Complex, Andheri(W), Mumbai : 400053

Consolidated Balance Sheet as on 31st March, 2023

Amount in 'Lakhs'

Particulars	Notes	Consolidated For the Year ended 31.3.2023	Consolidated For the Year ended 31.3.2022
		Rs.	Rs.
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	489.29	489.29
(b) Reserves and surplus	3	4,357.06	3,528.50
		4,846.35	4,017.80
2 Share application money pending allotment		-	-
3 Minority Interest	4	-	0.87
4 Non-current liabilities			
(a) Long-term borrowings	5	-	-
(b) Deferred tax Liabilities		-	-
		-	-
5 Current liabilities			
(a) Short Term Borrowings	6	1,767.80	170.05
(b) Trade payables			
- total outstanding dues of micro enterprises and small enterprises;		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	7	1,777.96	1,121.48
(c) Other current liabilities	8	243.59	21.34
(d) Short Term Provisions	9	10.31	3.34
		3,799.66	1,316.22
Total		8,646.012	5,334.88
II ASSETS			
1 Non-current assets			
(a) Property, plant and equipment and Intangible			
(i) Property, plant and equipment	10	97.59	123.94
(b) Non-Currenet Investment	11	5,652.57	1,201.42
(c) Long-term loans and advances	12	2.4	34.14
(d) Deferred Tax Assets	13	4.0	0.79
(e) Other Non-current assets	14	7.1	0.15
(f) Goodwill on consolidation	15	-	18.91
		5,763.67	1,379.34
2 Current assets			
(a) Inventories	16	1,131.65	1,263.33
(b) Trade receivables	17	935.78	2,122.88
(c) Cash and cash equivalents	18	100.02	40.23
(d) Short-term loans and advances	19	100.00	100.00
(e) Other current assets	20	614.89	429.11
		2,882.34	3,955.54
Total		8,646.012	5,334.88

See accompanying notes forming part of the financial statements (1-27)

In terms of our report attached.

For SDG & Co.

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration No.137864W

Sd/-
Manoj Agarwal
Managing Director
DIN: 00159601

Sd/-
Utkarsh Agarwal
Director
DIN: 08021945

Sd/-
Ajay S Yadav

Partner

M.No.170602

UDIN: 23170602BGVQGM6554

Place : Mumbai

Date : 30/05/2023

Sd/-
Ankit Pandit
Company Secretary

Sd/-
Umar Abdul Aziz Seliya
Chief Financial Officer

Foce India Limited

(Formerly known as Heighten Trading Company Pvt. Ltd.)

CIN : U33100MH2001PLC130385

4,Kingston,Shastri Nagar, Lokhandwala Complex, Andheri(W), Mumbai : 400053

Consolidated Statement of Profit and Loss Accounts for the period ended 31st March, 2023

Amount in 'Lakhs'

	Particulars	Notes	Consolidated for the year ended 31.03.2023	Consolidated for the year ended 31.03.2022
			Rs	Rs
A	CONTINUING OPERATIONS			
1	Revenue from operations	21	5,770.76	18,705.93
	Other Income	22	8.01	16.79
2	Total Income		5,778.77	18,722.72
3	Expenses			
	(a) Purchases of stock-in-trade	23	4,270.20	18,324.86
	(b) Changes in inventories of stock-in-trade	24	131.68	-1,021.83
	(c) Employee benefits expense	25	65.15	44.34
	(d) Depreciation and amortisation expense	10	32.40	13.23
	(e) Other expenses	26	229.65	214.74
	Total expenses		4,729.08	17,575.34
4	Profit / (Loss) before extraordinary items and tax		1,049.69	1,147.38
5	Extraordinary items		-	-
6	Profit / (Loss) before tax		1,049.69	1,147.38
7	Tax expense:			
	(a) Current tax		202.73	241.30
	(b) Deferred tax		-3.24	-1.73
			199.49	239.58
8	Profit / (Loss) for the year		850.19	907.80
9	Less : Pre-Acquisition Loss		-	-18.91
10	Less : Minority Share		-	-0.13
11	Consolidated profit for the year		850.19	926.84
12	Earnings per share (Rs.10/- each) (Refer Note 21(3))			
	(a) Basic		17.38	21.85
	(b) Diluted		17.38	21.85

See accompanying notes forming part of the financial statements (1-27)

In terms of our report attached.

For SDG & Co.

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration No.137864W

Sd/-

Ajay S Yadav

Partner

M.No.170602

UDIN: 23170602BGM6554

Place : Mumbai

Date : 30/05/2023

Sd/-

Manoj Agarwal

Managing Director

DIN: 00159601

Sd/-

Ankit Pandit

Company Secretary

Sd/-

Utkarsh Agarwal

Director

DIN: 08021945

Sd/-

Umar Abdul Aziz Seliya

Chief Financial Officer

Foce India Limited
(Formerly known as Heighten Trading Company Pvt. Ltd.)
CIN : U33100MH2001PLC130385
4,Kingston,Shastri Nagar, Lokhandwala Complex, Andheri(W), Mumbai : 400053
Consolidated Statement of Profit and Loss Accounts for the period ended 31st March, 2023

CONSOLIDATED AUDITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023 (Rs. In Lakhs)

