

NOTICE

Notice is hereby given that the 61st Annual General Meeting (the 'AGM') of the Members of Force Motors Limited will be held on **Tuesday, the 29th day of September 2020 at 3:00 p.m., through Video Conference ('VC') / Other Audio Visual Means ('OAVM')** to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the audited standalone and consolidated Financial Statements of the Company, for the Financial Year ended 31st March 2020, together with the Board's Report and Auditors' Report thereon.
2. To declare dividend for the Financial Year ended 31st March 2020.
3. To appoint a Director in place of Mr. Prashant V. Inamdar (DIN: 07071502), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Contribution to bona fide charitable and other funds

To consider and if thought fit, to pass, the following resolution as an **ordinary resolution** :

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for contributing to bona fide charitable and other funds, a sum up to ₹ 25,00,00,000/- (Rupees Twenty five crore only), during the Financial Year 2020-21."

5. Appointment of Cost Accountants with remuneration

To consider and if thought fit, to pass, the following resolution as an **ordinary resolution** :

"RESOLVED THAT M/s. Joshi Apte & Associates, Cost Accountants, Pune, who are appointed by the Board of Directors of the Company, to verify and review the cost records of the Company for the Financial Year ending 31st March 2021, be paid remuneration of ₹ 2,40,000/- (Rupees Two lakh forty thousand only) plus travelling and out of pocket expenses with taxes, if any."

6. Modification in the terms and conditions, related to remuneration payable to Mr. Prasan Firodia as Managing Director of the Company

To consider and if thought fit, to pass, with or without modification, following resolution as a **special resolution** :

In partial modification of the special resolution, passed by the Members of the Company, in their 60th Annual General Meeting, held on 19th September 2019 and as recommended by the Nomination and Remuneration Committee of the Board of Directors, it is hereby 'RESOLVED THAT the total remuneration payable to Mr. Prasan Firodia, as the Managing Director of the Company, for any financial year, including the Financial Year 2019-20, may exceed 5% of the net profit of the Company, for that year computed, as per the provisions of Section 198 or other applicable provision of the Companies Act, 2013, provided that total remuneration payable to the Managing Directors and Whole-time Directors shall not exceed 10% of the net profit of the Company for that year, computed in the prescribed manner.

"RESOLVED FURTHER THAT consent of the Company be and is hereby specifically accorded for payment of remuneration to Mr. Prasan Firodia, as the Managing Director of the Company, exceeding 5% of the net profit of the Company, for the Financial Year 2019-20, including commission of ₹ 2,50,00,000 (Rupees Two crore fifty lakhs only)."

7. Adoption of new set of Regulations as the Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 or other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Incorporation) Rules, 2014 and other applicable Rules, made under the Act, the new set of regulations, placed in the meeting and initialled by the Chairman of this Annual General Meeting, and a copy of which was made available for inspection as a document, in view of the provisions of Section 102 of the Act, be and are hereby accepted, as new set of the Articles of Association of the Company, in total replacement of the existing Articles of Association of the Company, which were adopted by special resolution, passed on 12th September 1963 and which were amended, from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to take all steps and to do all acts as may be necessary, proper or expedient to give effect to this resolution."

NOTES :

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 and by Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') physical attendance of the Members at the AGM venue is not required and the same AGM can be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the ensuing AGM through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Though normally a member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his / her behalf and proxy need not to be a member, pursuant to the 'MCA Circulars', physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the bodies corporate are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
3. The facility of joining the AGM through VC / OAVM will be opened 15 minutes before and 15 minutes after the scheduled time of the commencement of the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM.
4. The Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In line with the 'MCA Circulars' and the SEBI Circular dated 12th May 2020; the Notice of calling the AGM and the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice and the Annual Report 2019-20, has been uploaded on the website of the Company at www.forcemotors.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of National Securities Depositories Limited (the 'NSDL') (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.
6. The Statement, setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business mentioned in the Notice, is annexed hereto. All documents are available for inspection, including the new set of regulations to be adopted as the Articles of Association, in place of existing Articles of Association of the Company, on the website of the Company viz. www.forcemotors.com
7. Brief details of the Directors, who are seeking re-appointment, are annexed hereto as per requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from Wednesday, 23rd September 2020 to Tuesday, 29th September 2020 (both days inclusive) for the purpose of AGM to ascertain entitlement for and payment of dividend to be declared.
9. Members desirous of obtaining any information concerning the accounts or operations of the Company are requested to address their questions to the Company Secretary of the Company at compliance-officer@forcemotors.com, so as to reach before 14th September 2020; so that the information required may be made available at the Meeting or by e-mail.

