

Scrutiniser's Report
(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies,
(Management and Administration) Rules, 2014, as amended)

The Managing Director,
Force Motors Limited,
(CIN: L34102PN1958PLC011172)
Mumbai - Pune Road,
Akurdi, Pune – 411 035.

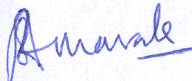
Dear Sir,

1. I, Sanjay Athavale, a Chartered Accountant in practice, have been appointed by the Board of Directors of Force Motors Limited (the 'Company') as a scrutiniser for the purpose of scrutinising the postal ballot forms and e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the postal ballot notice dated 13th February, 2019 (the 'Resolutions').
2. The notice dated 13th February, 2019 seeking approval of members of the Company along with statement setting out material facts under Section 102(1) of the Companies Act, 2013 and under the Regulation 36(3) of the SEBI (Listing Obligations and Directors Requirements), 2015; was sent to the members in respect of the Resolutions to be passed, through postal ballot. The Company had also provided remote e-voting facility to the members to vote on the resolutions through the electronic voting platform provided by National Securities Depository Limited ('NSDL').
3. My responsibility as a Scrutiniser for the postal ballot forms and remote e-voting is restricted to make a Scrutiniser's report of the votes cast in "favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by NSDL.
4. Further to the above, I submit my report as under:
 - I. The Company has dispatched postal ballot notice and ballot form along with postage prepaid business reply envelope to its members whose names appeared in the register of members / list of beneficial holders as on Friday, 15th February, 2019 (End of Day), through courier or through speed post to the members who have not registered their email IDs.
 - II. The Company has dispatched postal ballot notice and ballot form to its members whose names appeared in the register of members/list of beneficial holders as on Friday, 15th February, 2019 (End of Day) through email at their registered email ID.
 - III. The remote e-voting period remained open from Thursday, 28th February, 2019 (9:00 A.M.) to Friday, 29th March, 2019 (5:00 P.M.).
 - IV. The members whose names appeared in the register of members as on the "cut-off" date i.e. Friday, 15th February, 2019, (End of Day) were entitled to vote on the resolutions as set out in the Postal Ballot Notice of the Company.
 - V. The remote e-voting facility was unblocked on Friday, 29th March 2019 immediately after the completion of voting hours in the presence of 2 witnesses, Mr. Subhash Jadhav and Mr. Dnyaneshwar Ghadge, who are not in the employment of the Company.

- VI. The postal ballot forms were kept under my safe custody in sealed and tamper proof envelopes before commencing the scrutiny of such postal ballot forms.
- VII. All postal ballot forms received up to 5.00 p.m. on Friday, 29th March, 2019, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after Friday, 29th March, 2019 were not considered. All votes cast on NSDL e-voting platform upto 5.00 p.m. on Friday, 29th March, 2019 were considered for my scrutiny.
- VIII. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- IX. Particulars of all the postal ballot forms received from the members by Friday, 29th March, 2019, are manually entered in the register for the purpose.
- X. A total of 45 envelopes containing postal ballot forms were returned undelivered. These envelopes are not opened and are kept separately.
- XI. The details containing, inter alia, votes cast in "favour "or "against" on the resolutions that were put to vote, and whose votes became invalid and number of votes abstained from voting, for remote e-voting report is generated from the e-voting website of NSDL - i.e. <https://www.evoting.nsdl.com/> and the details of postal ballot forms is manually entered by me, Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined result of the voting is given below.

Thanking You,

Yours faithfully,



Sanjay Athavale
Chartered Accountant
Membership No. 83374

Pune, 29th March, 2019

UDIN : 19083374AAAAA2765

Resolution No. 1

Continuation of Directorship of Mr. Nitin R. Desai (DIN: 00140239) as Non – Executive Independent Director, post attainment of age of 75 years (Special Resolution).

