



NOTICE

Notice is hereby given that the Fifty Sixth Annual General Meeting of the Members of Force Motors Limited will be held on **Saturday, the 26th day of September 2015 at 11.30 a.m.**, at the Registered Office of the Company at Mumbai - Pune Road, Akurdi, Pune - 411 035 to transact the following business:

ORDINARY BUSINESS

- 1) To consider and adopt the Audited Financial Statements of the Company, for the Financial Year ended 31st March 2015, together with the Board's Report and Auditors' Report thereon.
- 2) To declare a dividend.
- 3) To appoint a Director in place of Mr. Vinay Kothari who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint Auditors and to fix their remuneration and in this regard to pass with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED that M/s. P. G. Bhagwat, Chartered Accountants (Firm Registration No. 101118W) of Pune be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration of ₹ 20,00,000 (Rupees Twenty Lakh only) plus out of pocket expenses."

SPECIAL BUSINESS

- 5) To consider and, if thought fit, to pass with or without modification(s) 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 charitable and other funds, a sum upto ₹ 25,00,00,000 (Rupees Twenty Five Crore only), during the Financial Year 2015-16."

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and/or of the Companies (Audit and Auditors) Rules, 2014, 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 2016, be paid remuneration of ₹ 2,20,000 (Rupees Two Lakh Twenty Thousand only) plus out of pocket expenses and taxes, if any."

- 7) To appoint Mr. Prashant V. Inamdar as a Director of the Company and to approve his appointment as Executive Director (Operations) and payment of

remuneration to him as a Whole-time Director. Mr. Prashant V. Inamdar was appointed as an Additional Director of the Company w.e.f. 16th January 2015. As per the provisions of Section 161(1) of the Companies Act, 2013 he holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a Member proposing his candidature for the office of Director and signifying intention to move the following resolution as a **special resolution**:

"RESOLVED that Mr. Prashant V. Inamdar, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER that pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company for the appointment of Mr. Prashant V. Inamdar, as a Whole-time Executive Director (Operations) of the Company, for a period of 5 years with effect from 16th January 2015, on the terms and conditions including remuneration as set out in this resolution be and is hereby granted-

REMUNERATION :

A) Salary including allowances of ₹ 7,00,000 (Rupees Seven Lakh only) per month.

B) Perquisites and Retirement benefits :-

- (i) Provision of car for use on Company's business and for personal purposes.
- (ii) Leave Travel Concession for self and family once in a year in accordance with the rules of the Company.
- (iii) Personal Accident and Medical Insurance Policies for self and family for an amount, the annual premium for which shall not exceed ₹ 30,000 (Rupees Thirty Thousand only).
- (iv) Reimbursement of medical expenses incurred for self and family as per the scheme of the Company.
- (v) Free telephone facility at residence and one mobile telephone.
- (vi) Benefit of furniture, perquisites as per the scheme of the Company.

Provided that the valuation of above perquisites / benefits shall be done as per the provisions of the Income-tax Act, 1961 or Rules made there under as prevalent or as amended / modified / substituted from time to time.



- (vii) Contribution to Provident Fund and Super-annuation Fund as per the scheme prevalent or as amended / modified / substituted from time to time.
- (viii) Gratuity at the rate of half a month's salary for each completed year of service, as per the rules of the Company.
- (ix) Encashment of leave, at the end of the tenure, as per the rules of the Company.

C) **Performance Pay** : Performance pay shall be paid if Mr. Inamdar achieves the agreed quantitative and qualitative Key Performance Indicators (KPIs). In any given year, the actual variable performance pay to be paid could vary from 0 to 25 per cent of the salary and allowances excluding Performance Pay, based on his performance as evaluated against KPIs.

Provided that the remuneration aforesaid, including all perquisites, benefits and amenities shall be allowed as a minimum remuneration in any year in the event of absence or inadequacy of profits for that year, subject to a ceiling specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration, excluding cost of perquisites/benefits mentioned at Sr. No. B(vii) to (ix) above."