Further, please note that considering the meeting will be held through VC, there will be limited opportunity for Members to interact with the management of the Company. Hence, the Members are requested to send all their queries to the Company in advance, so that the same are suitably answered at the meeting, subject to the first part of this note.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING :

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars; the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with the 'NSDL' for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by the 'NSDL'.

The remote e-voting period begins on Saturday, 26th September 2020 at 9.00 a.m. and ends on Monday, 28th September 2020 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below :

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below :

How to Log-in to NSDL e-Voting website ?

1. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN 300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below :
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email IDs are not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password :

- (a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below :

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjay_athavale@pghagwatca.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Pratik Bhatt (022-24994738); Ms. Pallavi Mhatre (022-24994545) or Mr. Amit Vishal (022-24994360) at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered, for procuring user-id and password and registration of email ID for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sandip.pawar@linkintime.co.in or evoting@nsdl.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sandip.pawar@linkintime.co.in or evoting@nsdl.co.in.

Instructions for Members for E-voting on the day of the AGM :

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OVAM :

1. Member will be provided with a facility to attend the AGM through VC / OVAM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders / Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/ Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of the NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at compliance-officer@forcemotors.com, so as to reach before 14th September, 2020; so that the information required may be made available at the Meeting or by e-mail.

OTHER MATTERS :

1. Members of the Company are requested to note that the dividend remaining unclaimed / unpaid for a period of seven years from the date of its transfer to Unclaimed Dividend Account shall be credited to the Investor Education and Protection Fund (the 'IEPF') set up by the Central Government. The Members who have so far not claimed the dividends declared for the Financial Years 2012-13, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 are requested to make their claim with the Company immediately. The Company has uploaded the details of such shareholders on the website of the Company at www.forcemotors.com and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in. Further, the Members who have not encashed dividend in previous consecutive seven years, are requested to approach the Company / Registrar and Transfer Agent for claiming the same as early as possible, to avoid transfer of the relevant shares to the 'IEPF'.

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

3. As a step for paperless communication with the Members of the Company, the Company has decided to forward all notices, circulars and other documents to be served on Members through electronic mode.

The Members of the Company are requested to communicate their e-mail addresses on which they would like to have these communications. The e-mail address can be communicated through the enclosed letter as per specimen signature recorded with the Company and addressed to the Secretarial Department, Force Motors Limited, Mumbai-Pune Road, Akurdi, Pune - 411 035 or Link Intime India Private Limited, Block No. 202, Akshay Complex, Near Ganesh Temple, Off. Dhole Patil Road, Pune - 411 001.

In view of the provisions of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 henceforth the email id provided by the Members holding shares in dematerialized and physical form would be treated as email id provided by the Members for sending communication. Hence, annual report and notices of any general meeting or other communication would be made only on these e-mail ids and no separate paper communication would be made with such Members.

4. As per the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 and pursuant to SEBI Circular dated 20th April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the Members. Further, considering the current situation caused by COVID-19, and pursuant to the MCA Circulars, the dividend, if declared, will be paid through electronic mode, where the bank account details of the Members required for this purpose are available and the dividend through 'payable at par' warrants or cheques, to the Members who have not updated their bank details, will be paid after normalization of postal services.

For enabling the payment of dividend through electronic mode, the Members holding shares in physical form are requested to furnish the details well in advance to update particulars of their bank account to the Company's R & T Agent; Link Intime India Pvt. Ltd. along with a photocopy of a cancelled cheque of the bank account, self attested copy of Permanent Account Number (PAN) card by sending an e-mail on 'pune@linkintime.co.in'. Members holding shares in electronic form are requested to furnish their bank account details to their respective Depository Participants and make sure that such changes are recorded by them correctly well in advance. The request for updating of particulars of bank account should be signed as per the specimen signature registered with the RTA / Depository Participants, as the case may be.

INFORMATION ON TAX DEDUCTIBLE AT SOURCE ON DIVIDEND

In accordance with the provisions of the Income-tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, effective 1st April 2020, dividend declared and paid by a Company is taxable in the hands of the shareholders. The Company is required to deduct tax at source (TDS) at the rates applicable to each category of shareholders. The rates of TDS for various categories of shareholders and the required documents are provided below :

Resident Shareholders :

1. Tax shall not be deducted for resident individual shareholders, if the

aggregate amount of dividend to be paid for Financial Year 2020-21 does not exceed ₹ 5,000/-.

