



FOCE INDIA LIMITED

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

CIN: L33100MH2001PLC130385

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

<u>VOTING STARTS ON</u>	<u>VOTING ENDS ON</u>
<u>Tuesday, 17th March 2026</u>	<u>Wednesday, 15th April 2026</u>

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Foce India Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to applicable provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (“the Companies Act” or “the Act”), read with the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards – 2 (SS-2) on “General Meetings” issued by the Institute of Company Secretaries of India (ICSI), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, read with the Circulars issued from time to time by the Ministry of Corporate Affairs (“MCA”), including the General Circular No. 03/2025 dated 22nd September, 2025 (the “MCA Circulars”) and the Circulars issued from time to time by the Securities and Exchange Board of India (“SEBI”) (the “SEBI Circulars”).

The proposed resolutions and the explanatory statement stating the facts as required in terms of Section 102 of the Act, the Listing Regulations, SS-2 and information pursuant to SEBI, vide its master circular dated 26th June 2025 and 13th October 2025 as appended hereto forms part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only by e-mail to those Members whose e-mail addresses are registered with the Company Purva Sharegistry (India) Pvt. Ltd., the Company’s Registrar and Transfer Agent RTA or Depositories as on Friday, 13.03.2026 being the cut off date for the purpose. The communication of the assent or dissent of the Members would take place through the process of e-voting. Members may please note that the Notice will also be available on the Company’s website at

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

Email Id: office@foceindia.com; **Phone No:** 02226349544

Website: www.foceindia.com



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www.foceindia.com, on the websites of National Stock Exchange of India Limited at www.nseindia.com.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the of the Companies (Management and Administration) Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of Purva Sharegistry (India) Pvt. Ltd. as the agency to provide Remote e-Voting facility. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, March 13, 2026 ('Cut-off date') The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process starting from 9:00 a.m. (IST) on Tuesday March 17, 2026 and not later than 5:00 p.m. (IST) on Wednesday, April 15, 2026. Remote e-Voting will be disabled by Purva Sharegistry (India) Pvt. Ltd. immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors of the Company has appointed CS Brajesh Gupta, (Membership No. 33070) (CP No. 21306), Practicing Company Secretary to act as a Scrutinizer to monitor the Postal Ballot e-voting process in a fair and transparent manner and in accordance with the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014 and they have communicated their willingness to be appointed as Scrutinizer. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any person of the Company, duly authorised by the Board for the purpose, after completion of scrutiny of e-voting process in a fair and transparent manner.

The Results of Postal Ballot will be announced on or before Friday, 17th April 2026, and also be hosted on the website of the Company (www.foceindia.com) and on the website of Purva Sharegistry (India) Pvt. Ltd <https://evoting.purvashare.com>. The Results will also be communicated to the Stock Exchange National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e, Wednesday, 15th April 2026, in terms of SS-2 issued by the Institute of Company Secretaries of India.

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SPECIAL BUSINESSES:

ITEM NO. 1 - APPROVAL/ RATIFICATION FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. MANOJ KUMAR AGARWAL:-

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

“**RESOLVED THAT**, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof) to enter into and/or continue into related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “**Mr. Manoj Kumar Agarwal**”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for availing loans/advances/financial assistance up to an aggregate amount not exceeding ₹40 Crores (Rupees Forty Crore only) during the Financial Year 2026-27, on such terms and conditions as may be mutually agreed between the parties as the Board may deem fit and proper in the best interest of the Company and transactions being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, and things, including, without limitation, to finalise, alter, vary, modify, or revise the terms and conditions and to execute all such documents, instruments, and writings as it may in its absolute discretion deem necessary, proper, or expedient, to give effect to this resolution.”

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company,

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to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for the ratification of all related party transactions entered into by the Company with Mr. Manoj Agarwal during the Financial Year 2025-26, details of which are provided in the Explanatory Statement annexed to the Notice convening this meeting, the aggregate value of which is Rs 18.52 crores, on the grounds that these transactions were conducted on an arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper, and expedient to give effect to this resolution.”

