

NOTICE**EXTRA-ORDINARY GENERAL MEETING OF
"SECOND A" EQUITY SHAREHOLDERS OF FORCE MOTORS LIMITED**

NOTICE is hereby given that 02/2026-27 Extra-Ordinary General Meeting (the 'EGM') of "Second A" Equity Shareholders of Force Motors Limited (the 'Company') will be held on **Monday, October 26, 2026 at 04:00 p.m. (IST) through Video Conference ('VC')/Other Audio-Visual Means ('OAVM')**, to transact the following Special Business:

- 1. TO CONSIDER AND APPROVE PROPOSAL OF VARIATION IN THE RESTRICTIONS, TERMS AND CONDITIONS OF 1,15,748 SHARES HELD BY "SECOND A" EQUITY SHAREHOLDERS WITH REGARD TO REMOVAL OF RESTRICTIONS ON TRANSFERABILITY AND OTHER INCIDENTAL CONDITIONS.**

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

"RESOLVED THAT pursuant to the provisions of Section 48 of the Companies Act, 2013 (the 'Act') and such other applicable provisions, read with related Rules and Schedules, if any, of the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), if any, other requisite SEBI Regulations, and subject to other regulatory approvals, if any, the consent of the Shareholders holding "Second A" Equity Shares of the Company be and is hereby accorded for variation in the terms and conditions and for removal of all restrictions with regard to transferability and other incidental conditions/restrictions on "Second A" Equity Shares of the Company.

RESOLVED FURTHER THAT the consent of the Shareholders holding "Second A" Equity Shares of the Company be and is hereby accorded for the removal of all the restrictions with effect from the date of this Extra-Ordinary General Meeting (EGM), with regard to 1,15,748 "Second A" Equity Shares of the Company.

RESOLVED FURTHER THAT all other incidental terms and conditions and restrictions and previously associated to these "Second A" equity shares shall stand cancelled and extinguished and rendered invalid and the words "Second A" stands omitted from the name of such equity shares of the Company.

RESOLVED FURTHER THAT the said equity shares shall be freely transferable as per section 58 of the Act, read with applicable Rules and Schedules, if any, of the Act, and requisite Regulations of LODR Regulations, subject to receipt of listing and trading approval from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), (the Stock Exchanges), on which the equity shares of the Company are listed and traded and on compliance with requisite Regulatory requirements.

RESOLVED FURTHER THAT upon listing on BSE and NSE, aforesaid Equity Shares shall rank pari passu in all respects with the existing equity shares of the Company that are currently listed and traded on the Stock Exchanges.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to execute and deliver on behalf of the Company, necessary deeds, documents, declarations, undertakings and other writings including signing and filing of prescribed forms, documents and return, if any with the Registrar of Companies, Pune, Stock Exchanges and any other Regulatory authority such as SEBI etc. as the case may be and further to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including authorization to resolve and settle all questions, difficulties or doubts that may arise with regard to giving effect to aforesaid resolution.”

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

Rohan Sampat
Company Secretary & Compliance Officer

Pune, October 1, 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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**) and Secretarial Standard – 2 (**'SS-2'**) on General Meetings issued by the Institute of Company Secretaries of India (**'ICSI'**) setting out material facts concerning the business of the Notice, is annexed hereto.
2. Pursuant to General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**'MCA'**) read together with other relevant Circulars issued by the MCA in this regard (collectively referred to as 'MCA Circulars') and relevant Circulars, issued by the Securities and Exchange Board of India (**'SEBI'**) (collectively referred to as 'SEBI Circulars'), Companies are allowed to conduct Extra Ordinary General Meetings (**'EGM'**) through VC/OAVM, without the physical presence of Members at a common venue. Hence, all the "Second A" Equity Shareholders (hereinafter referred to as 'Member(s)') can attend and participate in the EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (**'NSDL'**) for facilitating voting through electronic means, as the authorized agency.

3. Pursuant to the provisions of the Companies Act, 2013 (**'the Act'**), a Member is entitled to attend and vote at the EGM through a proxy and a proxy need not be a Member. However, the facility to appoint proxy to attend and cast vote for the Members will not be available for this EGM as physical attendance of Members has been dispensed with, pursuant to the MCA Circulars. Hence, the proxy form, attendance slips and route map are not annexed to this Notice.
4. The facility for joining the EGM through VC/OAVM will be open 15 minutes before and 15 minutes after the scheduled time of the commencement of the EGM and the Members can join the EGM by following the procedure mentioned in this Notice.
5. The Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In line with the applicable MCA and SEBI Circulars, the Notice calling the EGM is being sent through electronic mode to all those Members whose email addresses are registered with the Company/ MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar to an Issue and Share Transfer Agent (**'RTA'**). The Notice is available on the website of the Company at www.forcemotors.com , on the website of BSE Limited (**'BSE'**) at www.bseindia.com and on the website of National Stock Exchange of India Limited (**'NSE'**) at www.nseindia.com. The EGM Notice is also available on the website of the NSDL (agency providing the e-Voting facility) i.e. www.evoting.nsdl.com.

Further, the Company will also be sending a letter to all those "Second A" Equity Shareholders, whose email addresses are not updated in the records of the Company/RTA, providing the web-link, including the exact path of the Company's website wherein this EGM Notice is accessible.

Further, a physical copy of the Notice will be made available to those Members who have made a request to the Company for the same or either to the RTA of the Company.

