

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 Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time)

Dear Member(s),

NOTICE of Postal Ballot ("Notice") is hereby given to the Members of Force Motors Limited, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and in accordance with relevant Circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and pursuant to other applicable laws and regulations, if any to transact the special business as set out hereunder by passing Resolutions by way of Postal Ballot through remote electronic voting ("remote e-voting") only.

In accordance with the provisions of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or MUFG Intime India Private Limited (*formerly, Link Intime India Private Limited*), Registrar to an Issue and Share Transfer Agent (the "RTA"), or with National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL"), (the "Depositories"). Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2 the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members. This Notice is also available on the website of the Company at www.forcemotors.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (For) or dissent (Against) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Saturday, 14th March, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

ITEM NO. 1 – APPOINTMENT OF MR. GAUTAM HEMANT BAMBAWALE (DIN: 08365776) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Gautam Hemant Bambawale (DIN: 08365776), who was appointed as an Additional Director, designated as an Independent Director, by the Board of Directors with effect from Friday, 19th December, 2025, based on the recommendation of the Nomination and Remuneration Committee pursuant to the provisions of Section 161(1) of the Act and Article 113 of the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for the first term of 5 (five) consecutive years with effect from Friday, 19th December, 2025, be and is hereby approved;

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to empower the Board of Directors for payment of remuneration by way of commission to the Non-executive Independent Director of the Company, commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as the Non-executive Independent Director, not exceeding 1 (One) percent of the net profits of the Company in any financial year computed pursuant to the provisions of the Act, in such manner and up to such extent as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees payable to the Non-executive Independent Director for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and Committee meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

ITEM NO. 2 – APPOINTMENT OF MR. NITIN NANDKISHOR KAREER (DIN: 01624863) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Nitin Nandkishor Kareer

(DIN: 01624863), who was appointed as an Additional Director, designated as an Independent Director, by the Board of Directors with effect from Friday, 19th December, 2025, based on the recommendation of the Nomination and Remuneration Committee pursuant to the provisions of Section 161(1) of the Act and Article 113 of the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for the first term of 5 (five) consecutive years with effect from Friday, 19th December, 2025, be and is hereby approved;

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to empower the Board of Directors for payment of remuneration by way of commission to the Non-executive Independent Director of the Company, commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as the Non-executive Independent Director, not exceeding 1 (One) percent of the net profits of the Company in any financial year computed pursuant to the provisions of the Act, in such manner and up to such extent as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees payable to the Non-executive Independent Director for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and Committee meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

**ITEM NO. 3 – APPOINTMENT OF LT. GEN. VINOD GULABRAO KHANDARE (RETD.)
(DIN: 11363013) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Lt. Gen. Vinod Gulabrao Khandare (Retd.) (DIN: 11363013), who was appointed as an Additional Director, designated as an Independent Director, by the Board of Directors with effect from Thursday, 29th January, 2026, based on the recommendation of the Nomination and Remuneration Committee pursuant to the provisions of Section 161(1) of the Act and Article 113 of the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by

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rotation and to hold office for the first term of 5 (five) consecutive years with effect from Thursday, 29th January, 2026, be and is hereby approved;

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to empower the Board of Directors for payment of remuneration by way of commission to the Non-executive Independent Director of the Company, commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as the Non-executive Independent Director, not exceeding 1 (One) percent of the net profits of the Company in any financial year computed pursuant to the provisions of the Act, in such manner and up to such extent as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees payable to the Non-executive Independent Director for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and Committee meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

By Order of the Board of Directors
Force Motors Limited

Rohan Sampat
Company Secretary & Compliance Officer

Pune, Thursday, 12th February, 2026

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. Statement pertaining to the said resolution setting out the material facts, as required under Section 102(1) of the Act and disclosures as per Regulation 36(3) of the SEBI Listing Regulations, and Schedule V of the Act have been disclosed in **Annexure I** and **Annexure II** to this Notice.