ITEM NO. 2 - APPROVAL/ RATIFICATION FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH TREMONT LUGGAGE MANUFACTURING PRIVATE LIMITED:-

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

“**RESOLVED THAT**, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, approval of the Board of Directors, and subject to such approvals, consents, permissions, and sanctions of regulatory or other authorities as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof) to enter into and/or continue to enter into related party transactions with Tremont Luggage Manufacturing Private Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purchase and sale of goods, during

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the Financial Year 2026-27, with an aggregate value not exceeding INR 50 Crores (Rupees Fifty Crores only), on an arm's length basis and in the ordinary course of business, and on such terms and conditions as the Board may deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, and things, including, without limitation, to finalise, alter, vary, modify, or revise the terms and conditions and to execute all such documents, instruments, and writings as it may in its absolute discretion deem necessary, proper, or expedient, to give effect to this resolution."

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for the ratification of all related party transactions entered into by the Company with Tremont Luggage Manufacturing Private Limited during the Financial Year 2025-26, details of which are provided in the Explanatory Statement annexed to the Notice convening this meeting, the aggregate value of which is Rs. 15.77 crores, on the grounds that these transactions were conducted on an arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper, and expedient to give effect to this resolution."

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

Place: Mumbai

Date: 13th March, 2026

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IMPORTANT NOTES:

1. A statement, pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. In accordance with the MCA Circulars and the SEBI Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those members who have registered their email address with their Depository Participant(s) ("DPs") or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, March 13, 2026 ("Cut-off Date") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company to cast their votes electronically. The Company has appointed Purva Sharegistry (India) Pvt. Ltd. for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). The instructions for e-voting are provided as part of this Notice.
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.foceindia.com, the website of Purva Sharegistry (India) Pvt. Ltd.:

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www.purvashare.com and websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com respectively.

6. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
7. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Friday, 13th March 2026, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the cut-off date i.e. Friday, 13th March 2026, should treat this Notice for information purpose only.
8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 13th March 2026.
9. The remote e-voting period shall commence on Tuesday, 17th March 2026, at 9:00 A.M. (IST) and ends on Wednesday, 15th April 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by the RTA upon expiry of the aforesaid period.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. 15th April, 2026.
11. All the documents referred to in this Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at office@foceindia.com.
12. It is however, clarified that all members of the Company as on the Cut-off Date, i.e, Friday, 13th March 2026 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
13. The Instructions and other information relating to e-voting are as under:

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Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

14. The Board of Directors of the Company has appointed Mr. Brajesh Gupta, Practicing Company Secretary (ACS: 33070; COP: 21306) as the Scrutinizer to oversee e-voting process. The Scrutinizers Report shall be available at the website of the Company and National Stock Exchange of India Limited respectively.
15. After sending the notice of Postal Ballot through email, an advertisement will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Marathi (Vernacular) daily newspaper.
16. **The** e-voting period commences on 9:00 a.m. (IST) on Tuesday March 17, 2026 and ends on than 5:00 p.m. (IST) on Wednesday, April 15, 2026. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares, as on the cut-off date, being Friday, March 13, 2026, may cast their vote by electronic means. The member shall not be allowed to change it subsequently.

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17. The Scrutinizer will submit the results to the Chairman or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before Friday, April 17, 2026.

18. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.foceindia.com and also on the website of Purva Sharegistry (India) Private Limited and shall be communicated to the Stock Exchanges where the Company's shares are listed.

19. THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 9:00 a.m. (IST) on Tuesday March 17, 2026 and ends on than 5:00 p.m. (IST) on Wednesday, April 15, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, March 06, 2026 may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

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	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> <p>5) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

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

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

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option

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NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

- (vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; office@foceindia.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

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scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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



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

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

ITEM NO. 1 - APPROVAL/ RATIFICATION FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. MANOJ KUMAR AGARWAL:-

Mr. Manoj Kumar Agarwal is the Managing Director and Promoter of the Company and therefore qualifies as a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The Company, in the ordinary course of its business, in order to meet the working capital requirements and for general business purposes of the Company proposes to avail loans/ financial assistance from Mr. Manoj Kumar Agarwal up to an aggregate amount of ₹40 (forty) Crores during the financial year 2026-27, on such terms and conditions including tenure and interest rate as may be mutually agreed between the Company and Mr. Manoj Kumar Agarwal. The said transaction(s) shall be undertaken in the ordinary course of business and on an arm's length basis.

Since the transaction involves borrowing of funds from a related party, the same qualifies as a Related Party Transaction ("RPT") under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI LODR Regulations.

Pursuant to Regulation 23 of the SEBI LODR Regulations, all Related Party Transactions require prior approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders of the Company by way of a resolution, irrespective of whether such transactions are in the ordinary course of business and at arm's length basis

Further, as per the SEBI LODR Regulations, all related parties shall abstain from voting on such resolutions, whether the entity is a party to the particular transaction or not.

The Audit Committee and the Board of Directors of the Company have reviewed, approved and recommended the proposed transaction(s) with Mr. Manoj Kumar Agarwal.

Further, certain transactions were entered into with Mr. Manoj Kumar Agarwal during the financial year 2025-26, in the ordinary course of business. At the time of entering into such transactions, the value of the transactions was not expected to exceed the materiality threshold

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prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, considering the aggregate value of transactions during the year, the same are being placed before the shareholders for ratification and approval. The Audit Committee and the Board of Directors have reviewed the said transactions and are of the opinion that the transactions were carried out in the ordinary course of business and on an arm's length basis and the same are in the interest of the Company. Ratification by shareholders will ensure compliance with regulatory requirements.

Accordingly, the Company proposes to enter into and/or ratify the material related party transaction(s) already undertaken with Mr. Manoj Kumar Agarwal during the financial year and to continue to avail unsecured loan(s) from him from time to time.

The Board is of the opinion that the aforesaid related party transaction(s) are in the best interest of the Company as the funds received/ to be received will support the Company's business operations and working capital requirements.

Accordingly, approval of the Members is sought by way of Special Resolution for entering into and ratifying the material related party transaction(s) with Mr. Manoj Kumar Agarwal.

Except Mr. Manoj Kumar Agarwal and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out in Item No. 1 of the Notice for approval of the Members.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No.HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 , particulars of the proposed transactions are as follows:

Sl.No	Description/Particulars	Details/Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Manoj Kumar Agarwal Mr. Manoj Kumar Agarwal, is the Managing Director & Promoter of M/s. Foce India Limited
2.	Name of the director or key managerial personnel who is related, if any and	Mr. Manoj Kumar Agarwal is the Managing Director of the Company

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	nature of relationship	
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Availing of loans/financial assistance. The loans, advances, or credit facilities, if any, shall be availed or granted on an arm's length basis and in the ordinary course of business. The specific terms, such as interest rate, repayment schedule, and security (if any), will be determined by the Board or a Committee thereof at the time of each transaction, ensuring they are beneficial to the Company and comply with all applicable laws.
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 40/- Crore (Rupees Forty Crore) for FY 2026-27 on an annual basis.
5.	Details of the earlier Transactions	Transactions aggregating to Rs 18.52 crores were entered during FY 2025-26.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	38.37%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid related party transaction(s) are in the best interest of the Company as the funds received/ to be received will support the Company's business operations and meet the funding and working capital requirements of the Company, thereby providing flexibility to the Company in its financial management.

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7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
8.	Details of the source of funds in connection with the proposed transaction	Not Applicable
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
13.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 01.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Special resolution forming part of Item No. 01 of this Notice to the Shareholders for approval.

