

FM:SEC: 14A (3)

_____, 2022

To,

Mr. /Mrs. _____,

Add: _____

Dear Sir,

Sub: Appointment as an Independent Director of Force Motors Limited

- 1) We are pleased to issue this letter in respect of your appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as modified and in force as on date of issue of this letter.
- 2) You were appointed as an additional Independent Director on the Board of Directors of Force Motors Limited (the 'Company') with effect from 28th September 2022. We are pleased to inform you that as recommended by the Board of Directors, the members of the Company via special resolution passed through postal ballot dated 25th November 2022, have approved your appointment as an Independent Director for a period of 5 consecutive years commencing from 28th September 2022 to 27th September 2027.
- 3) Your term of appointment would be of five years, i.e. up to closing business hours of 27th September 2027, unless otherwise terminated.
- 4) The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors, the Committees where you are appointed/ to be appointed as a member and the general meetings of the Company, to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
- 5) The Company has the following mandatory committees:-
 - (a) Audit Committee,
 - (b) Nomination and Remuneration Committee,
 - (c) Stakeholders' Relationship Committee,
 - (d) Corporate Social Responsibility Committee, and
 - (e) Risk Management Committee.

You are expected to act on any of the above mentioned committees as may be decided by the Board of Directors from time to time and subject to the provisions of the Act and the Listing Regulations.

- 6) Your role as the Committee Member would be to assist the Committee to perform the tasks delegated to it by the Board of Directors. For example, the role of Audit Committee is relating to financial and other matters, role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole-time directors, Key Managerial Personnel and Senior Management Officials, role of the Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.
- 7) You are expected to attend separate meetings of Independent Directors. The Company is expected to organize at least one such meeting in a year. The independent meeting may be held in the Company or any other place as may be decided jointly by the Independent Directors.
- 8) In the meeting referred above, you shall:
 - a. review the performance of Non-Independent Directors and the Board as a whole;
 - b. review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

- 9) The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors or as may be required depending on the subject and context from time to time.
- 10) As you are aware, the Company manufactures Light Commercial Vehicles, Tractors, Utility Vehicles, Personal Vehicles, Engines and operates in the automobile sector of the industry. The turnover of the Company for the last five financial years from these divisions are as under:

Financial Year	Gross Turnover - without other Income (Rs. in Lakh)	Gross Turnover - with other Income (Excluding Exceptional Income) (Rs. in Lakh)
2017-18	353,101	359,214
2018-19	365,210	373,372
2019-20	308,013	312,290
2020-21	198,782	201,271
2021-22	324,004	329,192

- 11) You would observe the Code of Conduct of the Company in force from time to time and shall not have any material financial relationship with the Company or any of its Associate Companies or the Holding Company.

The Company is a subsidiary of Jaya Hind Industries Private Limited. Force MTU Power Systems Private Limited and Tempo Finance (West) Private Limited are subsidiaries of the Company.

- 12) As intimated by you, presently none of your relatives are employed by the Company. If in future, any such employment occurs, in due course you shall intimate the Board about such appointment or any financial relation or business relation being created between the Company or its Holding/Subsidiary Company or with Associate Company of the Company.

- 13) You should comply with all the rules and regulations applicable to an independent director as per the provisions of the Act and the Listing Regulations. Your attention is particularly drawn to the provisions of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- 14) You are expected to exercise total confidentiality in respect of the proceedings in the Board Meeting, data, information or documents of the Company or available to the Company and made available to you as a Director or any information observed by you as a Director of the Company. You shall be entitled to visit any offices of the Company or the Company's plant or to interact with any employee of the Company.

You shall be liable for breach of any of these obligations as per the provisions of the Act or other applicable legal provisions.

- 15) You shall intimate from time to time your appointment as a director or as a committee member of any other company and ensure that your total directorships are within the limits as indicated in Section 165 of the Act and Regulation 17A of the Listing Regulations.

Similarly, you are expected to file a declaration of interest in the prescribed form from time to time and disclose your interest, if any, when any business is being transacted by the Board or any Committee of the Board of the Company where you have interest.

You are also expected and required to submit a declaration as per the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations about the criteria which an Independent Director is required to comply with.

- 16) You shall be entitled to receive meeting fees, as approved by the members of the Company from time to time, for attending meetings of the Board or any Committee thereof. You shall also be entitled to receive reimbursement of costs, including but not limited to travel or accommodation incurred by you for attending the meetings of the Board or of the Committees or when required to travel on Company's work.

Such reimbursement shall be made by the Company on receipt of statement from you.

- 17) The Company does have 'Directors and Officers Liability and Company Reimbursement Policy' for the Financial Year 2022-23 and the same shall be renewed from time to time, keeping in view the requirements prescribed under the Act and the Listing Regulations.
- 18) You shall be entitled to resign from the directorship of the Company as per the provisions of Section 168 of the Act.
- 19) As per the mandatory provisions, you should kindly accept the terms and conditions of appointment and forward an accepted copy of this letter, which shall be available for inspection of the members of the Company and would also be posted on the website of the Company, which kindly note.
- 20) Any further information about the Company can be provided to you, as required.

Thanking you,
Yours faithfully,

For **Force Motors Limited**

Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Force Motors Limited,

I have read and I agree to the above terms regarding my appointment as an Independent Director of Force Motors Limited.

DIN: _____

Pune, _____