2. In line with the MCA Circulars the Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on **Friday, 6th February 2026** (the “**Cut-Off Date**”) and whose e-mail address is registered with the Company / RTA / Depository Participants / Depositories. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.forcemotors.com) duly filled and signed along with requisite supporting documents to RTA at MUFG Intime India Private Limited, Block No. 202 2nd Floor, Akshay Complex Near Ganesh Temple Off. Dhole Patil Road Pune 411001 or by sending an e-mail to the Company at compliance-officer@forcemotors.com.
4. The Company has entered into an agreement with NSDL, for facilitating voting through electronic means, as an authorised agency.
5. This Notice will also be available on the Company's website at www.forcemotors.com, websites of the Stock Exchanges, i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com .
6. All the relevant documents referred to in the Explanatory Statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an e-mail to compliance-officer@forcemotors.com .
7. The Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. **Friday, 6th February 2026**.
8. Person(s), whose name is recorded in the Register of Members or in the Register of Beneficial Owners as on the Cut-Off Date, i.e. **Friday, 6th February 2026**, shall only be entitled to avail the facility of e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
9. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed

resolutions electronically. The instructions for e-voting are provided as part of this Notice.

10. The e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Friday, 13th February, 2026
End of e-voting:	5:00 p.m. (IST) on Saturday, 14th March, 2026

During this period, Members of the Company holding shares as on Cut-Off Date either in physical form or in dematerialized 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 or cast the vote again.

11. The Board of Directors has appointed Mr. Parag Pansare, a Practising Chartered Accountant (Membership Number: 117309) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said process.

12. Institutional/ Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the postal ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution, to the scrutinizer, authorizing their representative to vote on their behalf electronically, through e-mail at parag.pansare@kirtanepandit.com .

13. The Scrutinizer shall, within two working days from the end of remote e-voting, prepare a Scrutinizer's Report of the total votes cast in favour or against, if any. The Scrutinizer will submit his final report to the Chairman or any other person authorised by him in writing, to declare the result of the voting forthwith.

14. The results declared along with the Scrutinizer's Report will be hosted on the Company's website www.forcemotors.com and on the website of NSDL i.e. www.evoting.nsdl.com . The results will simultaneously be communicated to the Stock Exchanges.

15. The resolutions, if passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, 14th March, 2026.

16. INSTRUCTIONS FOR REMOTE E-VOTING

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

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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9th December, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of

e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile

	& Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at aforesaid websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is 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. Password details for shareholders other than Individual shareholders 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 e-mail ID is not registered, please follow steps mentioned below in

process for those shareholders whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting period is open.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print

option on the confirmation page.

7. 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 parag.pansare@kirtanepandit.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to compliance-officer@forcemotors.com or sandip.pawar@in.mpms.mufq.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance-officer@forcemotors.com or sandip.pawar@in.mpms.mufq.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at

step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (the “Act”) READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (The “RULES”) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LISTING REGULATIONS) AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS.

The following Statement sets out all material facts relating to the Special Business proposed in this Notice of Postal Ballot:

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors had appointed Mr. Gautam Hemant Bambawale (DIN: 08365776) as an Additional Director, designated as an Independent Director of the Company pursuant to the provisions of Section 161 of the Act with effect from Friday, 19th December, 2025. The Board of Directors also approved that the first term of office of Mr. Gautam Hemant Bambawale as an Independent Director, will be for 5 (five) consecutive years with effect from Friday, 19th December, 2025, subject to the approval of Members of the Company.

Pursuant to the provisions of Section 161(1) of the Act and Article 113 of the Articles of Association of the Company, Mr. Gautam Hemant Bambawale holds office up to the next Annual General Meeting of the Company and is eligible to be appointed as a Director. In accordance with provisions of Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be approved by the Members of the Company by way of a Special Resolution at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Gautam Hemant Bambawale is also qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Gautam Hemant Bambawale that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 25 of the SEBI Listing Regulations and that he is not debarred from holding the office of Director by virtue of any order passed by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Gautam Hemant Bambawale for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Gautam Hemant Bambawale fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Gautam Hemant Bambawale is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. He is not related to any other Director of the Company.

