

FML: SEC: F-42 (15)/

28th May, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.

Scrip Code: 500033

Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19

Dear Sir / Madam,

In compliance with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2019 issued by our secretarial auditor Mr. I.U. Thakur, Practicing Company Secretary.

You are requested to take the same on your record.

Thank you,

Yours faithfully,

For **Force Motors Limited**


28/5/2019

Kishore P. Shah

Company Secretary & Compliance Officer



Encl.: A/a.

FORCE MOTORS LIMITED

CIN : L34102PN1958PLC011172

Regd. Office : Mumbai-Pune Road, Akurdi, PUNE - 411 035, INDIA. Tel. : (+91) 20 27476381

Visit us at : www.forcemotors.com

Secretarial compliance Report

Secretarial Compliance Report of **FORCE MOTORS LIMITED** (Pursuant to SEBI Circular No. CIR/CFD/CMD/1/27/2019 dated 8th February, 2019) for the year ended 31st March, 2019.

I, I.U. Thakur, Practicing Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by FORCE MOTORS LIMITED ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document / filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2019 ("Review Period") in respect of Compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not applicable** to the Company during the Review Period
- (c) Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable** to the Company during the Review Period;
- (a) Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014-**Not applicable** to the Company during the Review Period;
- (b) Securities Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008- **Not applicable** to the Company during the Review Period;



- (c) Securities Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- **Not applicable** to the Company during the Review Period;
- (d) Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	Regulation 18(2)(a): The audit committee shall meet at least four times in a year and not more than 120 days shall elapse between two meetings.	Gap of 125 days between Audit Committee Meetings dated 23 rd January 2019 and 29 th May 2019	The company has disclosed to the Stock Exchanges the reason for deviation in the Corporate Governance Report for the quarter ending on June 2018.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken	Details of Violations	Details of action Taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing company Secretary, if any.
-	-	-	-	-



(d) The listed entity has taken the following actions to comply with the observations made in the previous reports: **Not Applicable**

Sr. No.	Observations of the Practicing company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2018	Actions taken by the listed entity, if any.	Comments of the Practicing company Secretary on the actions taken by the listed entity

Place: Pune

Date: 27-5-2019

Signature:

I. U Thakur

Practicing Company Secretary

FCS No.2298

C.P. No.1402