"RESOLVED FURTHER that the approval of the payment of minimum remuneration is granted for a period of 3 years from 16th January 2015."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013."

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

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

"RESOLVED that, subject to compliance of the provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 or other legal provisions, as applicable, consent of the Company be and is hereby accorded and the Board of Directors of the Company be and is hereby authorised to invite and accept, from time to time, deposits from Members of the Company and Public to such extent that the deposits outstanding and the deposits to be accepted shall not exceed 10% of the aggregate Paid up Share Capital and Free Reserves of the Company as per the latest Audited Accounts, as adopted by the Company in its General Meeting and 25% of the aggregate of the Paid up Share Capital and Free Reserves of the Company as per the latest Audited Accounts, as adopted by the Company in its General Meeting, in respect of the deposits to be accepted from the Members of the Company and Public respectively."

"RESOLVED FURTHER that the deposits to be accepted by the Company shall be unsecured deposits accepted for the term not less than six months and not more than thirty six months and shall carry the rate of interest, as may be decided by the Board of Directors of the Company."

NOTES

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DULY FILLED IN ALL RESPECT AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company.

- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) The Statement, setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 ('the Act' for these notes) concerning the Special Business mentioned in the Notice, is annexed hereto.
- 4) **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, so as to reach at least 15 days before the date of the Meeting so that the information required may be made available at the Meeting.**
- 5) The requisite information about the Directors seeking appointment / re-appointment, is included in the Report on Corporate Governance / Statement annexed to Notice as the case may be.
- 6) Members/Proxies are requested to bring duly filled attendance slip along with their copy of Annual Report to the Meeting.
- 7) **Voting through electronic means -**

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide facility to exercise votes on the items of business given in the Notice through remote electronic voting system to Members holding shares as on 19th September 2015 (end of day) being the 'cut-off date' for determining voting rights of Members, entitled to participate in the e-voting process, through the remote e-voting platform provided by Central Depository Services (India) Limited (CDSL for brevity).



A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9 a.m. (IST) on Wednesday, 23rd September 2015 and ends at 5 p.m. (IST) on Friday, 25th September 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 19th September 2015 being the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL : 16 digits Beneficiary ID,
 - b. For NSDL : 8 character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (EVSN) for FORCE MOTORS LIMITED.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B.** Any person who becomes Member after dispatch of Notice of the Meeting and holding shares as on cut-off date i.e. 19th September 2015 and who have updated their PAN with the Company/ Depository Participant have to follow instructions as per points in A aforesaid to vote through remote e-voting during the e-voting period.
- C.** Any person who becomes Member after dispatch of Notice of the Meeting and holding shares as on cut-off date i.e. 19th September 2015 and who have not updated their PAN with the Company/ Depository Participant can send an email to compliance-officer@forcemotors.com or bhagavant.sawant@linkintime.co.in to obtain sequence number and they will have to follow instructions as per points in A aforesaid to vote through remote e-voting during the e-voting period.
- D.** The facility for voting is also provided, through Ballot Form to the Members who do not have access to remote e-voting facility. Members using their right to vote through Ballot Form are requested to send their assent or dissent in writing on Ballot Form attached to the Notice of the Meeting.
- E.** A Member may participate in the Meeting even after exercising his right to vote through remote e-voting / Ballot Form, but shall not be allowed to vote again at the Meeting.
- F.** The facility for voting through Poll will also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting / Ballot Form will be able to exercise their right at the Meeting. Members who have not cast their vote electronically, by remote e-voting / Ballot Form may only cast their vote at the Meeting through Poll paper.
- G.** The voting rights of Shareholders shall be in proportion to their shares of in the paid up equity share capital of the Company as on 19th September 2015. Members are eligible to cast vote only if they are holding shares as on that date. A person who is not a Member as on the cut-off date i.e. 19th September 2015 should treat this Notice for information purpose only.
- H.** The Company has appointed Mr. Sanjay Athavale, Chartered Accountant in Practice (FCA No. 83374) having office address Suite No. 102, “Orchard”, Dr. Pai Marg, Baner, Pune-411 045 as the Scrutiniser to the remote e-voting process, voting through Ballot Form and Poll (to be conducted at the venue of the Meeting) in a fair and transparent manner.
- I.** At the Meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutiniser, order voting through Poll for all those Members who are present but have not cast their votes electronically using the remote e-voting system / Ballot Form.
- J.** The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting through Poll and Ballot Form and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company. The Scrutiniser shall submit a consolidated Scrutiniser’s Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- K.** The result, along with the Scrutiniser’s Report shall be placed on the Company’s website www.forcemotors.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to the Stock Exchange.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 19th day of September 2015 to Saturday, the 26th day of September 2015 (both days inclusive) for the purpose of ascertaining entitlement to the dividend that may be declared at the ensuing Annual General Meeting.
- 9) The payment of dividend, if declared, at the ensuing Annual General Meeting will be made after Saturday, the 26th day of September 2015 to those Members holding shares in physical form and whose names appear in the Register of Members of the Company as on close of the business day on Friday, the 18th day of September, 2015, and who hold shares of the Company in dematerialized form and whose name is entered as a beneficial owner in the records of the Depositories on that date.