Mr. Gautam Hemant Bambawale is a retired Indian diplomat of the Indian Foreign Service, with a distinguished career spanning key global assignments and strategic policy roles. He

served as India's Ambassador to China from 2017 to 2018, and earlier as the Indian High Commissioner to Pakistan, engaging at the forefront of complex bilateral relationships.

He was India's first Consul General in Guangzhou, playing a pioneering role in strengthening India's commercial, cultural, and people-to-people engagement in southern China. His career also includes serving as Director of the Indian Cultural Centre in Berlin, where he advanced India's cultural diplomacy, and a tenure in the Prime Minister's Office from 2002 to 2004. Between 2009 and 2014, he served as Joint Secretary for East Asia, contributing to the shaping of India's strategic and diplomatic engagement with the region.

Over the course of his service, Mr. Gautam Hemant Bambawale has been closely involved in policy formulation, international negotiations, and the strengthening of India's global partnerships. His work reflects a deep understanding of geopolitics, diplomacy, and cross-cultural engagement, underpinned by decades of experience representing India's interests on the global stage.

After his retirement from Government Service, Mr. Gautam Hemant Bambawale has been a distinguished Professor at Symbiosis International University, trustee of Pune International Centre and he is also the author of book –"Rising to the China Challenge" published in the year 2021.

Given his expertise in East Asian and South Asian diplomacy, cultural and strategic affairs, strategic business relationships and with extensive experience as India's Ambassador to neighbouring countries, the Board considers it desirable and in the interest of the Company to have Mr. Gautam Hemant Bambawale on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director.

Further, considering the regulatory requirements about corporate governance, strengthened norms made under various Acts and Regulations with key emphasis on effective governance, risk management and statutory compliances, incidental to increased accountability on the Board. The role and responsibilities of the Board particularly of the Non-Executive Independent Directors have increased manifold and require greater time commitments and attention and contribution of these Directors and their professional expertise and rich experience across functional areas such as corporate strategy, governance, legal, finance and risk management are significant in the financial performance of the Company.

The Board is of the view that it is necessary that adequate compensation should be given to the Non-Executive Independent Directors for the valuable contribution made by them at the Board Level towards the growth of business operations of the Company and the Board should have flexibility in determining and approving the amount payable to Non-Executive Independent Director(s) within the overall permissible limits as per the Act upon recommendation of the Nomination and Remuneration Committee with regard to the commission payable to each of the Non-Executive Independent Directors.

The Board proposes that Mr. Gautam Hemant Bambawale, shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for

FORCE MOTORS LIMITED

CIN L34102PN1958PLC011172

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participating in the Board and Committee meetings and profit related commission commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as Non-Executive Independent Director of the Company, within the limits stipulated under Section 197 of the Act.

Electronic copy of the terms and conditions of appointment of the Independent Director is available for inspection on the website of the Company at www.forcemotors.com .

The profile of Mr. Gautam Hemant Bambawale and the details with regard to appointment of Directors as required to be provided to the shareholders under sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations, are given in Annexure to this Notice.

Except Mr. Gautam Hemant Bambawale and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution at **Item no. 1** of the Notice for the approval of the Members of the Company.

Item No. 2

Based on the recommendation of the NRC, the Board of Directors had appointed Mr. Nitin Nandkishor Kareer (DIN: 01624863) as an Additional Director, designated as an Independent Director of the Company pursuant to the provisions of Section 161 of the Act with effect from Friday, 19th December, 2025. The Board of Directors also approved that the first term of office of Mr. Nitin Nandkishor Kareer as an Independent Director, will be for 5 (five) consecutive years with effect from Friday, 19th December, 2025, subject to the approval of Members of the Company.

