



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 Focce 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.