

FORCE MOTORS LIMITED

CIN L34102PN1958PLC011172

Regd. Office : Mumbai-Pune Road, Akurdi, Pune - 411 035. INDIA

Phone : (+91) 20 27476381, Direct : (+91) 20 27404771

www.forcemotors.com



FORCE

FIXED DEPOSIT SCHEME

FORCE MOTORS LIMITED (the Company) proposes to invite deposits from its Members and the Public as per the provisions of Sections 73 and 76 of the Companies Act, 2013 (the Act) read with Companies (Acceptance of Deposits) Rule, 2014 (the Rules) as per the following Scheme :

ACCEPTS FIXED DEPOSITS :

SCHEME 'A'		
Period	Initial Deposit	Amount Payable on maturity
3 Years	₹ 25,000/-	₹ 34,471/-*

* Calculated on basis that no tax is deductible at source. In case Tax is to be deducted at source as per applicable laws, the maturity amount will vary by compounding on net amount after deduction of tax.

(I) The deposit shall be accepted in multiples of ₹ 5,000/- with a minimum of ₹ 25,000/-

(ii) Interest @ 11% p.a. as applicable, compounded half yearly.

SCHEME 'B'	
Period Year/s	Rate of interest per annum
1	9 %
2	10 %
3	11%

(I) The deposit for the period 1 & 2 year/s shall be accepted in multiples of ₹ 5,000/- with a minimum of ₹ 10,000/-

(ii) The deposit for the period 3 years shall be accepted in multiples of ₹ 5,000/- with a minimum of ₹ 25,000/-

(iii) Interest payable half yearly on 31st March and 30th September every year and on maturity.

- Interest and Principal amount will be paid by Cheque / Interest warrants payable at par drawn on HDFC Bank Ltd., Pune, at its all branches in India.
 - Principal amount will be repaid at par at all centre where deposits are being accepted.
 - The acceptance of deposits is subject to the terms and conditions as indicated in application form of deposit available at Registered Office of the Company and at the offices of the Manager to the Fixed Deposit Scheme at the addresses given in the applications form.
 - Brokerage will be paid by the Company at the applicable rates to the broker / person who has been authorised by the Company in writing to solicit the deposits.
 - The Company reserves the right :-
 - To alter or amend without notice any or all the conditions stipulated above.
 - To repay the deposit prematurely before the due date any time after 6 months of acceptance of deposit.
 - To accept or refuse to accept any deposit from any person. The acceptance of deposit would be at the discretion of the Company. Company is not bound to disclose the reason of non-acceptance of any proposal regarding placement of deposit with the Company.
 - Deposits will be subject to the Rules, as amended from time to time and any other Laws, Rules or Regulations.
 - Deposits are accepted subject to Pune jurisdiction only.
 - The Company shall not be liable for any interest on account of delay in making payment of principal and/or interest due to reason beyond its control.
 - Company has complied with provisions of section 73 of the Act read with the Rules in respect of advertisement / circular inviting deposits. Text of which is attached as Annexure to this Scheme.
- Astatement containing the particulars relating to the Company as required by the Companies (Acceptance of Deposits) Rules, 2014 is given below.

FORM DPT-1
CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS
[Pursuant to section 73 (2)(a) and section 76 and rule 4(1) and 4(2) of the Companies
(Acceptance of Deposits) Rules, 2014]

The circular or circular in the form of advertisement shall contain the following:

1. GENERAL INFORMATION

- Name, address, website and other contact details of the company :- **Force Motors Limited**,
Address of the Registered office : Mumbai Pune Road, Akurdi, Pune 411035
Telephone No. : (+91) 20 27476381-89 Direct : (+91) 20 27404771 Email id : compliance-officer@forcemotors.com
Website : www.forcemotors.com CIN : L34102PN1958PLC011172
- Date of incorporation of the company; - *08th September, 1958*
- Business carried on by the company and its subsidiaries with the details of branches or units, if any :-
The Company is engaged in the business of manufacturing of Commercial vehicles, Sports Utility Vehicles, Tractors, Diesel Engines for other purposes and parts and components thereof. The Company has its factories at Akurdi, Dist. Pune (Maharashtra), Pithampur, Dist Dhar (Madhya Pradesh), Urse, Dist. Pune (Maharashtra), and at Chennai (Tamilnadu).
Subsidiary Company: Tempo Finance (West) Private Limited: Non-Banking Finance Company.
- Brief particulars of the management of the company :-
The Company is managed by the Chairman, Managing Director and a team of professionals subject to the superintendence, control and direction of the Board of Directors.