Pursuant to the provisions of Section 161(1) of the Act and Article 113 of the Articles of Association of the Company, Mr. Nitin Nandkishor Kareer holds office up to the next Annual General Meeting of the Company and is eligible to be appointed as a Director. In accordance with provisions of Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be approved by the Members of the Company by way of a Special Resolution at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Nitin Nandkishor Kareer is also qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Nitin Nandkishor Kareer that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 25 of the SEBI Listing Regulations and that he is not debarred from holding the office of Director by virtue of any order passed by SEBI / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Nitin Nandkishor Kareer for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Nitin Nandkishor Kareer fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Nitin Nandkishor Kareer is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. He is not related to any other Director of the Company.

Mr. Nitin Nandkishor Kareer is a retired officer of the Indian Administrative Service and former Chief Secretary to the Government of Maharashtra, with a distinguished career spanning administration, governance reform, and public finance.

He is widely recognised for his deep expertise in urban development, land records administration, and fiscal planning, having held several senior leadership positions across the state. His assignments include serving as District Collector of Sangli, Director General of Information and Public Relations, Commissioner of the Pune Municipal Corporation and Divisional Commissioner of Pune. He has also served as Principal Secretary to the Chief Minister, Sales Tax Commissioner, and Inspector General of Registration and Settlement Commissioner.

Across these roles, Mr. Nitin Nandkishor Kareer has played a pivotal role in strengthening institutional capacity, driving administrative efficiency, and shaping policy frameworks that impact urban governance, revenue administration, and citizen-facing services. His career reflects a sustained commitment to public service, informed decision-making, and the effective delivery of governance at scale.

Considering his vast experience in field of administration, the Board considers it desirable and in the interest of the Company to have Mr. Nitin Nandkishor Kareer on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director.

Further, considering the regulatory requirements about corporate governance, strengthened norms made under various Acts and regulations with key emphasis on effective governance, risk management and statutory compliances, incidental to increased accountability on the Board. The role and responsibilities of the Board particularly of the Non-Executive Independent Directors have increased manifold and require greater time commitments and attention and contribution of these Directors and their professional expertise and rich experience across functional areas such as corporate strategy, governance, legal, finance and risk management are significant in the financial performance of the Company.

The Board is of the view that it is necessary that adequate compensation should be given to the Non-Executive Independent Directors for the valuable contribution made by them at the Board Level towards the growth of business operations of the Company and the Board should have flexibility in determining and approving the amount payable to Non-Executive Independent Director(s) within the overall permissible limits as per the Act upon recommendation of the NRC with regard to the commission payable to each of the Non-Executive Independent Directors.

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The Board proposes that Mr. Nitin Nandkishor Kareer, shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and Committee meetings and profit related commission commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as Non-Executive Independent Director of the Company, within the limits stipulated under Section 197 of the Act.

Electronic copy of the terms and conditions of appointment of the Independent Director is available for inspection on the website of the Company.

The profile of Mr. Nitin Nandkishor Kareer and the details w.r.t. appointment of Directors as required to be provided to the shareholders under sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations, are given in Annexure to this Notice.

Except Mr. Nitin Nandkishor Kareer and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution at **Item no. 2** of the Notice for the approval of the Members of the Company.

Item No. 3

Based on the recommendation of the NRC, the Board of Directors had appointed Lt. Gen. Vinod Gulabrao Khandare (Retd.) (DIN: 11363013) as an Additional Director, designated as an Independent Director of the Company pursuant to the provisions of Section 161 of the Act with effect from Thursday, 29th January, 2026. The Board of Directors also approved that the first term of office of Lt. Gen. Vinod Gulabrao Khandare (Retd.) as an Independent Director will be for 5 (five) consecutive years with effect from Thursday, 29th January, 2026, subject to the approval of Members of the Company.