10) Members holding shares in physical form are requested to intimate immediately any change in their address/ details of their bank account/ details for transfer of dividend, if declared, through Electronic Clearance Service (ECS) before 18th day of September 2015. These details may kindly be intimated to the Company at the Registered Office or to the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited, Block No. 202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune – 411 001.

Members holding shares in dematerialized form shall address communication to their respective Depository Participant(s).

11) Members are requested to note that the dividend remaining unclaimed / unpaid for a period of seven years from the date it became due for payment shall be credited to the Investor Education and Protection Fund (Fund) set up by the Central Government. Members who have so far not claimed the dividend that was declared for the financial years 2009-10, 2010-11, 2011-12, 2012-13 and/ or 2013-14 are requested to make their claim with the Company immediately. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 20th September 2014 (date of last Annual General Meeting) on the website of the Company www.forcemotors.com, and also on the website of the Ministry of Corporate Affairs.

12) The Securities and Exchange Board of India (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.

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

Members of the Company are requested to communicate their e-mail address on which they would like to have these communications. The e-mail address can be communicated by a letter 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 and should be signed as per the specimen signature recorded with the Company or Registrar and Share Transfer Agent.

In view of the provisions of Section 20 of the Act read with Rule 35 of the Companies (Incorporation) Rules, 2014 henceforth the email

id provided by the Members holding shares in dematerialised and physical form would be treated as email id provided by Members for sending communication. Hence Annual Report and notices of any General Meeting or other communication would be made only on these email ids and no separate paper communication would be made with such Members.

14) 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.

15) The Annual Report 2014-15 of the Company, circulated to the Members of the Company, will be made available on the Company's website at www.forcemotors.com and also on the website of BSE Limited at www.bseindia.com.

16) All documents referred to in the Notice and Statement are open for inspection at the Registered Office of the Company on all working days (Time: 10.00 a.m. to 3.30 p.m.) till the 56th Annual General Meeting i.e., 26th September 2015.

17) Equity Shares of the Company are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Company has paid the annual listing fees to the Stock Exchange.

18) The Directors Identification Number of the Directors being appointed / re-appointed are –

Sr.no.	Name of Director	DIN
i	Mr. Vinay Kothari	00337134
ii	Mr. Prashant V. Inamdar	07071502

19) **The route map of the venue of the Meeting is given at the end of the Annual Report. The prominent landmark for the venue is Khandoba Mandir that adjoins Jaya Hind Industries Limited that adjoins Force Motors Limited.**

By Order of the Board of Directors
For **FORCE MOTORS LIMITED**

APARNA G. LAMBORE
Company Secretary

31st July 2015.

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

Statement as required by Section 102 (1) of the Companies Act, 2013

Item No. 5

As per the provisions of Section 181 of the Companies Act, 2013 ('the Act' in this statement) prior permission of the Company, in general meeting, is required to contribute to bonafide charitable and other funds, if the aggregate amounts, in any financial year exceeds five percent of the Company's average profits 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 charitable institutions and funds during the Financial Year 2015-16.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

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 2016 on a remuneration of ₹ 2,20,000 (Rupees Two Lakh Twenty Thousand only) plus 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.

