

FORCE MOTORS LIMITED

CIN L34102PN1958PLC011172

Regd. Office : Mumbai-Pune Road, Akurdi, Pune - 411 035, INDIA.

Tel. : +91 20 27476381 E-mail : compliance-officer@forcemotors.com

Website : www.forcemotors.com



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'ACT') and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) that the resolutions appended below, are proposed for the approval of the Members of the Company through Postal Ballot including electronic voting.

Special Business :

1. Continuation of Directorship of Mr. Nitin R. Desai as Non - Executive Independent Director, post attainment of age of 75 years.

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the 'Amendment Regulations'), other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force and pursuant to the special resolution passed by the Members of the Company on 13th September 2017, consent of the Members be and is hereby accorded to continue the directorship of Mr. Nitin R. Desai (DIN: 00140239), as the Non-Executive Independent Director of the company, who has attained the age of seventy five (75) years, beyond the effective date of the said Amendment Regulations i.e. 1st April, 2019 till the expiry of his current term.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the company be and are hereby authorized to do all such acts, deeds and things as are necessary and expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

2. Continuation of Directorship of Dr. Indira J. Parikh as Non - Executive Independent Director, post attainment of age of 75 years.

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the 'Amendment Regulations'), other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force and pursuant to the special resolution passed by the Members of the Company on 13th September 2017, consent of the Members be and is hereby accorded to continue the directorship of Dr. Indira J. Parikh (DIN: 00143801), as the Non-Executive Independent Director of the company, who has attained the age of seventy five (75) years, beyond the effective date of the said Amendment Regulations i.e., 1st April, 2019 till the expiry of her current term.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the company be and are hereby authorized to do all such acts, deeds and things as are necessary and expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

3. Continuation of Directorship of Mr. S. Padmanabhan as Non - Executive Independent Director, post attainment of age of 75 years.

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the 'Amendment Regulations'), other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force and pursuant to the special resolution passed by the Members of the Company on 13th September 2017, the consent of the Members be and is hereby accorded to continue the directorship of Mr. S. Padmanabhan (DIN: 00001207), as the Non-Executive Independent Director of the company, who has attained the age of seventy five (75) years, beyond the effective date of the said Amendment Regulations i.e., 1st April, 2019 till the expiry of his current term.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the company be and are hereby authorized to do all such acts, deeds and things as are necessary and expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

4. Continuation of Directorship of Mr. Pratap G. Pawar as Non - Executive Independent Director, post attainment of age of 75 years.

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the 'Amendment Regulations'), other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force and pursuant to the special resolution passed by the Members of the Company on 13th September 2017, the consent of the Members be and is hereby accorded to continue the directorship of Mr. Pratap G. Pawar (DIN: 00018985), as the Non-Executive Independent Director of the company, who will attain the age of seventy five (75) years on 14th October, 2019, even after he attains the age of 75 years, till the expiry of his current term.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the company be and are hereby authorized to do all such other acts, deeds and things as are necessary and expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

5. Appointment of Lt. General (Dr.) D. B. Shekatkar as Non - Executive Independent Director, post attainment of age of 75 years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as (the ‘Act’) and the Rules made thereunder read with Schedule IV to the Act, the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the ‘Amendment Regulations’), including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard, who was appointed by the Board as an additional independent director of the Company w.e.f. 13th February, 2019, approval of the members be and is hereby accorded for the appointment Lt. General (Dr.) D. B. Shekatkar (DIN: 02676828), who is above the age of seventy five (75) years, as an Independent Director of the Company w.e.f. 13th February 2019, for a term not exceeding 3 consecutive years, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the proposed terms and conditions of appointment of Lt. General (Dr.) D. B. Shekatkar, as an Independent Director, as indicated in the Statement dated 13th February 2019 attached to this Notice, be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to issue letter of appointment to Lt. General (Dr.) D. B. Shekatkar, in respect of his appointment as an Independent Director and to take all necessary steps as may be required in this respect.”

6. Appointment of Mr. Anant J. Talaulicar as Non - Executive Independent Director.

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as (the ‘Act’) and the Rules made thereunder read with Schedule IV to the Act, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and who was appointed by the Board as an additional independent director of the Company w.e.f. 13th February, 2019, approval of the members be and is hereby accorded for the appointment Mr. Anant J. Talaulicar (DIN: 00031051), as an independent director of the Company w.e.f. 13th February 2019 for a term not exceeding 3 consecutive years, shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the proposed terms and conditions of appointment of Mr. Anant J. Talaulicar, as an Independent Director, as indicated in the Statement dated 13th February 2019 attached to this Notice, be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to issue letter of appointment to Mr. Anant J. Talaulicar, in respect of his appointment as an Independent Director and to take all necessary steps as may be required in this respect.”