ITEM NO. 2 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH TREMONT LUGGAGE MANUFACTURING PRIVATE LIMITED:-

Tremont Luggage Manufacturing Private Limited is a company in which Mr. Manoj Kumar Agarwal, Managing Director of the Company, is also a Director. Accordingly, Tremont Luggage Manufacturing Private Limited qualifies as a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The Company proposes to enter into transactions for purchase and sale of goods with Tremont Luggage Manufacturing Private Limited up to an aggregate amount of ₹50 (Fifty) Crores during the financial year 2026-27 in the ordinary course of business. Such transactions constitute Related Party Transactions ("RPTs") under Section 188 of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI LODR Regulations, since they involve transfer of goods between the Company and a related party.

Pursuant to Regulation 23 of the SEBI LODR Regulations, all related party transactions require prior approval of the Audit Committee and all material related party transactions require approval of the Members of the Company by way of a resolution, notwithstanding that such transactions are in the ordinary course of business and at arm's length basis.

Further, as per the provisions of the SEBI LODR Regulations, no related party shall vote to approve such resolution, whether the entity is a party to the particular transaction or not.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed related party transaction(s) with Tremont Luggage Manufacturing Private Limited, subject to the approval of the Members of the Company.

The Company had entered into certain related party transactions with the aforesaid related parties during the financial year 2025-26 in the ordinary course of business. At the time of entering into such transactions, the value of the transactions was not expected to exceed the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, considering the aggregate value of

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transactions during the year, the same are being placed before the shareholders for ratification and approval. Ratification by shareholders will ensure compliance with regulatory requirements.

The Audit Committee and the Board of Directors have reviewed the said transactions and are of the opinion that the transactions were carried out in the ordinary course of business and on an arm's length basis and are in the interest of the Company as they will facilitate smooth business operations and contribute to the growth of the Company.

The Company proposes to enter into and ratify the material related party transaction(s) already undertaken with Tremont Luggage Manufacturing Private Limited and to continue such transactions from time to time in the ordinary course of business.

Accordingly, consent of the Members is sought for passing the Special Resolutions as set out in the Notice for approval of material Related Party Transaction to be entered into/ratified with Tremont Luggage Manufacturing Private Limited.

Except Mr. Manoj Kumar Agarwal and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No.HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 , particulars of the proposed transactions are as follows:

Sl.No	Description/Particulars	Details/Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. Tremont Luggage Manufacturing Private Limited Mr. Manoj Kumar Agarwal, Managing Director of M/s. Foce India Limited is a Director in M/s. Tremont Luggage Manufacturing Private Limited. Company is involved in manufacturing of luggage and travel bags.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Manoj Kumar Agarwal, Managing Director of M/s. Foce India Limited is a Director in M/s. Tremont Luggage Manufacturing Private Limited.

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3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Purchase & sale of goods The transactions for the purchase and sale of goods shall be conducted on an arm's length basis and in the ordinary course of business. The pricing, quality, delivery terms, and other commercial aspects will be in line with industry practices for similar goods and will be periodically reviewed by the management and the Audit Committee to ensure fairness and benefit to the Company.
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 50/- Crore (Rupees Fifty Crore) for FY 2026-27 on an annual basis.
5.	Details of earlier Transactions	Transactions aggregating to Rs 15.77 crores were entered during FY 2025-26.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	47.96%
6.	Justification for the transaction	The Board of Directors is of the opinion that the aforesaid transaction(s) are in the best interest of the Company as they will facilitate smooth business operations and contribute to the growth of the Company. The Board considers these transactions essential for the Company's business operations, either for sourcing raw materials or selling finished goods, and believes that entering into such transactions with Tremont Luggage Manufacturing

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		Private Limited, given its established relationship, quality of products, competitive pricing, is advantageous to the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
8.	Details of the source of funds in connection with the proposed transaction	Not Applicable
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
13.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the

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	Companies Act, 2013 forming part of this Notice.
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The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 02.

The Board recommends the resolution set out in Item No. 2 of the Notice for approval of the members.

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

Place: Mumbai

Date: 13th March, 2026

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