Particulars	Consolidated Year ended 31.03.2023	Consolidated Year ended 31.03.2022
	(Audited)	(Audited)
A. CASH FLOW FROM OPERATING ACTIVITIES		
(1) Net Profit before Taxation	1,049.69	1,147.38
(2) Adjustments for:		
-Depreciation	32.40	13.23
-Preliminary Expenses written off	-	-
-Interest & Other Income	(8.01)	(16.79)
-Non-Cash Expenses	-	-
(3) Operating Loss before Working Capital Changes	1,074.07	1,143.82
(4) Adjustments for:		
-Trade Receivables	1,187.09	1,097.05
-Inventories	131.68	(1,021.83)
-Short Term Loans and Advances	-	(99.07)
-Other Current assets	(188.51)	(397.86)
-Trade Payable	656.48	(1,552.78)
-Current Liabilities	221.38	15.91
- Short Term Provisions	6.97	1.39
-Short Term Borrowings	1,597.75	170.05
Changes in Working Capital	3,612.83	(1,787.13)
(5) Cash generated/(used) in Operating Activities (3+4)	4,686.91	(643.31)
(6) Less:		
-Income Tax paid	202.73	241.30
(7) Net Cash generated/(used) in Operating Activities (5-6)	4,484.17	(884.61)
B. CASH FLOW FROM INVESTING ACTIVITIES		
-Purchase of Fixed Assets	(6.05)	(131.27)
-Earmarked Fixed Deposits against Overdraft Facility	-	-
-Sale of Investment	-	-
-Purchase of Investments	(4,451.14)	(1,201.42)
- Other Non- Current assets	(6.92)	(0.15)
-Long Term loan given	31.72	(34.08)
-Interest and Other Income	8.01	16.79
-Other non-current assets	-	-
Net Cash generated from Investing Activities	(4,424.39)	(1,350.13)
C. CASH FLOW FROM FINANCING ACTIVITIES		
-Share Application money	-	-
-Repayment of Loan	-	-
- Received of Loan given	-	-
-Proceeds from long-term borrowings	-	-
-Repayment of long-term borrowings	-	-
-Proceeds from issue of Shares	-	90.00
-Proceeds from issue of Shares of subsidiaries company (Minority)	-	1.00
-Proceeds from Securities Premium on issue of Shares	-	1,935.00
Net Cash generated from Financing Activities	-	2,026.00
D. Net increase/ (decrease) in Cash and Cash Equivalents (A+B+C)	59.79	(208.74)
Less:		
E1.Cash and Cash Equivalents at the beginning of the year	40.23	248.97
E2. Cash and Cash Equivalents at the end of the year	100.02	40.23

See accompanying notes forming part of the financial statements (1-27)

In terms of our report attached.

For SDG & Co.

Chartered Accountants

Firm Registration No.137864W

Sd/-

Ajay S Yadav

Partner

M.No.170602

UDIN: 23170602BGVQGM6554

Place : Mumbai

Date : 30/05/2023

For and on behalf of the Board of Directors

Sd/-

Manoj Agarwal

Managing Director

DIN: 00159601

Sd/-

Ankit Pandit

Company Secretary

Sd/-

Utkarsh Agarwal

Director

DIN: 08021945

Sd/-

Umar Abdul Aziz Seliya

Chief Financial Officer

Foce India Limited
Notes forming part of the Consolidated financial statements

Note 2 Share capital

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised				
Equity shares of Rs.10/- each with voting rights	5520000	55200000	5520000	55200000
(b) Issued				
Equity shares of Rs.10/- each with voting rights	4892925	48929250	4892925	48929250
(c) Subscribed and fully paid up				
Equity shares of Rs.10/- each with voting rights	4892925	48929250	4892925	48929250
Total	4892925	48929250	4892925	48929250

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	FY2022-23			FY2021-22		
	Opening Balance	Fresh issue	Closing Balance	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights						
Year ended 31 March, 2023						
- Number of shares	4892925	0	4892925	3992925	900000	4892925
- Amount (Rs.)	489.2925	0	489.2925	399.2925	9000000	489.2925

Share held by promoter at the end of the Year		March, 2023			March, 2022		
S.R No.	Promoter Name	No. of shares	% of Total Shares	% Change during the year	No. of shares	% of Total Shares	% Change during the year
1	Mr. Manoj Sitaram Agarwal	2792525	57.07%	0.00%	2792525	57.07%	56.07%
2	Mrs. Anita Manoj Agarwal	700000	14.31%	0.00%	700000	14.31%	0.00%
3	Mrs. Parameshwari Sitaram Agarwal	110000	2.25%	0.00%	110000	2.25%	100%
4	Mr.Utkarsh Agarwal	100	0.00%	100%	0	0	0.00%
Total		3602625	-		3602525	-	-

Foce India Limited
Notes forming part of the Consolidated financial statements

Note 2 Share capital (contd.)

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Manoj Sitaram Agarwal	2792525	57.07%	2792525	57.07%
Mrs. Anita Manoj Agarwal	700000	14.31%	700000	14.31%
Equity shares with differential voting rights	Nil	Nil	Nil	Nil

(iii) There were no reservation as to issue of equity shares towards ESOP/share warrants/convertible securities.

(iv) The Company has not allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date.

(v) All the shares issued are fully paid up.

(vi) There were no shares forfeited during the year.

(vii) During the year company has not raised Equity Shares.