Pursuant to the provisions of Section 161(1) of the Act and Article 113 of the Articles of Association of the Company, Lt. Gen. Vinod Gulabrao Khandare (Retd.) holds office up to the next Annual General Meeting of the Company and is eligible to be appointed as a Director. In accordance with provisions of Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be approved by the Members of the Company by way of a Special Resolution at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Lt. Gen. Vinod Gulabrao Khandare (Retd.) is also qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Lt. Gen. Vinod Gulabrao Khandare (Retd.) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 25 of the SEBI Listing Regulations and that he is not debarred from holding the office of Director by virtue of any order passed by SEBI / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Lt. Gen. Vinod Gulabrao Khandare (Retd.) for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Lt. Gen. Vinod Gulabrao Khandare (Retd.) fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. He is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. He is not related to any other Director of the Company.

Lt. Gen. Vinod Gulabrao Khandare (Retd.) is a retired officer of the Indian Army with a distinguished career spanning nearly four decades of service in national defence, strategic planning, and military intelligence. Over the course of his tenure, he has held several senior leadership and advisory roles, contributing directly to high-level decision-making on matters impacting India's national security and strategic interests.

He served as Principal Adviser in Ministry of Defence and Military Adviser at the National Security Council Secretariat (NSCS), where he provided critical assessments and strategic inputs at the apex level of government. His leadership assignments also include Director General of the Defence Intelligence Agency and Deputy Chief of the Defence Staff for tri-service intelligence and handled technology like cyber, space, communication intelligence etc. Among other key operational and policy responsibilities, he also worked towards integrating multiple military and civilian initiatives. Across these roles, he has been closely involved in shaping defence strategy, international defence cooperation, intelligence coordination and joint military planning.

In recognition of his exceptional service to the nation, Lt. Gen. Vinod Gulabrao Khandare (Retd.) has been awarded the Param Vishisht Seva Medal (PVSM), Ati Vishisht Seva Medal (AVSM), and Sena Medal by the President of India. He is also a recipient of the Army Chief's Commendation Card and the Army Commander's Commendation Card.

His career reflects deep expertise in defence affairs, strategic analysis, and national security leadership, underpinned by decades of experience serving India at the highest levels of the armed forces. He played a major role during many crises.

Considering his vast experience as detailed above, the Board considers it desirable and in the interest of the Company to have Lt. Gen. Vinod Gulabrao Khandare (Retd.) on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director.

Further, considering the regulatory requirements about corporate governance, strengthened norms made under various Acts and Regulations with key emphasis on effective governance, risk management and statutory compliances, incidental to increased accountability on the Board. The role and responsibilities of the Board particularly of the Non-Executive Independent Directors have increased manifold and require greater time commitments and attention and contribution of these Directors and their professional expertise and rich experience across functional areas such as corporate strategy, governance, legal, finance and risk management are significant in the financial

performance of the Company.

The Board is of the view that it is necessary that adequate compensation should be given to the Non-Executive Independent Directors for the valuable contribution made by them at the Board Level towards the growth of business operations of the Company and the Board should have flexibility in determining and approving the amount payable to Non-Executive Independent Director(s) within the overall permissible limits as per the Act upon recommendation of the NRC with regard to the commission payable to each of the Non-Executive Independent Directors.

The Board proposes that Lt. Gen. Vinod Gulabrao Khandare (Retd.), shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and Committee meetings and profit related commission commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as Non-Executive Independent Director of the Company, within the limits stipulated under Section 197 of the Act.

Electronic copy of the terms and conditions of appointment of the Independent Director is available for inspection on the website of the Company.

The profile of Lt. Gen. Vinod Gulabrao Khandare (Retd.) and the details w.r.t. appointment of Directors as required to be provided to the shareholders under sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations, are given in Annexure to this Notice.

Except Lt. Gen. Vinod Gulabrao Khandare (Retd.) and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution at **Item no. 3** of the Notice for the approval of the Members of the Company.

