

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 Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification or re-enactment thereof for the time being in force, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 22/2020 dated June 15, 2020 read with General Circular No. 39/2020 dated December 31, 2020 ("the MCA Circulars") and SEBI Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to the Members of the Company to be passed as Special Resolutions by way of Postal Ballot only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic and in compliance with the aforementioned MCA / SEBI Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members will only take place through the e-voting system. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, 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.

The Company is desirous of seeking your consent for the proposals as contained in the Resolutions given hereinafter. The explanatory statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or Link Intime India Private Limited, Registrar & Transfer Agent of the Company ("RTA"), or with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited, the Depositories. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

SPECIAL BUSINESS :

ITEM NO. 1 – AUTHORIZATION TO OFFER, ISSUE AND ALLOT NON-CONVERTIBLE DEBENTURES (NCD's) ON PRIVATE PLACEMENT BASIS AGGREGATING UPTO ₹ 500 CRORE :

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

"RESOLVED THAT pursuant to the provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations 2008 (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013 and other applicable laws, if any, consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to exercise the powers conferred on the Board by this Resolution of the Company to raise up to ₹ 500,00,00,000/- (Rupees Five Hundred Crore only) by way of issuance of Non-Convertible Debentures ('NCDs') through private placement in one or more tranches / issuances, whether listed or not and whether secured or not, to such persons as may be identified by the Board, from time to time.

RESOLVED FURTHER THAT in connection with the above, the Board, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing, utilization of the issue proceeds and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

ITEM NO. 2 - TO CONSIDER FIXING OF BORROWING LIMIT AND CREATION OF CHARGE, MORTGAGE OR HYPOTHECATION ON THE ASSETS OF THE COMPANY IN CONNECTION WITH THE BORROWINGS :

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

"RESOLVED THAT pursuant to Section 180(1)(c), Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of earlier resolutions passed, if any, in this regard, consent of the shareholders is accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to exercise the powers conferred on the Board by this Resolution, for borrowing money from time to time as the Board may deem requisite for the purpose of business of the Company by way of loans, advances, deposits or otherwise, whether the same be unsecured or secured by guarantee of any bank, persons and / or secured by mortgage, charge, hypothecation or pledge, of all or any of the Company's assets, effects and properties, whether movable or immovable, on such terms and conditions as the Board consider fit, notwithstanding the moneys so borrowed together with the moneys already borrowed by the Company (apart

from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up share capital, free reserves, that is reserves not set apart for any specific purpose, and securities premium account, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹ 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crore only) or the aggregate of the paid-up share capital, free reserves and securities premium account of the Company; whichever is higher.

RESOLVED FURTHER THAT in connection with the above, the Board is hereby authorized to finalize / approve necessary security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts concerning the Special Resolutions as set out in the Notice is annexed hereto and forms part of this Notice.
2. In view of the ongoing COVID-19 pandemic and the provisions of Circulars issued by the Ministry of Corporate Affairs on April 8, 2020, April 13, 2020, May 5, 2020, May 12, 2020 and June 15, 2020 read with General Circular No. 39/2020 dated December 31, 2020 (MCA Circulars) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from RTA / Depositories as on Friday, 8th January 2021 (the 'cut-off date') and who have registered their e-mail address with the Company/Depository Participants.
3. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail to compliance-officer@forcemotors.com. Members holding shares in electronic form are requested to get their e-mail address registered with their respective depository participant. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
4. The Postal Ballot Notice is also being uploaded on the Company's website www.forcemotors.com and on the website of NSDL www.evoting.nsdl.com.
5. On account of the threat posed by the COVID-19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
6. The Company has entered into an agreement with NSDL, for facilitating voting through electronic means, as authorised agency.
7. All the material 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 email to compliance-officer@forcemotors.com.
8. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 8th January 2021.
9. Person, 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, 8th January 2021, only shall be entitled to avail the facility of e-voting.
10. The e-voting period will commence on Tuesday, 12th January 2021 at 09.00 a.m. (IST) and will end on Wednesday, 10th February 2021 at 05.00 p.m. (IST) (both days inclusive). 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. Based on the consent received from Mr. Abhijeet Bhagwat, Chartered Accountant in Practice, (Membership Number 136835) Board has appointed him as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall, not later than two 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 to declare the result of the voting forthwith.
13. 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 Company authorizing their representative to vote on their behalf electronically, to our RTA at pune@linkintime.co.in, to the Company at compliance-officer@forcemotors.com, to the Scrutinizer by e-mail to abhijeet_bhagwat@pgbhagwatca.com with a copy marked to evoting@nsdl.co.in.
14. Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting.
15. 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 at www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchange.
16. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, 10th February 2021 i.e., the last date specified for receipt of votes through the e-voting process.

REMOTE EVOTING INSTRUCTIONS :

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 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-voting system.

DETAILS ON STEP 1 ARE MENTIONED BELOW :**How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (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. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

DETAILS ON STEP 2 ARE MENTIONED BELOW :**How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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 Company authorizing their representative to vote on their behalf electronically, to our RTA at pune@linkintime.co.in, to the Company at compliance-officer@forcemotors.com, to the Scrutinizer by e-mail to abhijeet_bhagwat@pgbhagwatca.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

STATEMENT TO THE NOTICE IN PURSUANCE OF SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1:

In order to raise funds, the Company proposes to issue, secured Non Convertible Debentures ("NCDs") aggregating upto Rs. 500,00,00,000 (Rupees Five Hundred Crore Only).

As per Section 42 of the Companies Act, 2013 ("the Act"), read with the rules framed thereunder, a company offering or making an invitation to subscribe to any security on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once in a year for all the offers and invitations made for such securities during the year. Further, as per Section 71 of the Act, a company may issue debentures read with Section 42 of the Act and as per Rule 14(2)(a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014.

Accordingly, approval of the Members is sought by way of special resolution to issue and allot secured NCDs aggregating upto ₹ 500,00,00,000/- (Rupees Five Hundred Crore Only), in such tranches and on such terms and conditions as the Board of Directors may decide from time to time.

The resolution authorises the Board of Directors of the Company to offer or invite subscription for NCDs as may be required by the Company from time to time for a year from the date of passing the resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item no. 2 :

In terms of the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 (the 'Act'), the powers to borrow in excess of the limits of paid-up share capital, free reserves and securities premium account and create security on such borrowings can be exercised by the Board of Directors only with the consent of the Members obtained by way of a special resolution.

It is therefore proposed to increase the borrowing limits to enable the Board to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crore only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher, and to create charge/mortgage/hypothecate on the Company's properties upto the said limit.

Approval of the Members is therefore being sought, to borrow money upto ₹ 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crore only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher, and to create charge/mortgage/hypothecation on the Company's properties upto the said limit.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

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

Kishore P. Shah

Company Secretary and Compliance Officer

Pune; 11th January, 2021

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