Note 3 Consolidated Reserves and surplus

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Securities Premium		
Opening balance	1,953.68	18.68
Add: during the year	-	1,935.00
Closing balance	1,953.68	1,953.68
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	157,482.69	647.99
Add: Profit / (Loss) for the year	850.19	926.84
Short/Excess Provision for tax expenses relating to prior years	(2.60)	-
Pre-Acquisition loss Previous Years	(18.91)	-
Minority Interest Previous Years	(0.13)	-
Closing balance	158,311.25	1,574.83
Total	160,264.92	3,528.50

Note 4 Minority Interest

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Minority Interest	-	0.87
Total	-	0.87

Note 5 Consolidated Long term borrowings

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Loans and advances from related parties		
Secured	-	-
Unsecured	-	-
Total	-	-

Note 6 Consolidated Short term borrowings

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Loans and advances from related parties		
Secured	-	-
Unsecured Loan Repayable on Demand - Considered Good	797.12	170.05
(b) Bank Overdraft from ICICI Bank		
((Secured against the Gurantee given by Foce Reality Solutions Pvt Ltd. against deposit/ constructive delivery of title deeds of shop no 24 Juhu, Shopping Center, JVPD, Scheme Mumbai)	970.68	-
Total	1,767.80	170.05

Note 7 Consolidated Trade payables

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
Trade payable		
MSME	-	-
Others	-	-
Disputed MSME	-	-
Disputed Others	1,777.96	1,121.48
Total	1,777.96	1,121.48

Note 8 Consolidated Other current liabilities

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Other Payable		
- Creditors for expenses	2.73	4.60
- <u>Statutory remittances</u>	-	-
(i) TDS payable	10.34	9.33
(ii) CST payable	-	-
(iii) ROC Fees payable	-	-
(iv) GST payable	-	-
(ii) TCS payable	0.31	0.01
(iii) RCM Payable	0.04	0.92
(b) Director sitting fees payable	6.21	4.59
(c) Advance from customers	81.75	1.89
(d) Security Deposit (TBSC Hotel)	118.69	-
	-	-
GST Payable	23.52	-
Total	243.59	21.34

Note 9 Consolidated Short-term provisions

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Provision for employee benefits	2.66	2.15
(b) Audit Fees payable	3.29	1.19
(c) Others	-	-
- Provision for Income Tax (Net of Advance Tax)	4.36	-
Total	10.31	3.34

Note 11 Consolidated Non-Current Investment

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Investment in share(Subsidiaries companies):		
i) Investment in equity share of FC Realty Solution Pvt Ltd	-	-
ii) Investment In equity share of FO Industries Pvt Ltd	-	-
(a) Investment in Mutual Fund:		
i) Motilal Oswal Mutal Fund (36,22,843.4200 Units, NAV as on 31-03-2022 Rs. 24.8530 Per Units)	-	898.61
ii) SBI Mutal Fund	-	-
b) Investment in Property		
-Property at Grand plazo- (Om Siddhi Venture) - Under Construction, N D Developers Palai Tower- Under Construction, Phoenix Tower (Kandivali)- Under Construction, HPI Hotels and Properties-Shop No 24, Juhu Supreme Shopping Centre, Mumbai	5,652.57	302.81
Total	5,652.57	1,201.42

Note 12 Consolidated Long-term loans and advances

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Security deposits		
i) Reliance Energy	0.06	0.06
ii) Air India Security deposit	-	2.69
iii) Security deposit with NSE Limited	0.18	29.21
iv) Rent deposit	2.00	2.00
iv) CDSL	0.18	0.18
Total	2.42	34.14

Foce India Ltd.

Notes forming part of the financial statements

Note 10 Property, Plant & Equipments

Amount in 'Lakhs'

Tangible assets	WDV Dep. Rate	Gross block				Accumulated depreciation			Net block		
		Balance as at 01.04.2022	Additions during the Year	Disposals / Adjustments	Balance as at 30.09.2022	Balance as at 01.04.2022	Depreciation expense for the year	Eliminated on disposal of assets	Balance as at 30.09.2022	Balance as at 30.09.2022	Balance as at 31.03.2022
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a) Furniture and Fixtures	25.89%	72.99	-	-	72.99	8.50	16.70	-	25.20	47.80	64.49
(b) Computer	63.16%	16.82	0.30	-	17.12	7.06	6.29	-	13.35	3.77	9.76
(c) Air Conditioner	18.10%	5.63	0.35	-	5.98	2.29	0.67	-	2.96	3.02	3.34
(d) Office Equipments	18.10%	41.06	3.26	-	44.32	1.88	7.10	-	8.98	35.34	39.18
(e) Motor Car	31.23%	8.62	-	-	8.62	7.69	0.29	-	7.98	0.64	0.93
(f) Refrigerator	18.10%	0.47	-	-	0.47	0.15	0.06	-	0.20	0.27	0.33
(g) Television	18.10%	0.20	-	-	0.20	0.03	0.03	-	0.06	0.14	0.18
(h) Mobile	15.00%	0.85	1.90	-	2.76	0.05	0.33	-	0.38	2.38	0.80
(i) Plant & Machinery		5.00	0.02	-	5.02	0.07	0.89	-	0.96	4.06	4.93
(j) CCTV Camera		-	0.22	-	0.22	-	0.04	-	0.04	0.18	-
Total		151.66	6.05	-	157.72	27.72	32.40	-	60.12	97.59	123.94
Previous year		20.39	131.27	-	151.66	14.49	13.23	-	27.72	123.94	-

Note 12 Consolidated Long-term loans and advances

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Security deposits		
i) Reliance Energy	0.06	0.06
ii) Air India Security deposit	-	2.69
iii) Security deposit with NSE Limited	0.18	29.21
iv) Rent deposit	2.00	2.00
iv) CDSL	0.18	0.18
Total	2.42	34.14