By Order of the Board of Directors
Force Motors Limited

Rohan Sampat
Company Secretary & Compliance Officer

Pune, Thursday, 12th February, 2026

Registered Office:

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

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

Annexure I

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT			
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]			
Name of the Director	Mr. Gautam Hemant Bambawale	Mr. Nitin Nandkishor Kareer	Lt. Gen. Vinod Gulabrao Khandare (Retd.)
Director Identification Number	08365776	01624863	11363013
Date of Birth (Age)	02-11-1958 (67 Years)	29-03-1964 (61 Years)	06-01-1958 (68 Years)
Date of first appointment on the Board	19/12/2025	19/12/2025	29/01/2026
Remuneration last drawn; and proposed to be paid	(Rs. In Lakhs) FY 2025-26 1.50/- As per the Special Resolution set forth in item No. 1 of the Postal Ballot Notice.	(Rs. In Lakhs) FY 2025-26 1.50/- As per the Special Resolution set forth in item No. 2 of the Postal Ballot Notice.	(Rs. In Lakhs) FY 2025-26 0.50/- As per the Special Resolution set forth in item No. 3 of the Postal Ballot Notice.
Educational Qualification	MA-MPhil (Master of Philosophy)	MBBS, MBA	MSc (Defence Studies).
Experience (including expertise in specific functional areas) / Brief Resume	Mr. Gautam Bambawale is a retired Indian diplomat of the Indian Foreign Service, with a distinguished career spanning key global assignments and strategic policy roles. He served as India's Ambassador to China from 2017 to 2018, and earlier as the Indian High Commissioner to Pakistan, engaging at	Mr. Nitin Kareer is a retired officer of the Indian Administrative Service and former Chief Secretary to the Government of Maharashtra, with a distinguished career spanning administration, governance reform, and public finance. He is widely recognised for his deep expertise in urban development, land records administration, and fiscal planning, having held several	Lt. Gen. Vinod Gulabrao Khandare (Retd.) is a retired officer of the Indian Army with a distinguished career spanning nearly four decades of service in national defence, strategic planning, and military intelligence. Over the course of his tenure, he has held several senior leadership and advisory roles, contributing directly to high-level decision-making on matters

<p>the forefront of complex bilateral relationships. He was India's first Consul General in Guangzhou, playing a pioneering role in strengthening India's commercial, cultural, and people-to-people engagement in southern China. His career also includes serving as Director of the Indian Cultural Centre in Berlin, where he advanced India's cultural diplomacy, and a tenure in the Prime Minister's Office from 2002 to 2004. Between 2009 and 2014, he served as Joint Secretary for East Asia, contributing to the shaping of India's strategic and diplomatic engagement with the region.</p> <p>Over the course of his service, Mr. Bambawale has been closely involved in policy formulation, international negotiations, and the strengthening of India's global partnerships. His work reflects a deep understanding of geopolitics, diplomacy, and cross-cultural engagement, underpinned by decades of experience representing India's interests on the global stage.</p>	<p>senior leadership positions across the state. His assignments include serving as District Collector of Sangli, Director General of Information and Public Relations, Commissioner of the Pune Municipal Corporation and Divisional Commissioner of Pune. He has also served as Principal Secretary to the Chief Minister, Sales Tax Commissioner, and Inspector General of Registration and Settlement Commissioner.</p> <p>Across these roles, Mr. Kareer has played a pivotal role in strengthening institutional capacity, driving administrative efficiency, and shaping policy frameworks that impact urban governance, revenue administration, and citizen-facing services. His career reflects a sustained commitment to public service, informed decision-making, and the effective delivery of governance at scale.</p>	<p>impacting India's national security and strategic interests.</p> <p>He served as Principal Adviser in Ministry of Defence and Military Adviser at the National Security Council Secretariat (NSCS), where he provided critical assessments and strategic inputs at the apex level of government.</p> <p>His leadership assignments also include Director General of the Defence Intelligence Agency and Deputy Chief of the Defence Staff for tri-service intelligence and handled technology like cyber, space, communication intelligence etc. Among other key operational and policy responsibilities, he also worked towards integrating multiple military and civilian initiatives.</p> <p>Across these roles, he has been closely involved in shaping defence strategy, international defence cooperation, intelligence coordination and joint military planning.</p> <p>In recognition of his exceptional service to the nation, Lt. Gen. Vinod Gulabrao Khandare (Retd.) has been awarded the Param Vishisht Seva Medal (PVSM), Ati Vishisht Seva Medal</p>
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	<p>After his retirement from Government Service, Mr. Bambawale has been a distinguished Professor at Symbiosis International University, trustee of Pune International Centre and he is also the author of book -“Rising to the China Challenge” published in the year 2021.</p>		<p>(AVSM), and Sena Medal by the President of India. He is also a recipient of the Army Chief’s Commendation Card and the Army Commander’s Commendation Card.</p> <p>His career reflects deep expertise in defence affairs, strategic analysis, and national security leadership, underpinned by decades of experience serving India at the highest levels of the armed forces. He played a major role during many crises.</p>
Directorships held in other listed companies (excluding foreign companies)	Nil	Nil	Nil
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	Force Motors Limited Audit Committee - <i>Member</i> Corporate Social Responsibility Committee - <i>Member</i>	Force Motors Limited Nomination and Remuneration Committee - <i>Member</i> Risk Management Committee - <i>Member</i>	Force Motors Limited Audit Committee - <i>Member</i> Corporate Social Responsibility Committee - <i>Member</i>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.