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

Kishore P. Shah

Company Secretary and Compliance Officer

Pune; 13th February, 2019

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

NOTES :

1. The Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, setting out material facts concerning the Resolutions as set out in the Notice are annexed hereto and forms part of this Notice.
2. Mr. Sanjay Athavale, Chartered Accountant (Membership No. 83374), has been appointed as the Scrutinizer for conducting the postal ballot and electronic voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 15th February, 2019. Electronic copy of the said Notice and Postal Ballot Form is being sent to all the Members whose email IDs are registered with their respective Depository Participants (DPs) (in case of electronic shareholding) and with the Company or its Registrar and Transfer Agent (in case of physical shareholding). Those Members who have not registered their email ID with their depository or the Company, as the case may be, physical copy of the said Postal Ballot Notice and Postal Ballot Form is being sent through permitted mode along with a self-addressed pre-paid postage Business Reply Envelope.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 15th February, 2019, being the cut-off date, will be considered for the purpose of voting including through e-voting. A person who is not a Member on the said date should treat this notice for information purpose only.
5. The Members are requested to fill the Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours i.e. 5:00 p.m. on **Friday, 29th March, 2019**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
6. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), the Company has provided the facility to its Members to exercise their votes electronically and to vote on the resolution(s) through remote e-voting service facility provided by National Securities Depository Limited.
7. The remote e-voting period will commence on **Thursday, 28th February, 2019** (9.00 a.m.) and end on **Friday, 29th March, 2019** (5.00 p.m.) (both the days inclusive). During this period, Members holding shares as on cut-off date either in physical form or in dematerialised form may cast their votes electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, the Member cannot change it subsequently.
8. A Member need not use all his/her/its votes nor does he/she/it needs to cast all his/her/its votes in the same manner. The Scrutinizer's decision on the validity or otherwise of the postal ballot will be final.
9. Kindly note that a Member can opt for only one mode of voting i.e. either through Postal Ballot Form or remote e-voting. If a Member opt for remote e-voting, then he/she/it should not vote through Postal Ballot Form and vice versa. In case a Member cast his/her/its vote both through Postal Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
10. In case a Member (in case of holding shares in demat form) is desirous of voting through postal ballot in printed form or wish to obtain a duplicate thereof, the Member may write to National Securities Depository Limited, Unit: Force Motors Limited, at pallavid@nsdl.co.in. Alternatively, he/she/it can send an e-mail to compliance-officer@forcemotors.com who will in turn forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from a Member.
11. All documents referred to in the Notice and the Statement annexed thereto are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sundays, between 2.00 p.m. and 5.00 p.m. up to the date of declaration of results of the Postal Ballot.
12. The Postal Ballot Notice is being uploaded on the website of the Company viz., www.forcemotors.com
13. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 29th March, 2019** i.e., the last date specified for receipt of duly completed postal ballot forms or remote e-voting. The Resolutions passed by Members with requisite majority through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.forcemotors.com and communicated to the Stock Exchange and will be placed on the website of NSDL.

15. Instructions for e-voting :

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 is mentioned below:

How to Log-into NSDL e-Voting website?

| 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 IN300*** 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 ID is not registered, your 'initial password' is communicated to you on your postal address.
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) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
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.
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 is 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 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 the 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/JPG 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@pgbhagwatca.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) for Shareholders 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 at evoting@nsdl.co.in

STATEMENT TO THE NOTICE IN PURSUANCE OF SECTION 102 OF THE COMPANIES ACT, 2013

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

Item no. 1:

The Securities and Exchange Board of India ("SEBI") amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. According to the amended Listing Regulations, w.e.f. 1st April 2019, a listed entity is required to obtain the approval of Members of the Company by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of seventy five years.

As per shareholder's approval obtained in the 58th Annual General Meeting, Mr. Nitin R. Desai was re-appointed as a Non Executive and Independent Director of the Company for a consecutive period of five years. Mr. Nitin R. Desai has attained the age of seventy five (75) years on 31st October, 2018 and thus as per the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, (the 'amended regulations') it is necessary to take approval of the shareholders by way of special resolution to continue him as Non-Executive Independent Director.