M/s. Joshi Apte & Associates' appointment was made by the Board, as stated on the basis of recommendations of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

Mr. Prashant V. Inamdar was appointed as Additional Director of the Company by the Board of Directors in its meeting held on 16th January 2015. Accordingly, it is proposed to appoint Mr. Prashant V. Inamdar as a director of the Company liable to retire by rotation, subject to the approval of the Members of the Company.

The Board in its meeting held on 16th January 2015 has, subject to the approval of Members of the Company, appointed Mr. Prashant V. Inamdar as the Executive

Director (Operations), for a period of 5 years from 16th January 2015 at the revised remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board in their Meeting held on 31st July 2015.

It is proposed to seek the Members' approval for the appointment of and payment of remuneration to Mr. Prashant V. Inamdar to be designated as the Executive Director (Operations), in terms of the applicable provisions of the Act.

Particulars of the terms of appointment of and remuneration payable to Mr. Prashant V. Inamdar are as stated in the resolution above.

Brief resume : Mr. Prashant V. Inamdar, aged 50 years, diploma holder in Mechanical Engineering, was appointed as an Additional Director of the Company on 16th January 2015. Mr. Prashant V. Inamdar started his career at Force Motors Limited 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 a Plant in Chennai. At present, Mr. Inamdar is Executive Director (Operations) of the Company and responsible for Operations of all the Plants of Force Motors Limited.

No formal contracts, except the resolution passed by the Board of Directors and in the Annual General Meeting, are expected to be executed with the Executive Director (Operations). As any other Director, Executive Director (Operations) shall be entitled to resign from the services by submitting resignation and no other fee or any compensation is payable to him by the Company for termination of this arrangement.

Mr. Prashant V. Inamdar's job profile is to manage the operations of all the Plants of Force Motors Limited. He will report to the Chairman and the Managing Director of the Company and will have powers of management as delegated by the Chairman and/or the Managing Director from time to time.

The Company has not made any default in respect of repayment of any debt, including but not limited to, public deposits, debentures, interest thereon or dues to banks or financial institutions.

The Company operates in the automobile industry for about 57 years. The Company's financial performance during the last 5 years is as under :



(Figures in ₹)

Sr No	Particulars	2010-11	2011-12	2012-13	2013-14	2014-15
1	Turnover					
	Gross Turnover - without other Income	1692,83,11,757	2369,16,19,208	2276,35,17,184	2301,13,77,716	2638,90,20,260
	Gross Turnover - with other Income (excluding Exceptional Income)	1786,43,04,400	2393,75,92,224	2320,00,33,469	2361,07,28,222	2704,67,83,976
2	Profit Before Interest, Tax, Depreciation and amortization (including Exceptional income)	149,66,75,677	1106,80,85,360	97,53,29,811	156,64,78,190	212,78,02,816
3	Extra Ordinary Income / Abnormal Income / Exceptional Income	--	960,70,94,000	--	--	--
4	Net Profit as calculated as per provisions of Section 198 of the Companies Act, 2013	81,95,04,983	50,86,42,574	19,44,55,195	62,95,14,779	125,72,39,979
5	Paid - up capital	13,17,90,383	13,17,90,383	13,17,90,383	13,17,90,383	13,17,90,383
6	Reserve & Surplus	321,09,83,498	1130,11,63,775	1139,77,04,607	1212,84,00,706	1303,70,12,053
7	Net owned funds	334,27,73,881	1143,29,54,158	1152,94,94,990	1226,01,91,089	1316,88,02,436
8	Borrowings other than trade creditors and provisions	249,50,72,350	63,41,56,000	68,97,25,000	52,88,70,000	21,28,75,000

The Company is not having any investment from any collaborator in its equity share capital.