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No. of shares held in the Company either by self or as a beneficial owner	Nil	Nil	Nil
Terms and Conditions of appointment / re appointment	As per the Special Resolution set forth in item No. 1 of the Postal Ballot Notice.	As per the Special Resolution set forth in item No. 2 of the Postal Ballot Notice.	As per the Special Resolution set forth in item No. 3 of the Postal Ballot Notice.
In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Given his expertise in East Asian and South Asian diplomacy, cultural and strategic affairs, strategic business relationships and with extensive experience as India's Ambassador to neighbouring countries, the Board considers it desirable and in the interest of the Company to have Mr. Gautam Hemant Bambawale on the Board of the Company	Considering his vast experience in field of administration, the Board considers it desirable and in the interest of the Company to have Mr. Nitin Nandkishor Kaire on the Board of the Company.	Considering his vast experience in Defence Sector, the Board considers it desirable and in the interest of the Company to have Lt. Gen. Vinod Gulabrao Khandare (Retd.) on the Board of the Company.
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)	NIL	NIL	NIL
Number of meetings of the Board attended during the year	1	1	1

Annexure II

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

1. General Information:

1	Nature of Industry	Automobile Company engaged in the manufacturing of Light Commercial Vehicles, Small Commercial Vehicles, Utility Vehicles and High Technology Automotive Aggregates.																																		
2	Date or expected date of commencement of commercial production	The Company is in commercial production since the year 1958.																																		
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.																																		
4	Financial Performance on key indicators	<p>Standalone Financial Performance</p> <table> <thead> <tr> <th></th> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and other income</td> <td>8,12,779</td> <td>7,03,075</td> <td>5,09,062</td> </tr> <tr> <td>Total expenses</td> <td>7,28,512</td> <td>6,41,232</td> <td>5,00,831</td> </tr> <tr> <td>Profit / (Loss) before Exceptional Items and Tax</td> <td>84,267</td> <td>61,843</td> <td>8,231</td> </tr> <tr> <td>Profit /(loss) before tax</td> <td>1,23,724</td> <td>61,843</td> <td>29,063</td> </tr> <tr> <td>Profit / (loss) after tax</td> <td>79,997</td> <td>40,169</td> <td>15,205</td> </tr> </tbody> </table> <p>Consolidated Financial Performance</p> <table> <thead> <tr> <th></th> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and Other income</td> <td>8,12,829</td> <td>7,03,123</td> <td>5,09,101</td> </tr> </tbody> </table>		FY 2024-25	FY 2023-24	FY 2022-23	Revenue from operations and other income	8,12,779	7,03,075	5,09,062	Total expenses	7,28,512	6,41,232	5,00,831	Profit / (Loss) before Exceptional Items and Tax	84,267	61,843	8,231	Profit /(loss) before tax	1,23,724	61,843	29,063	Profit / (loss) after tax	79,997	40,169	15,205		FY 2024-25	FY 2023-24	FY 2022-23	Revenue from operations and Other income	8,12,829	7,03,123	5,09,101		
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		Total expenses	7,28,512	6,41,233	5,00,831
		Profit / (Loss) before Exceptional Items and Tax	84,369	60,507	6,410
		Profit /(loss) before tax	1,23,826	60,507	27,242
		Profit / (loss) after tax	80,086	38,821	13,374
5	Foreign Investment or Collaborators, if any.	There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.			
2. Information about the Director(s)					