In the opinion of the Board of Directors of the Company, Mr. Nitin R. Desai is a person of high repute and has a rich experience in the industry. His in-depth knowledge of the industry and strategic guidance on business matters has helped the Company to grow year by year. The Board of Directors concur that his continued association would be of immense benefit to the Company and it is desirable to continue the appointment of Mr. Nitin R. Desai as Non-Executive Independent Director of the Company.

The Company has received declaration from Mr. Desai to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Desai is not related to any director of the Company and also does not hold any shares in the Company.

Taking into account the experience and contribution made by Mr. Nitin R. Desai, the Board recommends the resolution set forth in Item No. 1 of this Notice for the approval of Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Nitin R. Desai are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

Item no. 2 :

As per shareholder's approval obtained in the 58th Annual General Meeting, Dr. Indira J. Parikh was re-appointed as a Non Executive and Independent Director of the Company for a consecutive period of five years. Dr. Indira J. Parikh has attained the age of seventy five (75) years on 28th August, 2018 and thus as per the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is necessary to take approval of shareholders by way of special resolution to continue her as Non-Executive Independent Director.

Dr. Indira J. Parikh, is M.Ed from University of Rochester, New York, USA and the Doctorate from Gujarat University. She was a faculty at IIM-Ahmedabad for over 30 years and Dean from 2002 to 2005. She has taught at INSEAD, Fontainebleau (France) and Texas A&M University.

Dr. Parikh has specialized in organization development and design, and institution building. She has been a consultant and conducted diagnostic studies for organizations. She has designed and conducted leadership and institution building programs in public sector, private sector and multinational organizations.

Thus, the Board of Directors concur that her continued association would be of immense benefit to the Company and it is desirable to continue the appointment of Dr. Indira J. Parikh as an Non-Executive and Independent Director of the Company, and accordingly recommends the special resolution set forth in Item No. 2 of the Notice for approval of the Members

The Company has received declaration from Dr. Parikh to the effect that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Dr. Parikh is not related to any director of the Company and also does not hold any shares in the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Dr. Indira J. Parikh are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Item no. 3 :

As per shareholder's approval obtained in the 58th Annual General Meeting, Mr. S. Padmanabhan was re-appointed as a Non Executive and Independent Director of the Company for a consecutive period of five years. Mr. S. Padmanabhan, has attained the age of seventy five (75) years on 31st August, 2018 and thus as per the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is necessary to take approval of the shareholders by way of special resolution to continue him as Non-Executive Independent Director.

Mr. S. Padmanabhan, IAS (retd.) has had a distinguished career as an administrator & bureaucrat. Subsequent to his retirement from government service, he is associated with several leading companies as director, management consultant and advisor.

Mr. Padmanabhan is also a director on the Board of Pune Smart City Development Corporation Limited.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Mr. S Padmanabhan and accordingly recommends the special resolution set forth in Item No. 3 of the Notice for approval of the Members.

The Company has received declaration from Mr. S. Padmanabhan to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. S. Padmanabhan is not related to any director of the Company and also does not hold any shares in the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. S. Padmanabhan are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item no. 4 :

As per shareholder's approval obtained in the 58th Annual General Meeting, Mr. Pratap G. Pawar was re-appointed as a Non Executive and Independent Director of the Company for a consecutive period of five years. Mr. Pawar will attain the age of seventy five (75) years on 14th October, 2019 and thus as per the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is necessary to take approval of the shareholders by way of special resolution to continue him as Non-Executive Independent Director.

Mr. Pratap G. Pawar, is a Bachelor of Engineering from Birla Institute of Technology & Science, Pilani. He is Chairman of Sakal Papers Private Limited. His specialisation is in Marketing (Domestic & International) and Finance for techno-commercial projects.

He became Director of 'Sakal', a leading newspaper in Maharashtra in 1985 and Managing Director in March, 1986. 'Sakal', under the leadership of Mr. Pawar, has achieved substantial growth and total modernisation. In April 2005, Sakal launched 'Agrowon' the first daily newspaper devoted solely for the cause of agriculture and farmers. It has received an overwhelming response from the farmers. Agrowon organises Sarpanch Parishad for last 3 years, which is initiated by Mr. Pawar. More than 4,500 Sarpanch participated in this event. This is a very unique activity of Agro-one, villagers and farmers are benefited by active participation of their thought leaders in such parishad.