2. Where, Permanent Account Number (PAN) is made available to the Company and is valid,
 - Tax shall be deducted at source in accordance with Section 194 of the IT Act @ 7.5%.
 - Tax at source shall not be deducted on the dividend payable in cases where the Individual shareholder provides duly completed and signed Form 15G or Form 15H (applicable to an individual above the age of 60 years), provided that all the eligibility conditions are met.
 - The tax shall be deductible at lower / Nil rate on submission of self-attested copy of the Certificate issued under Section 197 of the IT Act.
3. Where PAN is either not available or is invalid, tax shall be deducted at source @ 20% under Section 206AA of the IT Act.
4. In order to provide exemption from withholding of tax, the following organisations must provide a self-declaration as listed below:
 - Insurance Companies : A declaration that they are beneficial owners of the shares held;
 - Mutual Funds : A declaration that they are governed by the provisions of Section 10(23D) of the IT Act along with copy of registration documents (self-attested);
 - Corporation established by or under a Central Act which is under any law for the time being in force, exempt from income-tax on its income - Documentary evidence that the person is covered under Section 196 of the IT Act.

Non-Resident Shareholders :

1. Tax is required to be deducted in accordance with the provisions of Section 195 of the IT Act at applicable rates in force. Accordingly, tax @ 20% (plus applicable surcharge, and health and education cess) shall be deducted on the amount of dividend payable. The tax shall be deducted at lower / Nil rate on submission of self-attested copy of the certificate issued under Section 195(3) of the Act.
2. However, pursuant to Section 90(2) of the IT Act, non-resident shareholders have an option to be governed by the provisions of Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to them.

To avail of DTAA benefits, the non-resident shareholder shall furnish the following documents not later than **5.00 p.m. (IST) on Tuesday, 22nd September 2020 to Link Intime India Private Limited (LIPL), RTA of the Company :**

- Self-attested copy of PAN allotted by the Indian income tax authorities;
- Self-attested Tax Residency Certificate (TRC) issued by the tax/competent authority of the country of residency, evidencing and certifying tax residency status in that country during Financial Year 2020-21;
- Duly completed and signed Form 10F; and
- Self-declaration by the non-resident shareholder

The above documents is in a language other than English, a duly notarized and apostilled copy thereof, translated in English language would have to be provided.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and satisfactory review by the Company.

The tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors and Foreign Portfolio Investors under Section 196D of the IT Act.

For all Shareholders :

Shareholders holding shares under multiple accounts under different status/category and single PAN, are requested to note that higher of the tax rate as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

In view of the prevailing COVID-19 situation, only scanned copies of the aforementioned documents will be accepted by the Company as per the procedure laid down. Duly completed and signed documents are required to be uploaded through the link <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> submitted to the R & T Agent, Link Intime India Private Limited (the "LIPL") **on or before 5.00 p.m. (IST) on Tuesday, 22nd September 2020**, in order to enable the Company to determine and deduct appropriate TDS/ withholding tax.

On clicking the above link, the user will be prompted to select/share the following information to register their request:

1. Select the company (Dropdown)
2. Folio No./ DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment - 1 (PAN)
7. Document attachment - 2 (Forms)
8. Document attachment - 3 (Any other supporting document)

Please note that no communication on tax determination / deduction shall be entertained **after 5.00 p.m. (IST) on Tuesday, 22nd September 2020**. Documents received through any other modes viz. email or hand delivery will not be considered to determine / deduct TDS / with holding tax. For ease of reference, the Form 15G / Form 15H / Form 10F / Self Declaration, are attached separately to the mail, through which we are sending the Annual Report for the Financial Year 2019-20 to the shareholders.

Shareholders are requested to note that in case tax on dividend is deducted at a higher rate on account of non-receipt or insufficiency of requisite documents, they can claim refund at the time of filing income tax return. No claim shall lie against the Company for such tax deducted.

Shareholders may view the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

Shareholders are requested to update their PAN and email address with their Depositories Participants (for shares held in demat mode) and with LIPL (for shares held in physical mode), if not already done.

Disclaimer : This Communication shall not be treated as an advice from the Company or its affiliates or Link Intime India Private Limited.

Shareholders should obtain the tax advice related to their tax matters from a tax professional.

5. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.forcemotors.com.
6. In pursuance of 'the MCA Circulars and the SEBI, all documents referred to in the Notice and Statement thereto are open for inspection through electronic mode on the website of the Company till the conclusion of 61st Annual General Meeting.
7. Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
8. The Directors Identification Number (DIN) of the Directors are as follows :

Sl. No.	Name of Director	DIN
1	Mr. Abhaykumar Firodia	00025179
2	Mr. Prasan Firodia	00029664
3	Mr. Sudhir Mehta	00056867
4	Mr. Pratap Pawar	00018985
5	Mr. S. Padmanabhan	00001207
6	Mr. Nitin Desai	00140239
7	Mr. Arvind Mahajan	07553144
8	Dr. Indira Parikh	00143801
9	Mr. Arun Sheth	00086891
10	Mr. Anant Talaulicar	00031051
11	Lt. Gen. (Retd.) D.B. Shekatkar	02676828
12	Mr. Prashant V. Inamdar	07071502

By Order of the Board of Directors
For **Force Motors Limited**

Pune, 10th August 2020.

Kishore P. Shah
Company Secretary &
Compliance Officer

Registered Office :
Mumbai-Pune Road, Akurdi,
Pune - 411 035.

CIN : L34102PN1958PLC011172
Website: www.forcemotors.com
Phone : (Board) +91 20 2747 6381
E-mail : compliance-officer@forcemotors.com

ANNEXURE TO THE NOTICE

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('the Act'), the following statements set out all the material facts relating to the special business as mentioned in the notice, including brief details of the Director who is seeking re-appointment as per the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 3

Mr. Prashant V. Inamdar (DIN: 07071502)

Mr. Prashant V. Inamdar (DIN: 07071502), aged 55 years, diploma holder in Mechanical Engineering, is an Executive Director of the Company. Mr. Prashant V. Inamdar started his career at the Company as a Junior Engineer in 1984. Since then he has worked and proven his mettle in different divisions. During his tenure in Corporate Controlling he worked across Industrial Engineering, Management Information Services, Industrial Relations, Human Resource Development and SAP Implementation Projects. Special highlights in his career include the setting up of Engine Shop for MAN Trucks at Pithampur (Madhya Pradesh) and setting up plants in Chennai and Chakan (Pune). At present, Mr. Inamdar is Executive Director (Operations) of the Company and responsible for Operations of all the Plants of the Company.

Mr. Inamdar is also a director on the Board of Force MTU Power Systems Private Limited.

He is not related to any Director of the Company. He does not hold any shares in the Company.

Mr. Inamdar is not disqualified from being appointed as Director in terms of Section 164 of the Act and being eligible, offers himself for reappointment.

None of the Directors / Key Managerial Personnel of the Company or their relatives, except Mr. Inamdar, is concerned or interested, in any way, in this resolution.

The Board recommends this resolution as set out in Item No. 3 for the approval by the Members of the Company.

Item No. 4

Contribution to bona fide charitable and other funds

As per the provisions of Section 181 of the Act, prior permission of the Company, in general meeting, is required to contribute to bona fide charitable and other funds, if the aggregate amounts, in any financial year exceeds 5% of the Company's average net profit for three immediately preceding financial years. Considering the Company's profitability position in recent years and the requirement of donating certain amount to charitable institutions, the Board of Directors consider that the consent of the Members of the Company should be obtained to contribute the sum up to ₹ 25,00,00,000/- (Rupees Twenty five crore only) to bona fide charitable and other funds during the Financial Year 2020-21.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution as set out in Item No. 4 for the approval of the Members of the Company.

Item No.5

Appointment or Cost Accountants with remuneration

The Board, after considering the recommendation of the Audit Committee, has approved the appointment and remuneration to M/s. Joshi Apte & Associates, Cost Accountants, Pune to conduct verification and review of the cost records of the Company for the Financial Year ending 31st March 2021 on a remuneration of ₹ 2,40,000/- (Rupees Two lakh forty thousand only) plus travelling and out of pocket expenses and taxes, if any.

Considering the applicable provisions of the Act and Rules made thereunder, approval of the Members of the Company is being sought by this ordinary resolution as a matter of caution, though the said Cost Accountants are not required to be appointed to audit the Cost Records of the Company.

The said appointment of M/s. Joshi Apte & Associates was made by the Board, on the basis of recommendation of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution as set out in Item No. 5 for the approval of the Members of the Company.

Item No. 6

Modification in the terms and conditions, related to remuneration payable to Mr. Prasan Firodia as Managing Director of the Company

The Members of the Company, in their Annual General Meeting, held on 19th September 2019, approved the re-appointment of Mr. Prasan Firodia as the Managing Director of the Company and approved the payment of remuneration to him, in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Act and the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and as per the applicable SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

As per the said resolution, it was approved that the total remuneration payable to Mr. Prasan Firodia shall not exceed 5% of the net profit of the Company, computed as per the provisions of Section 198 of the Act, including commission, as reduced by salary, perquisites and cost of benefits, incurred by the Company for the Managing Director. The Members are aware that, the Company has two Working Directors viz. Mr. Prasan Firodia and Mr. Prashant V. Inamdar, who are in receipt of remuneration from the Company. Considering the provisions of Section 197 (1) (second proviso) of the Act, the remuneration payable to the Managing Director and Whole-time Directors together shall not exceed 10% of the net profit of the Company for any year.