Note 13 Consolidated Deferred Tax Assets

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
a) Deferred Tax assets	4.03	0.96
b) Deferred Tax Liabilities	-	0.17
Total	4.03	0.79

Note 14 Consolidated Other Non-current assets

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Security deposits	-	-
Unsecured, considered good	7.1	0.2
Total	7.1	0.2

Note 15 Goodwill on consolidation

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Goodwill On consolidation	-	18.91
Total	-	18.91

Note 16 Consolidated Inventories

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
(a) Stock-in-trade (Cost or NRV whichever is lower)	1,131.65	1,263.33
Total	1,131.65	1,263.33

Note 17 Consolidated Trade Receivables

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment	252.16	181.78
- Unsecured, considered good	-	-
(b) Other Trade receivables	683.63	1,941.10
- Unsecured, considered good	-	-
Total	935.78	2,122.88

Note 18 Consolidated Cash and cash equivalents

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Balances with banks		
(i) In current accounts	61.63	38.32
(b) Cash on hand	38.39	1.91
Total	100.02	40.23

Note 19 Consolidated Short-term loans and advances

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Loans and advances to related parties		
- Unsecured, considered good	-	100.00
(b) Share application Money (Mirror Properties)	-	-
(c) Advance against Property	100.00	-
Total	100.00	100.00

Note 20 Consolidated Other current assets

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Balances with government authorities		
(i) Income tax appeal fees	-	-
(ii) Advance Income Tax, TDS & TCS (Net of Provision)	41.99	47.16
(iii) Customs Duty	1.00	1.00
(iv) GST Credit receivable	270.55	286.23
(v) MVAT appeal	6.57	20.64
(b) Prepaid expenses (Insurance)	0.08	0.38
c) Advance to supplier	291.82	62.54
d) Advances with CDSL & NSDL	0.24	0.24
e) Advance for Expenses	2.64	10.92
Total	614.89	429.11

Note 21 Consolidated Revenue from operations

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
Sale of products	5,581.41	18,705.93
Rent Income	181.62	-
Godown Rent Income	3.62	-
Transport Charges Received	4.10	-
Total	5,770.76	18,705.93

Note 22 Consolidated Other income

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(a) Interest income	0.01	0.02
(b) Rebate & discount	1.90	-
(c) Interest on Income Tax refund	1.78	-
(d) Gain on Redemption of Mutual fund	4.33	16.77
Total	8.01	16.79

Note 23 Consolidated Purchase of traded goods

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
Purchases	4,270.20	18,324.86
Total	4,270.20	18,324.86

Note 24 Consolidated Changes in inventories of stock-in-trade

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
<u>Inventories at the end of the year:</u>		
Stock-in-trade	1,131.65	1,263.33
	1,131.65	1,263.33
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	-	-
	1,263.33	241.50
	1,263.33	241.50
Net (increase) / decrease	131.68	-1,021.83

Note 25 Consolidated Employee benefits expense

Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
Salaries and wages	62.56	42.29
Staff Welfare Expenses	2.59	2.04
Total	65.15	44.34

Note 26 Consolidated Other expenses
Amount in 'Lakhs'

Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs.
CSR Activities Expenses	19.79	-
Advertisement & Exhibition Expenses	0.12	0.41
Bank Charges	2.12	0.38
Internet charges	0.10	-
Labour Charges	25.13	-
Transportation charges	8.13	1.30
Computer Expenses	1.45	0.07
Conveyance Expenses	5.95	4.04
Refreshment Expenses	1.30	0.51
Insurance	0.49	0.46
Office Expenses	1.97	1.23
Payments to auditors (Refer Note (i) below)	3.50	0.90
Power and fuel	0.88	0.76
Printing & Stationary	8.33	2.52
Professional Charges	42.87	63.62
Rates and taxes	0.23	0.91
Rent	9.84	2.46
Repairing charges	8.05	0.47
ROC Expenses	0.04	4.73
Sales Promotion & Subscription Expenses	5.07	22.53
Selling and Distribution Expenses	5.73	59.35
Society Expenses	0.98	1.11
Software Expenses	3.06	1.19
Sundry Balances W/off	0.09	(0.04)
Telephone Expenses	2.14	0.59
Travelling Expenses	14.05	7.57
Vehical Expenses	0.07	1.05
Warehousing Charges	0.60	0.60
Income Tax Demand AY 2014-15	-	0.30
Contract charges	-	0.33
Short Term Loss on Redemption of Mutual Fund	0.29	1.39
Penalty for late delivery	-	0.47
Stamp Duty charges & Trademark charges	4.08	1.14
IPO Expenses	1.23	27.29
Director sitting fee	1.80	5.10
GST Late Fee , Interest & Paenalty	5.37	-
Miscellaneous expenses	0.87	-
Legal expenses	0.23	-
Export Registration & Clearing	0.44	-
Interest on OD Account	28.89	-
Bank OD Fee & Stamp Duty	10.37	-
Loan Processing Fee	3.76	-
Packing & Farwarding	0.24	-
Total	229.65	214.74
Notes:		
Particulars	As at 31 March, 2023	As at 31 March, 2022
	Rs.	Rs
(i) Payments to the auditors comprises		
- as auditor	3.50	0.90
Total	3.50	0.90

Consolidated Notes forming part of consolidated financial statements for the year ended 31st March, 2023

1. SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT

A.BACKGROUND

Foce India Limited formally known as Heighten Trading Company Private Limited is a limited company domiciled in India and incorporated on 10th January, 2001 under the Companies Act as Heighten Trading Company Private Limited as a Private Limited Company, having Company Incorporation No. (CIN) U33100MH2001PLC130385. Subsequently name of the company changed to Force India Limited. The company converted into the Limited company and a fresh certificate of incorporation consequent upon conversion to Public Limited Company has been issued on 15th Day of June, 2021.