Mr. Pawar has received many awards for his contributions to industry and journalism. He was conferred Padma Shri, the highest Civilian Award of the Government of India in 2014, for his distinguished service in trade and industry.

Mr. Pawar is also associated with many social and philanthropic institutions such as Kirloskar Foundation, Pune Balkalyan Sanstha, Sakal India Foundation, Sakal Relief Fund etc.

The Company has received declaration from Mr. Pawar to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Pawar is not related to any director of the Company and also does not hold any shares in the Company.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Mr. Pawar and accordingly recommends the special resolution set forth in Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Pratap Pawar are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item no. 5 :

Lt. General (Dr.) D. B. Shekatkar, aged 77 years, having academic qualifications as B.Com., M.A. in Strategic Studies, M.Sc. and M.Phil. in Defence Studies, Ph.D in Management Science, Ph. D. in Defence & Startegic studies, Post Graduate Diploma in Ecology and Environment, Post Graduate Diploma in Weapons and Equipment Management.

He has served in the Indian Army for 4 decades and has participated in India- Pakistan war in 1965 in Kashmir and in 1971 in Western Theatre. During the Kargil War in 1999 he was in charge of entire China front in Arunachal Pradesh, he served in Operation Blue Star in Punjab. During his association with the

Indian Army, he was posted extensively in North East combating insurgency (Internal Revolt) in Assam, Nagaland, Manipur, Mizoram, Tripura and other areas.

His extensive experience in controlling communal violence in Gujarat and Uttar Pradesh, lead him to Army Headquarters, New Delhi as Deputy Director General of Military Operations (dealing with China and East Asia), as Additional Director General of Military Operations and as Director General of Prospective (Strategic) Planning.

During his tenure in the Indian Army, President of India awarded Mr. Shekatkar with Vishisht Seva Medal in 1981, Second by Ati Vishisht Seva Medal in 1997 and third by Param Vishisht Seva Medal in 2002, for taking trained terrorist which were trained in Afghanistan and Pakistan almost (1267) to the normal life during his posting in the Kashmir valley.

Mr. Shekatkar's work didn't stop after retirement too; he served as Chair Professor in Department of Defence and Strategic Studies, University of Pune. He is also a National President of Forum for Integrated Security of India. He is National Convener of SAMARTH BHARAT VYASPEETH. He is associated with Large Number of Academic Institutions in Advisory Council and Governing Councils. He devotes his time and energy to prepare the young generations to face challenges of 21st Century

Mr. Shekatkar also co-authored various books on the topics like Security, Terrorism, Internal Security and Intelligence.

Mr. Shekatkar is not related to any director of the Company and does not hold any shares in the Company.

The Company has received from Mr. Shekatkar (i) consent in writing to act as director in Form DIR-2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and other related documents.

The Company has prepared a standard draft of Appointment Letter to be issued to Independent Directors, a copy of which is available for inspection as stated in note no. 11 of the Notes to the Notice.

The Board recommends the resolution for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Lt. General (Dr.) D. B. Shekatkar are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item no. 6 :

Mr. Anant J. Talaulicar aged 58 years, is a Mechanical Engineer holding Bachelor's degree in Mechanical Engineering from Mysore University in India, Master's degree in Engineering from the University of Michigan in 1985 and an MBA from Tulane University in 1987.

Mr. Talaulicar started his career with Cummins in the U.S.A. in 1986 as an intern and subsequently held a number of positions both in the United States and in India. He worked in the U.S. for 16 years as financial analyst, manufacturing engineer, project manager, product manager, strategy manager before taking on various general management positions there. He returned to India in March 2003 as Joint Managing Director of Cummins India Limited and was responsible for the Cummins Power Generation and Distribution Businesses in India for a year and then became the Chairman and Managing Director for Cummins India Limited and other group companies.

Since 2004, Mr. Talaulicar has also led the Cummins India Foundation which has implemented sustainable community initiatives such as model villages and higher education. He served as a member of the Confederation of Indian Industry, Society of Indian Automobile Manufacturers and Automobile Components Manufacturers Association.

Mr. Anant J. Talaulicar is engaged as an advisor to five companies including one start-up. He is also a part time advisor and lecturer at S P Jain Institute of Management & Research. He was a member of the Cummins Inc. global leadership team from August 2009 till October 2017. He was also the President of the Cummins Inc. Components Group from 2010 to 2014. He was the Chairman and Managing Director of the Cummins Group in India from March 2004 through October 2017. During this timeframe, he also served as the Managing Director of Tata Cummins Pvt. Ltd., 50:50 joint venture between Cummins Inc. and Tata Motors Limited. He also chaired the boards of four other Cummins legal entities in India.