Remuneration drawn by Mr. Prashant V. Inamdar during the Financial Year 2014-15 is as under :

Salary (₹)	Value of Perquisites (₹)
71,12,434	79,300

Though the Company has made a book profit, considering the provisions of Section 349 of the Companies Act, 1956 and of the Section 198 of the Act, the Company has incurred a loss as the profit earned on sale of shares are not being considered as profit for the purpose of calculation of profit while determining Managerial Remuneration. Due to losses incurred in Financial Year 2008-09 and due to the requirement of said sections to adjust the carried forward loss, the Company may have inadequate or no profit calculated as per the provisions of the said Sections.

The Company has taken several steps like rationalisation of its product portfolio, investments in new projects, re-establishment of its tractor market and control cost to improve the performance. These measures have already shown results during the Financial Years from 2010-11 to 2014-15.

Subject to unforeseen circumstances, it is expected that, during the next financial year, the Company should be able to achieve production/sale of 36,700 vehicles and earn a profit.

The proposed remuneration is as indicated in the resolution. Considering the other companies operating in the automobile industry and similar area, the managerial remuneration is normally accounted for 0.01 to 0.19 % of revenue from operations.

Considering the budgeted turnover for the Financial Year 2015-16, the proposed remuneration is expected to constitute approximately 0.03% of the turnover (gross).

Considering his age, experience, qualification and performance, the Board of Directors and Nomination and Remuneration Committee of the Board of Directors is of the opinion that Mr. Prashant V. Inamdar, is suitable for the post of Executive Director (Operations). All components of remuneration, payable to Mr. Prashant V. Inamdar as Executive Director (Operations) of the Company and indicated in the resolution Item No.7 of the Notice are fixed, except the performance pay. The amount of performance pay to be paid to Executive Director (Operations) shall be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company, year to year, based on the performance of the Company, profitability of the Company, performance of the Executive Director (Operations) and other factors as may be considered appropriate by the Nomination and Remuneration Committee of the Board.

As stated above, Mr. Prashant V. Inamdar was appointed as an Additional Director, to be designated as Executive Director (Operations), in the Board Meeting held on 16th January 2015 and has attended one out of two Board Meetings convened subsequent to his appointment during the Financial Year 2014-15. He is a member of the Risk Management Committee of the Board of Directors of the Company and holds no shares in the Company.

Mr. Prashant V. Inamdar does not hold directorships, Membership/ Chairmanship of Committees of other Boards of other companies.

The Company has not announced or offered any employees' stock option scheme and the remuneration to be paid to Mr. Prashant V. Inamdar includes the elements in the resolution only.

None of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Prashant V. Inamdar under Section 190 of the Act.

Item no. 8

Considering the provisions of the Act and provisions of Companies (Acceptance of Deposits) Rules, 2014, if the Company decides to accept the deposits from the Members/Public, a resolution needs to be passed in the general meeting of the Members of the Company, permitting acceptance of deposits and approving the terms and conditions, subject to which such deposits shall be accepted. Considering the present financial position of the Company, Company may not need to accept deposits. The Company is continuing with the deposits already accepted and shall comply with the provisions of Section 74 of the Act, in case the Board decides to do so.

In order to enable the Board to take a decision about acceptance/renewal of deposits, from time to time, depending on the financial position of the Company and prevalent rate of interest, the Board recommend that powers be vested in the Directors of the Company to accept the deposits from the Members of the Company and from

Public, up to the permitted limits. Such deposits would be unsecured deposits carrying interest rate depending on the rate of interest prevalent from time to time. The term of deposits to be accepted shall not be less than six months and not more than thirty six months.

The Company, before accepting deposits, shall comply with all other formalities as prescribed by the Act and the Companies (Acceptance of Deposits) Rules, 2014, as in force from time to time.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, is interested in the resolution set out at Item No. 8 of the Notice.

By Order of the Board of Directors
For **FORCE MOTORS LIMITED**

APARNA G. LAMBORE
Company Secretary

31st July 2015.

Registered Office :

Mumbai-Pune Road, Akurdi,
Pune - 411 035.