The company is primarily engaged in the business of trading in wrist watches and Man's accessories.

Consolidated Financial Statement includes statement of following company:

- ✓ Foce India Limited (Holding Company)
- ✓ FO Industries Private Limited (100% subsidiary of Foce India Limited)
- ✓ Foce Realty Solution Private Limited (100% subsidiary of Foce India Limited)

FO Industries Private Limited is a Private Limited Company domiciled in India and incorporated on 6th April, 2021 under the Companies Act 2013, having Company Incorporation No. (CIN) U33300MH2021PTC358370 and the company is primarily engaged in the business of Manufacturing of wrist watches and Man's accessories.

Foce Realty Solutions Private Limited was formerly known as FC Watches Private Limited is a Private limited company domiciled in India and incorporated on 12th November, 2021 under the Companies Act, 2013 as FC Watches Private Limited, having Company Incorporation No. (CIN) U70100MH2021PTC371389 and the company now engaged into the business of investment in real estate.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING AND PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The accounting principles and policies, recognized as appropriate for the measurement and reporting of the financial performance and financial position on **accrual basis** except as otherwise disclosed, using **historical costs** (i.e. not taking into account changing money values impact of inflation) are applied in the preparation of the consolidated financial statements and those which are considered materials to the affairs are suitably disclosed. The consolidated financial statements are in accordance with the requirements of the companies Act, 2013.

2. USE OF ESTIMATES

The preparation of Consolidated financial statements in conformity with generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the Consolidated financial statements, and the reported amount of revenue and expenses during the reporting period. The estimates and assumptions used in the accompanying

consolidated financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying consolidated financial statements. Any revision to accounting estimates is recognized prospectively in current and future periods.

3. **CURRENT/NON CURRENT CLASSIFICATIONS**

The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current. An asset is classified as current when it satisfies any of the following criteria:

- a) It is expected to be realized in, or is intended for sale or consumption in, the entity's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within twelve months after the balance sheet date; or
- d) It is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- a) It is expected to be settled in, the entity's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within twelve months after the balance sheet date; or
- d) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

4. **INVENTORIES**

Companies measure its inventories at lower of the cost or net realizable value. Stock in trade computed on the basis of cost of purchases (exclusive of taxes), and other cost incurred for bringing the inventories to the present location and condition.

5. **CASH & CASH EQUIVALENTS**

Cash comprises Cash on hand and Demand Deposits with Banks. Cash equivalent are short-term balances (with an original maturity of three month or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

6. **PROPERTY, PLANT AND EQUIPMENT & INTANGIBLES**

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition/construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects/expansion of existing projects, expenditure incurred during construction /preoperative period including interest and finance charge on specific/general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective; on completion of construction/erection of the capital project/fixed assets.

Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

7. DEPRECIATION ON TANGIBLE FIXED ASSETS

The company depreciates Property, Plant and Equipment on Written down value method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition/deletion from fixed assets made during the period is provided on Pro-rata basis from or up to the date of such addition/deletion as the case may be.

8. REVENUE RECOGNITION

Sales of goods:

Revenue is recognized to the extent that it is probable to the economic benefits will flow to the Company and revenue can be reliably measured at the fair value of consideration received or receivable, as reflected in relevant documents taking into account contractually defined terms of payments and excluding Taxes and Duties. Sales are recognized on Net, Return or Trade discounts, on transfer of significant risks and rewards of ownership to the buyers which generally coincides with the delivery of goods to the customers.

Other Income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under head "other income" in the statement of profit and loss.

9. BORROWING COST

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Other borrowing costs are charged to statement of profit and loss as and when incurred.

10. ACCOUNTING TAXES ON INCOME

Tax Expenses for the year, i.e. Current tax is included in determining the net profit for the year. A provision is made for the Current tax-liability computed in accordance with relevant tax rates and tax laws.

11. DEFERRED TAX-ASSET/LIABILITY

As per the Prudence concept, Deferred Tax Assets are recognized and carried forward only to the extent that there is reasonable certainty of their realization. However considering past record of the company and by making realistic estimates of profit for the future, its prudence we are not recognizing differed Assets as on date. However, the same will be recognized as and when there is realistic estimates of the Profits.

12. IMPAIRMENT OF ASSETS

In accordance with AS 28 on 'Impairment of assets' as prescribed in the Companies (Accounting Standards) Rules, 2006, the Company assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset.

The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life.

An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the statement of profit and loss or against revaluation surplus, where applicable. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciated historical cost.

13. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss. However, during the current year, Company does not have any current investments.

14. EMPLOYEE BENEFITS

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related services is rendered.

Post – employment and other long term employee benefits are recognized as an expense in the profit & loss account of the year in which the liabilities are crystallized.

15. FOREIGN CURRENCY TRANSLATION

Initial recognition:

Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year, or reported in previous consolidated financial statements, are recognized as income or as expenses in the year in which they arise.

16. SEGMENT ACCOUNTING

(i) Business Segment:

The Company operates in one Business Segment only and hence no separate information for business segment wise disclosure is required.