Sr. No.	Particulars of Voting	No. of Shareholders			No. of shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through postal ballot	Voted through E-voting	Total	
1	Total Ballots received	154	259	413	8138664	903472	9042136	-
2	Less : Invalid votes	7	0	7	179	0	179	28
3	Net : Valid votes	147	259	406	8138485	903472	9041957	100%
4	Votes with Assent	139	195	334	8138207	882890	9021097	99.8
5	Votes with Dissent	8	60	68	278	20582	20860	0.2
6	Abstained Votes	0	4	4	0	186	186	0.9

* Abstained votes are not included in the total votes.

Resolution No. 2

Continuation of Directorship of Dr. Indira J. Parikh (DIN: 00143801) as Non – Executive Independent Director, post attainment of age of 75 years (Special Resolution).

Sr. No.	Particulars of Voting	No. of Shareholders			No. of shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through postal ballot	Voted through E-voting	Total	
1	Total Ballots received	154	259	413	8138664	903444	9042108	
2	Less : Invalid votes	7	0	7	179	0	179	-
3	Net : Valid votes	147	259	406	8138485	903444	9041929	100%
4	Votes with Assent	139	194	333	8138207	893368	9031575	99.89
5	Votes with Dissent	8	60	68	278	10076	10354	0.11
6	Abstained Votes *	0	5	5	0	214	214	0.00

* Abstained votes are not included in the total votes.

Resolution No. 3

Continuation of Directorship of Mr. S. Padmanabhan (DIN: 00001207) as Non – Executive Independent Director, post attainment of age of 75 years (Special Resolution).

Sr. No.	Particulars of Voting	No. of Shareholders			No. of shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through postal ballot	Voted through E-voting	Total	
1	Total Ballots received *	154	259	413	8138664	408836	8547500	-
2	Less : Invalid votes	7	0	7	179	0	179	-
3	Net : Valid votes	147	259	406	8138485	408836	8547321	100%
4	Votes with Assent	139	195	334	8138207	402956	8541163	99.93
5	Votes with Dissent	8	55	63	278	5880	6158	0.07
6	Abstained Votes *	0	9	9	0	494822	494822	5.79

*Abstained votes are not included in the total votes.

Resolution No. 4

Continuation of Directorship of Mr. Pratap G. Pawar (DIN: 00018985) as Non – Executive Independent Director, post attainment of age of 75 years (Special Resolution).

Sr. No.	Particulars of Voting	No. of Shareholders			No. of shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through postal ballot	Voted through E-voting	Total	
1	Total Ballots received	154	259	413	8138664	408863	8547527	-
2	Less : Invalid votes	7	0	7	179	0	179	-
3	Net : Valid votes	147	259	406	8138485	408863	8547348	100%
4	Votes with Assent	138	186	324	8137707	387145	8524852	99.74
5	Votes with Dissent	9	66	75	778	21718	22496	0.00
6	Abstained Votes *	0	7	7	0	494795	494795	0.058

*Abstained votes are not included in the total votes.

Resolution No. 5

Continuation of Directorship of Lt. General (Dr.) D.B. Shekatkar (DIN: 02676828) as Non – Executive Independent Director, post attainment of age of 75 years (Special Resolution).

Sr. No.	Particulars of Voting	No. of Shareholders			No. of shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through postal ballot	Voted through E-voting	Total	
1	Total Ballots received	154	259	413	8138662	902792	9041454	-
2	Less : Invalid votes	7	0	7	179	0	179	-
3	Net : Valid votes	147	259	406	8138483	902792	9041275	100%
4	Votes with Assent	137	198	335	8138176	897655	9035831	99.94
5	Votes with Dissent	10	54	64	307	5137	5444	0.06
6	Abstained Votes	0	7	7	0	866	866	0.01

*Abstained votes are not included in the total votes.

Resolution No. 6

Appointment of Mr. Anant J. Talaulicar (DIN: 00031051) as Non-Executive Independent Director (Ordinary Resolution).