During the Financial Year 2019-20, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, decided to make payment of commission of ₹ 2,50,00,000/- (Rupees Two crore fifty lakh only) to Mr. Prasan Firodia, which with salary paid to him and value of perquisites and benefits made available to him, as per the above referred special resolution, with remuneration paid to the Whole-time Director is less than 10% of the net profit of the Company, computed as per the provisions of Section 197 of the Act, but in view of the conditions contained in the said resolution dated 19th September 2019 and as such payment is more than 5% of such net profit therefore, as matter of caution, the Board of Directors decided to seek approval of the Members of the Company, by a special resolution, as per the Item No.6 for resetting the limit of remuneration payable to the Managing Director, as recommended in the resolution.

The Board of Directors in its meeting held on 29th June 2020 accorded its consent for payment of commission of ₹ 2,50,00,000/- (Rupees Two crore fifty lakh only) to Mr. Prasan Firodia, Managing Director, for the Financial Year 2019-20, as recommended by the Nomination and Remuneration Committee.

As per the second proviso to Section 197(1) of the Act, remuneration to any one managing director/ whole-time director for a financial year can exceed 5% of the net profits of the company for that financial year, as computed in the manner laid down in Section 198 of the Act, only with approval of the company in general meeting by a special resolution.

As the total remuneration paid to Mr. Prasan Firodia for the Financial Year 2019-20, including the commission of ₹ 2,50,00,000/- (Rupees Two crore fifty lakh only) being paid to him, exceeds 5% of the net profit of the Company for the Financial Year 2019-20, computed as per the provisions of Section 198 of the Act; the special resolution under Item no. 6 is being put before the shareholders for their approval.

Further, the Nomination and Remuneration Committee of the Company has also recommended; for withdrawal of the condition that total remuneration payable to Mr. Prasan Firodia, Managing Director of the Company, not exceeding 5% of the net profits of the Company, as computed under the provisions of Section 198 of the Companies Act, 2013. The same is also put before the shareholders for their approval.

None of the Directors / Key Managerial Personnel of the Company or their relatives except Mr. Abhaykumar Firodia, Chairman and Mr. Prasan Firodia, Managing Director, of the Company, is concerned or interested, in any way, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends this special resolution as set out in Item no. 6 for the approval of the Members of the Company.

Item No. 7

Adoption of new set of Regulations as the Articles of Association of the Company

The Company was incorporated as a Private Company, with the original Articles of Association. The Company became a public company sometime in the year 1961 and became a Company whose shares are quoted on stock exchange in the year 1964.

The present Articles of Association were adopted by the Members in their General Meeting held in the year 1963. During the last 57 years, amendments were carried out in the Articles of Association, following the procedure prescribed by the Companies Act, 1956, from time to time, to incorporate the articles / regulations, particularly relating to

dematerialization of shares of the Company and connected with other aspects. Some of the Articles in force at that time were also deleted.

On this background, the Board considered to adopt new set of Regulations as its Articles of Association of the Company, as was vetted by its legal consultant. A copy of the proposed new Articles to be adopted is available for inspection on the website of the Company,

The Board of Directors of the Company, in this background decided to substitute the new set of regulations, as the Articles of Association of the Company, subject to approval of the Members, as per the provisions of Section 14 and other applicable provisions of the Act. The objective is to align the Articles of Association of the Company, to the provisions of the Companies Act, 2013 and to changing environment, in which the Company, being a company, whose shares are listed on a Stock Exchange, is required to organize its internal management. A copy of the proposed new set of Regulations, to be adopted as the Articles of Association is available for inspection on the website of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in this resolution, except to the extent of their respective shareholding if any, in the Company.

The Board recommends the resolution as set out in Item No. 7 for the approval of the Members of the Company.

By Order of the Board of Directors
For **Force Motors Limited**

Kishore P. Shah
Company Secretary &
Compliance Officer

Pune, 10th August 2020.

Registered Office :
Mumbai-Pune Road, Akurdi,
Pune - 411 035.

CIN : L34102PN1958PLC011172
Website: www.forcemotors.com
Phone : (Board) +91 20 2747 6381
E-mail : compliance-officer@forcemotors.com