Mr. Talaulicar is serving on the Board of KPIT Technologies, Hi-Tech Gears Limited, he is also serving as the member of trustees of Science & Technology Park with this he is Part time Executive- In- Residence at S P Jain Institute of Management & Research.

Mr. Talaulicar is not related to any director of the Company and does not hold any shares in the Company.

The Company has received from Mr. Talaulicar (i) consent in writing to act as director in Form DIR-2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and other related documents.

The Company has prepared a standard draft of Appointment Letter to be issued to Independent Directors, a copy of which is available for inspection as stated in note no. 11 of the Notes to the Notice.

The Board recommends the resolution for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Anant J. Talaulicar are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

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

Kishore P. Shah

Company Secretary and Compliance Officer

Pune; 13th February, 2019

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

FORCE MOTORS LIMITED

CIN L34102PN1958PLC011172

Regd. Office : Mumbai-Pune Road, Akurdi, Pune - 411 035, INDIA.

Tel. : +91 20 27476381 E-mail : compliance-officer@forcemotors.com

Website : www.forcemotors.com



FORCE

POSTAL BALLOT FORM

Sr. No. :

Name(s) of Member(s) including joint holders, if any :
(In block letters)

Registered Address of the sole/first named Member :

Register Folio No./DP ID -Client ID No.* :
(*Applicable to Members holding shares in dematerialised form)

Number of shares held :
(As on Friday 15th February, 2019 being the "cut-off date")

I/We hereby exercise my/our vote in respect of the Resolutions proposed to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 13th February, 2019 by conveying my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below :

| Sl. No. | Description | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|------------------------------|--|---------------|-------------------------------------|--|
| Special Resolutions : | | | | |
| 1. | Continuation of Directorship of Mr. Nitin R. Desai (DIN: 00140239), as Non - Executive Independent Director, post attainment of age of 75 years. | | | |
| 2. | Continuation of Directorship of Dr. Indira J. Parikh (DIN: 00143801), as Non - Executive Independent Director, post attainment of age of 75 years. | | | |
| 3. | Continuation of Directorship of Mr. S. Padmanabhan (DIN: 00001207), as Non - Executive Independent Director, post attainment of age of 75 years. | | | |
| 4. | Continuation of Directorship of Mr. Pratap G. Pawar (DIN: 00018985), as Non - Executive Independent Director, post attainment of age of 75 years. | | | |
| 5. | Appointment of Lt. General (Dr.) D. B. Shekatkar (DIN: 02676828) as an Non - Executive Independent Director, post attainment of age of 75 years. | | | |
| Ordinary Resolution : | | | | |
| 6 | Appointment of Mr. Anant J. Talaulicar (DIN: 00031051) as Non - Executive Independent Director. | | | |

Date : Place :

(Signature of Member)

Email Id : _____ Tel / Mobile no. _____

To be provided by the Members holding equity shares in physical form
(Please send the postal ballot form in the Envelope enclosed herewith)

| EVSN - E-Voting Sequence Number | User ID | Password |
|---------------------------------|---------|----------|
| | | |

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Sanjay Athavale, Practicing Chartered Accountant in the attached self-addressed pre-paid postage envelope. However, any envelope containing Postal Ballot Form if sent by the Courier at the expense of the Member will also be accepted.
2. This Form must be completed and signed (as per the specimen signatures registered with the Company) by the Member. In case of joint-holdings, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.
3. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m. IST) on Friday, 29th March, 2019. All Postal Ballot Forms received after this time and date will strictly be treated as invalid and if reply from the Member(s) has not been received.
5. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
6. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjay_athavale@pgbhagwatca.com or compliance-officer@forcemotors.com with a copy marked to evoting@nsdl.co.in.
7. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
8. A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital of the Company as on 15th February, 2019.
9. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. A Member may cast his/her vote through the Postal Ballot Form or through electronic means. For casting votes through electronic means, Members are requested to refer to the instructions mentioned in the Postal Ballot Notice.
11. The Postal Ballot shall not be exercised by a Proxy.
12. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot.
13. This form is being sent along with Postal Ballot Notice dated 13th February, 2019 and members are requested to refer to the said notice for further information.