Sr. No.	Particulars	Mr. Gautam Hemant Bambawale	Mr. Nitin Nandkishor Kareer	Lt. Gen. Vinod Gulabrao Khandare (Retd.)	
1	Background details	MA-MPhil (Master of Philosophy)	MBBS, MBA	MSc (Defence Studies)	
2	Past Remuneration	(Rs. In Lakhs) FY Sitting Fees 2025-26 1.50/-	(Rs. In Lakhs) FY Sitting Fees 2025-26 1.50/-	(Rs. In Lakhs) FY Sitting Fees 2025-26 0.50/-	
3	Recognition or Awards	Nil	Nil	Param Vishisht Seva Medal, Ati Vishisht Seva Medal, Sena Medal. He is also recipient of the Army Chiefs Commendation Card and Army Commanders Commendation card.	
4	Job profile and his / her suitability	He is being appointed as Independent Director who possess requisite qualifications to act as Independent Director and his past experience as Indian diplomat of the Indian Foreign Service will be of immense benefit to the Company.	He is being appointed as Independent Director who possess requisite qualifications to act as Independent Director and his past experience in field of administration will be of immense benefit to the Company.	He is being appointed as Independent Director who possess requisite qualifications to act as Independent Director and his past experience in field of Defense Services will be of immense benefit to the	

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				Company.
5	Remuneration proposed	<p>It is proposed to pay commission within statutory limits in any financial year computed in the manner referred to in Section 198 of the Companies Act, 2013, Commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as the Non-executive Independent Director, as may be determined by the Board of Directors from time to time upon recommendation of Nomination and Remuneration Committee.</p>	<p>It is proposed to pay commission within statutory limits in any financial year computed in the manner referred to in Section 198 of the Companies Act, 2013, Commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as the Non-executive Independent Director, as may be determined by the Board of Directors from time to time upon recommendation of Nomination and Remuneration Committee.</p>	<p>It is proposed to pay commission within statutory limits in any financial year computed in the manner referred to in Section 198 of the Companies Act, 2013, Commencing from FY 2025-26 and thereafter, for each Financial Year, during his tenure of appointment as the Non-executive Independent Director, as may be determined by the Board of Directors from time to time upon recommendation of Nomination and Remuneration Committee.</p>
6	Comparative remuneration profile with respect to industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	<p>Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry.</p>		
7	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel or other Director, if any.	<p>Mr. Gautam Hemant Bambawale is not holding any shares of the Company. There is no other pecuniary relationship with the Company or other Director/ Managerial Personnel.</p>	<p>Mr. Nitin Nandkishor Kareer is not holding any shares of the Company. There is no other pecuniary relationship with the Company or other Director/ Managerial Personnel.</p>	<p>Lt. Gen. Vinod Gulabrao Khandare (Retd.) is not holding any shares of the Company. There is no other pecuniary relationship with the Company or other Director/ Managerial Personnel.</p>

FORCE MOTORS LIMITED

CIN L34102PN1958PLC011172

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3. Other Information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms:

The Company is a profit earning Company.

The Company intends to pay commission up to 1% of net profits only.

4. Other Disclosures:

Nil