e. Names, addresses, DIN and occupations of the Directors :-

Sr. No.	Name and address	DIN	Occupation
1.	Mr. Abhaykumar Firodia (Chairman) 'Sanmitra', 132B/2A, Ganeshkhind Road, Pune - 411 007.	00025179	Industrialist
2.	Mr. Prasan Firodia (Managing Director) 'Sanmitra', 132B/2A, Ganeshkhind Road, Pune - 411 007.	00029664	Industrialist
3.	Mr. Sudhir Mehta Plot No.26, Yashwant Nagar Co-op. Housing Society, Ganeshkhind Road, Shivajinagar, Pune-411 007.	00056867	Industrialist
4.	Mr. Pratap G. Pawar Survey No.73, Off Baner Road, Near Pan Card Club Road, Behind Shroff Suyash Bldg., Pune-411 045.	00018985	Industrialist
5.	Mr. S. Padmanabhan 30, Vishrambagh Colony, Senapati Bapat Road, Pune - 411 016.	00001207	Management Consultant
6.	Mr. Vinay Kothari Mittal Towers, 'A' Wing, 10th Floor, Nariman Point, Mumbai - 400 021	00337134	Industrialist
7.	Mr. Nitin R Desai 457, Sind Housing Society, Aundh, Pune-411 007.	00140239	Industrialist
8.	Dr. Indira J. Parikh 401,Phoenix Commercial Complex, Opp.Residency Club,Bund Garden Road, Pune-411 001	00143801	Management Consultant
9.	Mr. Arun Sheth C/o.Prabhudas Lilladher Pvt.Ltd., 3rd floor, Sadhana House, P.B.Marg, Worli, Mumbai-400 018	00086891	Investment Advisor
10.	Mr. Prashant V. Inamdar Tejomaya, Plot No.79,Sector 26, Nigdi, Pune-411 044	07071502	Executive Director

f. Management's perception of risk factors :-

The Company is engaged in the manufacture of Vehicles and tractors. The growth prospects for the main product lines in which the Company operates, particularly passengers vans, utility vehicles and light commercial vehicles are expected to have steady demand in the near future.

One of the major risks involved is that these markets and applications for Vans, are dependent on Government policies and support. Besides reliance on growing economic growth generally, the taxation and permit policies of Central and State Governments will continue to be influential for our business prospects.

g. Details of default, including the amount involved, duration of default and present status, in repayment of :-

- Statutory dues :- Nil
- Debentures and Interest thereon :- Nil
- Loan from any Bank or Financial Institution and interest thereon :- Nil

2. PARTICULARS OF THE DEPOSIT SCHEME

- Date of passing of board resolution : - 26th September, 2015.
- Date of passing of resolution in the general meeting authorizing the invitation of such deposits : - 26th September, 2015
- Type of deposits, i.e., whether secured or unsecured : - Unsecured
- Amount which the company can raise by way of deposits as per the Act and the Rules made thereunder, and the aggregate of deposits actually held on the last day of the immediately preceding financial year and on the date of issue of the Circular or advertisement and amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months :-