CIN : L34102PN1958PLC011172

Website : www.forcemotors.com

Phone : (Board) +91 20 2747 6381

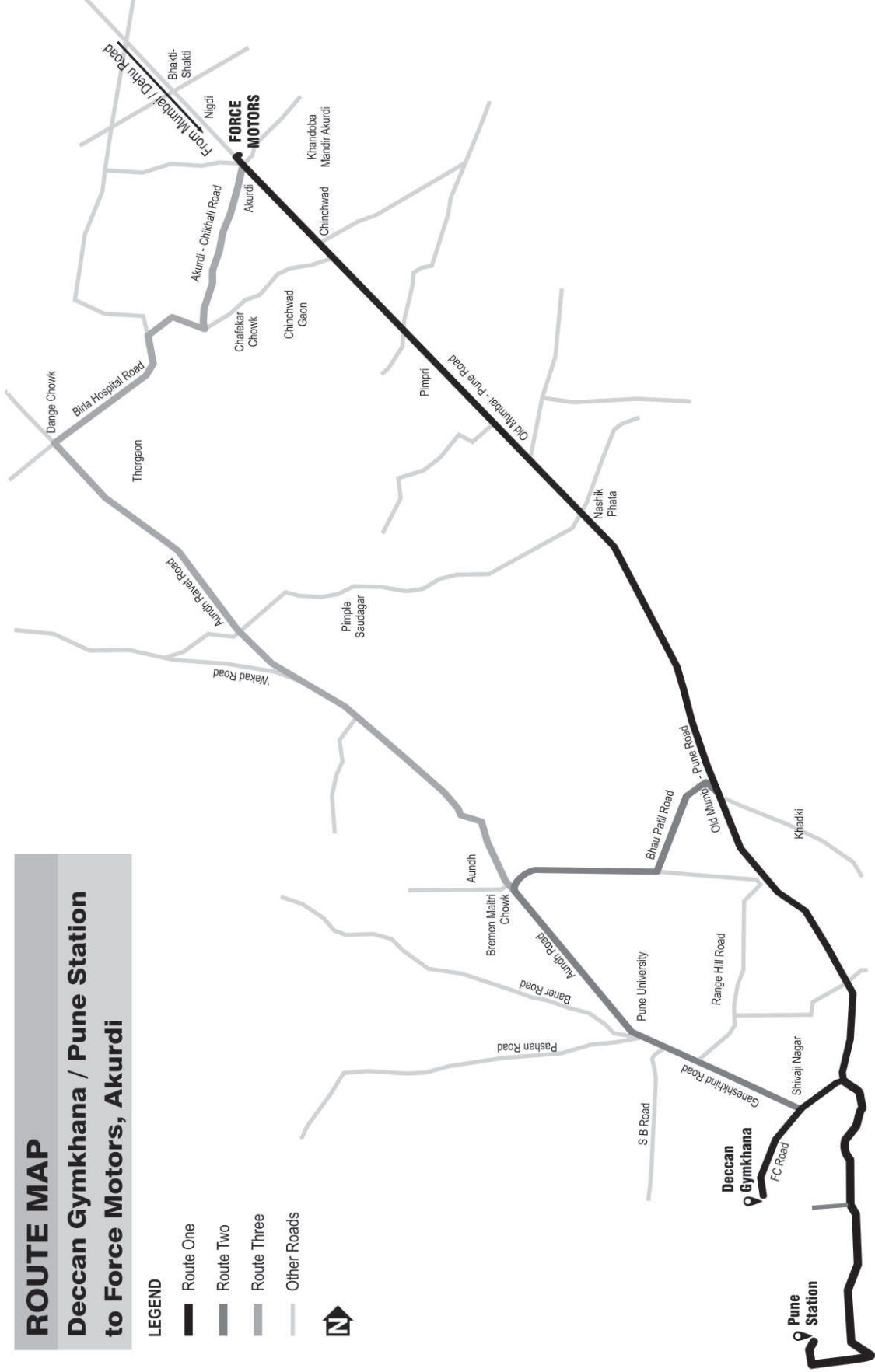
E-mail: compliance-officer@forcemotors.com

ROUTE MAP

Deccan Gymkhana / Pune Station to Force Motors, Akurdi

LEGEND

- Route One
- Route Two
- Route Three
- Other Roads



FORCE MOTORS LIMITED
(CIN L34102PN1958PLC011172)

Registered office:
Mumbai - Pune Road, Akurdi,
Pune 411 035 Maharashtra, INDIA

BALLOT FORM

(In lieu of remote e-voting)



56th Annual General Meeting to be held on 26th September 2015.
Notice dated 31st July 2015.