7. The documents as referred to in the Notice of the EGM are open for inspection on the website of the Company viz. <https://www.forcemotors.com/>.
8. Members voting through remote e-Voting shall not be allowed to vote again in the EGM. However, such Members will be counted in the quorum.
9. Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.
10. Members, who would like to express their views or ask questions during the EGM may register themselves by sending request mentioning their name, folio number, email id, mobile number through their registered email address, to the Company at compliance-officer@forcemotors.com at least 10 days prior to the meeting. Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

11. The Board of Directors has appointed Mr. Parag Pansare, Chartered Accountant as the Scrutinizer to scrutinize the e-Voting at the EGM and remote e-Voting process, in a fair and transparent manner.
12. The Chairman shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the EGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the EGM shall be disabled by NSDL for e-Voting 15 minutes after the conclusion of the EGM.
13. The Scrutinizer shall, after the conclusion of e-Voting at the EGM, first count the votes cast during the EGM and thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and make, within two working days of the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-Voting forthwith.
14. The Voting Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at www.forcemotors.com and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The Voting Results shall also be immediately forwarded to the Stock Exchanges, where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.
15. Members of the Company who holds shares as on the **Cut-Off date i.e. Monday, October 19, 2026**, and who are facing difficulty in login process may obtain their login ID and password by sending a request at evoting@nsdl.com or sandip.pawar@in.mpms.mufg.com or compliance-officer@forcemotors.com.
16. The resolution set out in this Notice, if passed, shall be deemed to be passed on the date of EGM i.e. **Monday, October 26, 2026**.
17. General instructions for accessing and participating in the EGM through VC/OAVM facility and voting through electronic means including remote e-Voting:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EGM ARE AS UNDER:-

The remote e-Voting period begins on Thursday, October 22, 2026 at 9:00 A.M. (IST) and ends on Sunday, October 25, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members as on the Cut-Off date i.e. Monday, October 19, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, October 19, 2026.

• 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

- ❖ Login Method for e-Voting and joining virtual meeting for 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 - Physical	Your User ID is:
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.

- 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'?

If your email ID is not registered, please follow steps mentioned below:

1. In case shares are held in physical mode please provide Folio No., Name of Member, 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 email to compliance-officer@forcemotors.com or sandip.pawar@in.mpms.mufig.com.
 2. Alternatively Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- a) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your folio number, your PAN, your name and your registered address etc.
 - c) 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. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting 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 cycle and General Meeting is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
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 MEMBERS:

1. 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.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022- 4886 7000 or send a request to Sagar S. Gudhate, Assistant Vice President at evoting@nsdl.com. Members may also write to

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the Company Secretary at the Company's email address compliance-officer@forcemotors.com.

- 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



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of '**VC/OAVM**' placed under '**Join meeting**' menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.

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3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

Rohan Sampat

Pune, October 1, 2026

Company Secretary & Compliance Officer

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Statement setting out all the material facts relating to the Special Business as mentioned in the Notice as per the provisions of Section 102 of the Companies Act, 2013 (the 'Act').

Item No. 1

It is informed to the Shareholders that the Company in its Extraordinary General Meeting held on 19th November, 1983, proposed special resolution under provisions of Section 81 (I-A) (a) of then Companies Act, 1956, authorizing the Board of Directors of the Company to offer, issue and allot **1,15,748** Equity Shares of the Company of face value of Rs. 10/- each, which shall be termed as "Second A" Equity Shares to the then employees of the Company, who have been in the services of the Company for more than 5 years, at par. However, the said resolution was not passed under section 189 of the Companies Act, 1956.

In lieu of aforesaid, the Company had made an application to Central Government for its sanction under section 81 (I-A) (b) of the Companies Act, 1956, to enable the Company to issue **1,15,748** Equity Shares of the Company of face value of Rs. 10/- each, which shall be termed as "Second A" Equity Shares to the then permanent employees of the Company. In view of said application the Company had received an approval from the Ministry of Finance, Department of Economic Affairs, Office of the Controller of Capital Issues dated 15th December, 1984.

The said issue of "Second A" equity shares was as per the terms and conditions, including the terms and conditions being part of the Order No. 33/10/84-CL.III, dated 17th October 1984, passed by the Ministry of Law, Justice and Company Affairs, Department of Company Affairs, Government of India.

The aforesaid equity shares had been allotted with following terms and conditions:

- (i) The issue will be made to permanent employees (including workers) who have put in 5 years or more service with the company;
- (ii) the issue shall contain conditions regarding non-transferability of the shares in question for 5 years and even after that the shares in question can be transferred only to other permanent employees of the company who have completed 5 years of service with the company;
- (iii) The issue will be made on a rational basis with the allotment being made on a proportionate basis if the number of shares applied for is more than the number proposed to be issued giving weightage to the employees who apply for smaller number of shares.

Presently, considering the restrictions of the "Second A" Equity Shares, it is the then employees of the Company/their legal heirs who are suffering as there is no free transferability of such shares. The Company per-se is not going to benefit if such restrictions are removed, but the majority holders of such shares are from the middle-

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class section of the society and it is for their benefit, the Company has undertaken such efforts.

Over the years, the Company had made several representations to the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') from time to time for removing the restrictions with regard to transferability of "Second A" equity shares, so that these share can be freely traded and listed on the Stock Exchanges.

It is also noteworthy that pursuant to introduction of the Companies Act, 2013, in compliance of the provisions of section 48 and section 58(2) of the Companies Act, 2013, shares of a public company are freely transferrable and that no special restrictions now apply.

It is accordingly proposed to obtain the approval of the "Second A" Equity shareholders for removal of restrictions with regard to transferability and other conditions more specifically elaborated in the aforesaid resolution.

None of the Directors or Key Managerial Personnel, Promoters or their relatives, are concerned or interested, in any way, in this resolution.

The Board recommends the resolution as set out in Item No. 1 for the approval of the "Second A" Equity shareholders of the Company.

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

Rohan Sampat

Company Secretary & Compliance Officer

Pune, October 1, 2026

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