Sr. No.	Particulars of Voting	No. of Shareholders			No. of shares			% of total valid votes
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through postal ballot	Voted through E-voting	Total	
1	Total Ballots received	154	259	413	8138662	903505	9042167	-
2	Less : Invalid votes	7	0	7	179	0	179	-
3	Net : Valid votes	147	259	406	8138483	903505	9041988	100%
4	Votes with Assent	144	232	376	8138404	901780	9040184	99.98
5	Votes with Dissent	3	23	26	79	1725	1804	0.02
6	Abstained Votes *	0	4	4	0	153	153	0%

*Abstained votes are not included in the total votes.

Thanking You,
Yours faithfully,



Sanjay Athavale
Chartered Accountant
Membership No. 83374

Pune; 29th March, 2019

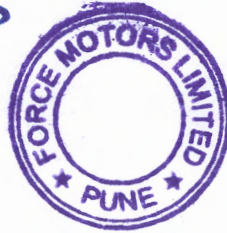
Based on the foregoing, I hereby declare that the Resolutions have been passed with the requisite majority.

For Force Motors Limited

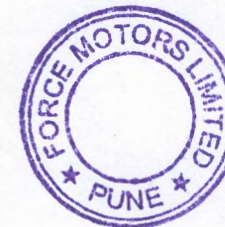


Prasana Firodia
Managing Director
DIN: 00029664

Pune; 29th March, 2019



Force Motors Limited									
Resolution Required : (Special)			1 - Continuation of Directorship of Mr. Nitin R. Desai (DIN: 00140239), as Non - Executive Independent Director, post attainment of age of 75 years.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	8150347	0	0.0000	0	0	0.0000	0.0000	0
	Poll			0.0000			0.0000	0.0000	
	Postal Ballot		8109438	99.4981	8109438	0	100.0000	0.0000	0
	Total		8109438	99.4981	8109438	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	1015115	891301	87.8030	876655	14646	98.3568	1.6432	0
	Poll			0.0000			0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		891301	87.8030	876655	14646	98.3568	1.6432	0.0000
Public Non Institutions	E-Voting	4010800	12171	0.3035	6235	5936	51.2283	48.7717	0
	Poll			0.0000			0.0000	0.0000	
	Postal Ballot		29047	0.7242	28769	278	99.0429	0.9571	179
	Total		41218	1.0277	35004	6214	84.9241	15.0759	179
Total		13176262	9041957	68.6231	9021097	20860	99.7693	0.2307	179

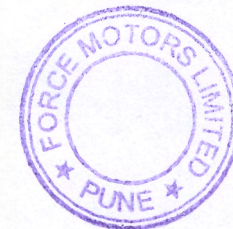


Force Motors Limited									
Resolution Required : (Special)			2 - Continuation of Directorship of Dr. Indira J. Parikh (DIN: 00143801), as Non - Executive Independent Director, post attainment of age of 75 years						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	8150347	0	0.0000	0	0	0.0000	0.0000	0
	Poll			0.0000			0.0000	0.0000	
	Postal Ballot		8109438	99.4981	8109438	0	100.0000	0.0000	0
	Total		8109438	99.4981	8109438	0	100.0000	0.0000	0
Public Institutions	E-Voting	1015115	891301	87.8030	887268	4033	99.5475	0.4525	0
	Poll			0.0000			0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		891301	87.8030	887268	4033	99.5475	0.4525	0
Public Non Institutions	E-Voting	4010800	12143	0.3028	6100	6043	50.2347	49.7653	0
	Poll			0.0000			0.0000	0.0000	
	Postal Ballot		29047	0.7242	28769	278	99.0429	0.9571	179
	Total		41190	1.0270	34869	6321	84.6540	15.3460	179
Total		13176262	9041929	68.6229	9031575	10354	99.8855	0.1145	179