(ii) Geographical Segment:

The Company operates in one Geographical Segment namely “within India” and hence no separate information for geographic segment wise disclosure is required.

17. EARNINGS PER SHARE:

Basic earnings per share are computed by dividing the net profit for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

18. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

19. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

20. ADDITIONAL REGULATORY INFORMATION

S.R.No.	Particulars	31 st March, 2023	31 st March, 2022	% Change in Ratio	Reason for changes (If Changes >25 %)
1	Debt Equity Ratio (In times) (Debt is exclusive of Current Liabilities)	-	-	-	-
2	Debt Service Coverage Ratio (In times)	-	-	-	-
3	Current Ratio (In times)	0.76	3.33	-77.22	Change in Current Ratio due to short term advances given to Change in Current Ratio due to short term advances given to its subsidiaries to FO Industries Pvt Ltd & Foc Realty Solutions Pvt Ltd out of fresh shares issued during the year and advances given for mutual fund hence Current ratio increased by 139%
4	Trade Receivable Turnover Ratio (In Times)	3.77	7.00	-46.02	Change in Trade Receivable due to increase in Turnover and credit period also extended.
5	Inventory Turnover Ratio	4.82	24.86	-80.62	Change in inventory due to % change in closing inventory w.r.t % change in sales is more hence Inventory ratio is decreased by 53% as compared to previous year
6	Trade Payable Turnover Ratio	2.95	9.66	-69.51	Change in Trade Payables due to increase in Purchase and credit period also extended.
7	Net Profit Margin (In %)	14.73	4.95	197.63	Change in Net profit margin due change in turnover

					during the year.
8	Net Capital Turnover Ratio	-7.04	4.66	-251.07	Change in Net Capital turnover due to fresh issue of shares during the year via IPO.
9	Return on Equity Ratio (In %)	17.54	23.07	-23.96	NA
10	Return on Capital Employed Ratio	17.54	28.12	-37.61	Change in Return on capital employed due to fresh issue of shares during the year via IPO and increase in turnover during the year.
11	Return on Investment Ratio	17.54	23.07	-23.96	NA

For Calculation of Debt and Equity Ratio and Debt Service Coverage Ratio, the Management has a policy to consider only Long Term Debts. During the year the management does not have any long term debt and having only short term debt.

Note: 27 Consolidated Other Notes**1. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED ACT, 2006)**

In accordance with the Notification No GST 719 dated 16th November 2007, issued by the Ministry of Corporate Affairs, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises as defined under the said Act. Based on the information/ documents available with the Company, disclosures required are as under:

Particulars	As at 31st March, 2023	As at 31st March, 2022
a) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
c) The amount of interest paid along with the amounts of the payments made to the supplier beyond the appointed day	Nil	Nil
d) Amount of interest due and payable for the year	Nil	Nil
e) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

2. Balances of trade receivables, payables and loans and advances are subject to reconciliation and confirmation from the parties. These balances are therefore, subject to adjustments, if any, as may be required on settlement of these balances with the parties.

3. Earnings Per Share		
Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Consolidated Net Profit as per the Statement of Profit & Loss (in Rupees)	8,50,19,454/-	9,26,83,541/-
Number of shares having face value of Rs.10 each	48,92,925/-	42,41,966/-
Consolidated Basic and diluted earnings per share (in Rupees)	17.38	21.85

4. Related Party Disclosure*							
A. Key Management Personnel and Relatives							
a) Directors, CFO & CS							
	Mr. Manoj Agarwal						- Managing Director & KMP
	Mr. Utkarsh Agarwal						- Director & KMP
	Mr. Umar Abdul Aziz Seliya						-CFO & KMP
	Ms. Kuntaldevi Sharma						-Company Secretary & KMP (Resigned w.e.f. 30/11/2022)
	Mr. Ankit Pandit						-Company Secretary & KMP (Appointed w.e.f. 01/12/2022)
b) Independent Directors							
	Mrs.Abhilasha Choudhary						- Independent Director
	Mr.Lalit Kumar Tapadia						- Independent Director
	Mrs.Rekha Agarwal						- Independent Director
B. Relative of Key Management Personnel							
	Mr. Praveen Agarwal						
	Ms. Apeksha Agarwal						
	Ms. Anita Agarwal						
	Ms. Ashu Agarwal						
C. Entities over which joint ventures or their substantial controlling shareholders or Directors or Key Management Personnel ("KMP") of the company or their relatives are able to exercise significant influence / control (directly or indirectly) (hereafter referred as "other entities")							
	Mirror Properties Private Limited						M/S. R. B. Industries (Roorkee)
	Lokhandwala Watches Private Limited						M/S.Clove Trading LLP
	Twilight Watches Private Limited						M/S. Foce Industries
Nature and volume of transactions during the year with the above related parties are as follows:							
							Amount in 'Lakhs'
S. R. No	Related Party	Relation with Party	Nature of Transactions	Volume of Transaction FY 2022-23	Outstanding as on 31st March, 2023	Volume of Transaction 2021-22	Outstanding as on 31st March, 2022
1	Mr. Manoj Agarwal	-Director & KMP	Loan Outstanding at beginning		129.65		-
			Loan Received during the year	3,419.91		3,6.80	
			Loan Repaid during the year	2,857.56		35.55	
			Loan Outstanding at year end		692.00		1.25