E-mail : compliance-officer@forcemotors.com
Website : www.forcemotors.com

Tel. : +91 20 2747 6381

1.	Name of the First Named Shareholder (In block letters)	
2.	Name(s) of the Joint Named Shareholder (If any)	
3.	Postal address	
4.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
5.	Class of Share	Equity
6.	No. of shares	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of the 56th Annual General Meeting of the Company dated 31st July 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item no.	Description	No. of equity shares held	I/ We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1)	Adoption of Financial Statements for the year ended 31st March 2015 and the Board's and Auditors' Report thereon.			
2)	To declare a dividend.			
3)	Re-appointment of Mr. Vinay Kothari, who retires by rotation.			
4)	Appointment of M/s. P. G. Bhagwat, Chartered Accountants, as Auditors and to fix their remuneration for the year 2015-16.			
5)	Resolution relating to permission to contribute to charitable and other funds.			
6)	To fix remuneration of M/s. Joshi Apte & Associates, the Cost Auditors, Pune.			
7)	Appointment of Mr. Prashant V. Inamdar to be designated as Executive Director (Operations) and to fix remuneration.			
8)	Resolution permitting acceptance of deposits.			

Place : _____

Date : _____

(Signature of the shareholder)

NOTE: Kindly read the instructions printed overleaf before filling the form. Only valid Ballot Forms received by the Scrutiniser by 5.00 p.m. on 25th September 2015 shall be considered.

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Sanjay Athavale, Practising Chartered Accountant, c/o. Force Motors Limited, Akurdi, Mumbai- Pune Road, Pune 411 035 so as to reach by 5.00 p.m. on 25th September 2015. Ballot Form received thereafter will strictly be treated as if not received. The envelope should be marked as confidential. The name of the Scrutinizer should be written in full.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. remote e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic demat form is verified with the specimen signatures furnished by NSDL / CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Link Intime India Private Limited). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders, Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the Body Corporate / Trust / Society, etc. a certified copy of the relevant authorisation/ Board resolution to vote should accompany the Ballot Form.
10. Instructions for remote e-voting procedure are available in the Notice of Annual General Meeting and are also placed on the website of the Company.

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L34102PN1958PLC011172
Name of the Company : FORCE MOTORS LIMITED
Registered Office : Mumbai - Pune Road, Akurdi, Pune - 411 035.
Name of the Member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No/ Client Id : _____
DP ID : _____

I/We, being the member(s) of shares of the above named company, hereby appoint-

1. Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him
2. Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him
3. Name : _____ Address : _____
E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company, to be held on Saturday, the 26th day of September 2015 at 11.30 a.m. at the Registered Office of the Company at Mumbai - Pune Road, Akurdi, Pune - 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions :

Sr. no	Description
1)	Adoption of Financial Statements for the year ended 31st March 2015 and the Board's and Auditors' Report thereon.
2)	To declare a dividend.
3)	Re-appointment of Mr. Vinay Kothari, who retires by rotation.
4)	Appointment of M/s. P.G.Bhagwat, Chartered Accountants, as Auditors and to fix their remuneration for the year 2015-16.
5)	Resolution relating to permission to contribute to charitable and other funds.
6)	To fix remuneration of M/s. Joshi Apte & Associates, the Cost Auditors, Pune.
7)	Appointment of Mr. Prashant V. Inamdar to be designated as Executive Director (Operations) and to fix remuneration.
8)	Resolution permitting acceptance of deposits.

Signed this day of2015

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.