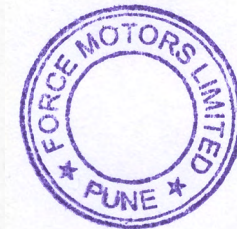
Force Motors Limited

Resolution Required : (Special)		3 - Continuation of Directorship of Mr. S. Padmanabhan (DIN: 00001207), as Non - Executive Independent Director, post attainment of age of 75 years.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	8150347	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0.0000				0.0000	0.0000	0
	Postal Ballot		8109438	99.4981	8109438	0	100.0000	0.0000	0
	Total		8109438	99.4981	8109438	0	100.0000	0.0000	0
Public Institutions	E-Voting	1015115	396722	39.0815	396722	0	100.0000	0.0000	0
	Poll		0.0000				0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		396722	39.0815	396722	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	4010800	12114	0.3020	6234	5880	51.4611	48.5389	0
	Poll		0.0000				0.0000	0.0000	0
	Postal Ballot		29047	0.7242	28769	278	99.0429	0.9571	179
	Total		41161	1.0262	35003	6158	85.0392	14.9608	179
Total		13176262	8547321	64.8691	8541163	6158	99.9280	0.0720	179



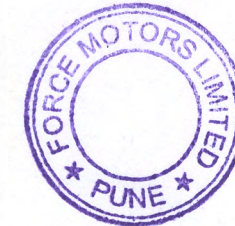
Force Motors Limited

Resolution Required : (Special)		4 - Continuation of Directorship of Mr. Pratap G. Pawar (DIN: 00018985), as Non - Executive Independent Director, post attainment of age of 75 years.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	8150347	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		8109438	99.4981	8109438	0	100.0000	0.0000	0
	Total		8109438	99.4981	8109438	0	100.0000	0.0000	0
Public Institutions	E-Voting	1015115	396722	39.0815	382076	14646	96.3082	3.6918	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		396722	39.0815	382076	14646	96.3082	3.6918	0
Public Non Institutions	E-Voting	4010800	12141	0.3027	5069	7072	41.7511	58.2489	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		29047	0.7242	28269	778	97.3216	2.6784	179
	Total		41188	1.0269	33338	7850	80.9411	19.0589	179
Total		13176262	8547348	64.8693	8524852	22496	99.7368	0.2632	179



Force Motors Limited

Resolution Required : (Special)			5 - Appointment of Lt. General (Dr.) D. B. Shekatkar (DIN: 02676828) as an Non - Executive Independent Director, post attainment of age of 75 years.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	8150347	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		8109438	99.4981	8109438	0	100.0000	0.0000	0
	Total		8109438	99.4981	8109438	0	100.0000	0.0000	0
Public Institutions	E-Voting	1015115	891301	87.8030	891301	0	100.0000	0.0000	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		891301	87.8030	891301	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	4010800	11491	0.2865	6354	5137	55.2954	44.7046	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		29045	0.7242	28738	307	98.9430	1.0570	179
	Total		40536	1.0107	35092	5444	86.5700	13.4300	179
Total		13176262	9041275	68.6179	9035831	5444	99.9398	0.0602	179



Force Motors Limited

Resolution Required : (Ordinary)			6 - Appointment of Mr. Anant J. Talaulicar (DIN: 00031051) as Non - Executive/Independent Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	8150347	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		8109438	99.4981	8109438	0	100.0000	0.0000	0
	Total		8109438	99.4981	8109438	0	100.0000	0.0000	0
Public Institutions	E-Voting	1015115	891301	87.8030	891301	0	100.0000	0.0000	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		891301	87.8030	891301	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	4010800	12204	0.3043	10479	1725	85.8653	14.1347	0
	Poll		0.0000				0.0000	0.0000	
	Postal Ballot		29045	0.7242	28966	79	99.7280	0.2720	179
	Total		41249	1.0285	39445	1804	95.6266	4.3734	179
Total		13176262	9041988	68.6233	9040184	1804	99.9800	0.0200	179