			Director Remuneration	-		4.50	
			Director Remuneration Paid	-		-	4.50
			Director Sitting Fee			-	
			Director Sitting Fee Paid			-	
			Total Outstanding at year end				129.65
2	Mr. Utkarsh Agarwal	-Director & KMP	Loan Outstanding at beginning		-		-
			Loan Given during the year	110.40		-	
			Loan Repaid during the year	193.50		-	
			Loan Outstanding at year end		83.11		-
			Director Remuneration	-		-	
			Director Sitting Fee	-		-	
			Total Outstanding at year end		83.11		-
3	Mr. Umar Abdul Aziz Seliya	-CFO & KMP	Salary For the year	3.00	0.25	0.02	0.00
4	Mr. Ankit Pandit	-Company Secretay & KMP	Salary for the year	1.00	0.00	0.00	0.00
4	Mrs. Kuntaldevi Sharma	-Company Secretary & KMP	Salary For the year	2.00	-	0.00	0.00
5	Mrs.Abhilasha Choudhary	- Independent Director	Director Sitting Fee	0.54	2.07	0.02	0.02
6	Mr.Lalit Kumar Tapadia	- Independent Director	Director Sitting Fee	0.54	2.07	0.02	0.02
7	Mrs.Rekha Agarwal	- Independent Director	Director Sitting Fee	0.54	2.07	0.02	0.02
8	Ashu Agarwal	-Relative of KMP	Salary Paid	9.90/-			

9	Mr. Praveen Agarwal	-Relative of KMP	Loan Outstanding at beginning		-		-
			Loan Received during the year	-		-	
			Loan Repaid during the year	-		-	
			Loan Outstanding at year end		-		-
10	Ms. Anita Agarwal	-Relative of KMP	Loan Outstanding at beginning		22.04		-
			Loan Given during the year	-		0.15	
			Loan Repaid during the year	0.52		0.07	
			Loan Outstanding at year end		21.51		0.07
			Professional Fee	-		00.11	-
			Professional Fee paid	-		0.11	0.00
			Allotment of Share /(transfer of share)	(0.50)		0.01	
			Amount Received / Paid towards allotment/(transfer) of shares	-		0.01	-
			Total Outstanding at year end		22.01		0.08
11	Apeksha Agarwal	-Relative of KMP	Loan Outstanding at beginning		13.05		-
			Loan Received during the year	-		0.56	
			Loan Repaid during the year	13.05		0.43	
			Loan Outstanding at year end		-		0.13.
			Allotment of Share /(transfer of share)	(0.50)		0.01	-
			Amount Received / Paid towards allotment/(transfer) of shares	-		0.01	
			Total Outstanding at year end		0.50		0.13

			Outstanding at the beginning		0.45		
			Professional Fees	11.94		18.29	
			Less : Paid	11.89		17.85	
			Outstanding at the year end		0.50		0.45
12	M/s. R. B. Industries (Roorkee)	-Other Entities	Outstanding at beginning		-		0.37
			Purchase of Goods (Inclusive of GST, TDS & TCS)	-		-	
			Sale of goods (Inclusive of GST, TDS & TCS)	-		-	
			Payment	-		0.37	
			Receipt	-		-	
			Outstanding at year end		-		-
13	M/s. Foce Industries	-Other Entities	Outstanding at beginning		6.30		20.58
			Loan Repaid during the year	2.00			
			Purchase of Goods (Inclusive of GST, TDS & TCS)			0.10	
			Sale of goods (Inclusive of GST, TDS & TCS)			-	
			Payment			125.46	
			Receipt			-	
			Outstanding at year end		4.30		0.06
14	Clove Trading LLP	-Other Entities	Outstanding at the beginning of the year		-		
			Sale of goods (Inclusive of GST, TDS & TCS)	1.35/-			
			Payment Made	1.35/-			
			Outstanding at year end		-		

15	Lokhandwala Watches Private Limited	-Other Entities	Loan Outstanding at beginning		-		-
			Loan Given during the year	-		-	
			Loan Repaid during the year	-		-	
			Loan Outstanding at year end		-		-
			Outstanding at beginning		-		-
			Purchase of Goods (Inclusive of GST, TDS & TCS)	-		0.00	
			Sale of goods (Inclusive of GST, TDS & TCS)	-		0.15	
			Payment	-		-	
			Receipt	-		0.14	
			Outstanding at year end		-		-
16	Twilight Watches Private Limited	-Other Entities	Outstanding at the beginning of the year		-		-
			Purchase of goods (Inclusive of GST, TDS & TCS)	55.54/-		-	
			Payment Made	50.76/-		-	
			Outstanding at the end of the year		4.78/-		-

* As certified by the management and relied upon by auditors.

5. The Company operates in one segment and hence no separate disclosure of segment wise information has been made as per Accounting Standards as per (AS-17) Segment Reporting Issued by the Institute of Chartered Accountants of India.

6. **Deferred Tax Asset (Net)/ Liabilities Consists of :**

Amount in 'Lakhs'

Particulars	F Y 2022-23	F Y 2021-22
Business Losses	Nil	Nil

Unabsorbed Depreciation	Nil	Nil
Fixed Assets	(3.24)/-	(1.72)/-
Total	(3.24)/-	(1.72)/-

7	Expenditure in Foreign Currency	Nil	Nil
8	Earnings in Foreign Currency	Nil	Nil
9	Auditors Remuneration consists of :		
	a) As Statutory Audit Fees	3.50	0.90
	b) Other Matters	Nil	Nil

10. Balance of trade receivables, payables and loans and advances are subject to reconciliation and confirmation from the parties. These balances are therefore, subject to adjustments, if any, as may be required on settlement of these balances with the parties.

11. During the financial year the Company has not traded or invested in Crypto Currency or Virtual Currency.

12. The Company is not a declared willful defaulter by any bank or financial Institution or other lender.

13. No Benami Property is held by the Company and that no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

14. The company has not entered into any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

15. No Scheme of Arrangement has been undertaken by the Company during the financial year in terms of sections 230 to 237 of the Companies Act, 2013.

16. There are no transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

17. The company has complied with the provisions for number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

18. GST Search & Siege of Goods:

GST Search: In the month of July, 2022, a search was conducted by the Directorate General of Goods and Services Tax Intelligence (DGGI), Pune at the premises of the company and its directors. As informed by the Management of the Company, that the investigation has not been completed by the department and no demand has been crystalized. During the investigation, the department has seized the goods as lying in the premises of M/s. F O Industries Private Limited (Subsidiary Company of FOCE India Limited), Bhiwandi which was received for do repair work. The investigation of the seized goods were not completed and it was released by the department after submission of Bank Guarantee and Bond.

a) Details of Bank Guarantee and Bond furnished to the authorities:-

Amount in 'Lakhs'

Sr. no	Particulars	Amt. Rs.	Remark	Name of the Company
1	Bank Guarantee	1,042.74/-	Vide letter Dated :28/12/2022 DIN:202212DWW2000000E0FB	FO INDUSTRIES PRIVATE LIMITED
2	Bond	221.50/-	Ref. No. OGT0003220074724 DIN:202212DWW2000000E0FB	FO INDUSTRIES PRIVATE LIMITED

b) The details of amount paid under protest till date by the company are as under:-

Amount in 'Lakhs'

Date of Payment	Amount of Tax	Period for which tax has been paid	Company for which tax has been paid
11/07/2022	28.90	April 2021 to March 2022	FO INDUSTRIES PRIVATE LIMITED
22/07/2022	14.97	April 2021 to March 2022	FO INDUSTRIES PRIVATE LIMITED
22/07/2022	8.52	April 2021 to March 2022	FO INDUSTRIES PRIVATE LIMITED

c) The management has informed us that, on 16-01-2023 there was a search carried out in the premises of the company and at the residential premises of the residence of the directors under PMLA Act, 2002. As informed to us, there is no demand has been raised and no show cause notice has been issued to the company till 31st March, 2023. The matter is still under investigation by the department. During the course of search, the following Bank Accounts has been freeze under section 17(1) (A) of PMLA 2002 by the authorities' w.e.f. 16/01/2023:

Sr. No.	Name of Bank	Account No
1	IndusInd Bank	201004052556
2	Development Credit bank	03120200000532
3	HDFC bank	50200059076761
4	Yes Bank	001061900005170

19. Contingent/Disputed Liabilities not provided for:

- a) As per our verification on the TRACES website of the Income Tax Department, there are Outstanding TDS Dues of FOCE India Limited which are subject to rectification and corrections are as under: -

Amount in 'Lakhs'	
Particulars	Amt. Rs.
FY 2009-10	0.04
FY 2010-11	0.00
FY 2012-13	0.01
FY 2015-16	0.05
FY 2016-17	0.17
FY 2017-18	0.07
FY 2018-19	0.01
FY 2019-20	0.01
FY 2020-21	0.05
FY 2021-22	1.13
FY 2022-23	0.24
Total Demand as per Traces	1.77

- b) Details of Disputed Liabilities:

Amount in 'Lakhs'						
Sr. No.	Name of Statute	Nature of the Dues	Forum where dispute is Pending	Amount	Period to which the amount relates (F.Y.)	Nature of Liability
1	Income Tax Act, 1961	Penalty	Income Tax Officers	Not yet Determined	2009-10	Disputed Liabilities
2	Central Sales Tax Act, 1956	Sales Tax/VAT	Joint Commissioner of Sales Tax	Rs. 10.23	2013-14	Disputed Liabilities

For FO Industries Pvt Ltd;

Sr. No.	Name of Bank	Account No
1	Indusind Bank	252608199855
2	HDFC Bank	50200057921516

For Foce Realty Solutions Pvt Ltd;

Sr. No.	Name of Bank	Account No
1	ICICI Bank	699105601143
2	IndusInd Bank	257525023693

As per information and observation proceeding are in process with Enforcement Directorate and GST Department. The final determination of any liability or conclusion is pending as on reporting date.

20. The provisions of section 135 of the Companies Act applies to the holding company (Foce India Limited) and its subsidiary company (FO Industries Pvt Ltd).

Foce India Limited has incurred CSR expenditure of Rs. 6.69 Lakhs and
FO Industries Pvt Ltd (Wholly Owned Subsidiary) has incurred CSR expenditure of Rs. 13.10 Lakhs

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For SDG & CO
Chartered Accountants
Firm Registration No.: 137864W

For and on behalf of the Board of Foce India Ltd

Sd/-
Ajay Yadav
Partner
Membership No.: 170602
UDIN: 23170602BGVQGM6554
Place: Mumbai
Date: 30/05/2023

Sd/-
(Manoj Agarwal)
Managing Director
DIN: 00159601

Sd/-
Ankit Pandit
Company Secretary

Sd/-
(Utkarsh Agarwal)
Director
DIN:08021945

Sd/-
(Umar Abdul Aziz Seliya)
Chief Financial Officer