Sr.No	Particulars	Amount ₹ in Lakh
(i)	Amount which Company can raise by deposits from members of the Company	13,035.67
(ii)	Amount which Company can raise by deposits from Public	32,589.17
(iii)	Deposit accepted by the Company as of 31st March 2015 from Public	1,750.15
(iv)	Deposit accepted by the Company as of date of the circular (26th September 2015)	1,498.65
(v)	Amount repaid/refunds out of deposit accepted earlier during the period 1st April 2014 to 31st March 2015	3,212.95
(vi)	Amount of deposits proposed to be raised	3,501.35
(vii)	Amount of deposit repayable within next twelve months (01st April, 2015 to 31st March, 2016)	1,006.10
(viii)	Deposit accepted by the Company from Public as of 31st March 2015	1,750.15
(ix)	Deposit accepted by the Company from Members as of date of the circular (26th September 2015)	484.65
(x)	Deposit accepted by/existing with the Company from Public as of date of the circular (26th September 2015)	1,014.00

e. Terms of raising of deposits: Duration, Rate of interest, mode of payment and repayment :-

- The deposits are proposed to be accepted for a term not exceeding 36 months from date of deposit.
- Rate of interest :-
 - Scheme 'A' - Interest at 11% p.a. as applicable, compounded half yearly
 - Scheme 'B' - For One Year/s - 9 % For Two Year/s - 10 % For Three Year/s - 11 %

*Interest would be paid on six monthly basis i.e 30th September and 31st March and on maturity

(iii) Deposits would be accepted by account payee cheque or demand draft and repaid in similar manner.

f. Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid :- This advertisement issued shall be valid till 30th September, 2016 or the date of the Company's Annual General Meeting, whichever is earlier.

g. Reasons or objects of raising the deposits :-

To raise resource for current requirement of the business of the Company.

- h. Credit rating obtained; Name of the Credit Rating Agencies, Rating obtained, Meaning of the rating obtained, Date on which rating was obtained :-
 Name of the Credit Rating Agency : CRISIL
 Rating obtained : FAA / STABLE
 Meaning of the rating obtained : STABLE
 Date on which rating was obtained : 22.09.2015
- i. Extent of deposit insurance; Name of the Insurance Company, terms of the insurance coverage, duration of coverage, extent of coverage, procedure for claim in case of default etc. :- Not Applicable
- j. Short particulars of the charge created or to be created for securing such deposits, if any :- Not Applicable, as the deposit proposed to be accepted are unsecured.
- k. Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons :-
Company does not propose to pay differential interest to any person placing deposit with the Company. If the directors, promoters or key managerial personnel have placed any deposit or if any deposit is placed by any such person, the applicable rate of interest would be as per the prevalent Scheme.

3. DETAILS OF ANY OUTSTANDING DEPOSITS

- a. Amount Outstanding :- ₹ 1,498.65 Lakhs as on 26th September, 2015.
- b. Date of acceptance :- from 20th October, 2012 to 25th July, 2015.
- c. Total amount accepted :- ₹ 1,498.65 Lakhs as on 26th September, 2015
- d. Rate of interest :-
- | Period Year/s | Rate of interest per annum |
|---------------|----------------------------|
| 1 | 9% |
| 2 | 10% |
| 3 | 11% |
- e. Total number of depositors :- 1664 as on 26th September 2015.
- f. Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved :- Nil
- g. Any waiver by the depositors, of interest accrued on deposits :- No

4. FINANCIAL POSITION OF THE COMPANY

- a. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement :-
 ₹ in Lakh

For the Accounting Year ended	Profit before exceptional and extra-ordinary items and tax	Profit Before Tax	Profit After Tax
31st March, 2013	1,913.17	1,913.17	1,427.88
31st March, 2014	6,262.70	6,262.70	7,769.43
31st March, 2015	12,494.31	12,494.31	10,136.27

- b. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid or interest paid).

Particulars	2014-15	2013-14	2012-2013
Dividend Declared	50%	30%	30%

Interest coverage ratio last three years.

Particulars	2014-15	2013-14	2012-2013
Interest coverage Ratio / Times	32.47	17.06	11.83

- c. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular of advertisement :-
 ₹ in Lakh

Liabilities	As on 31-3-2015	As on 31-3-2014	As on 31-3-2013	Assets	As on 31-3-2015	As on 31-3-2014	As on 31-3-2013
Share Capital	1,317.90	1,317.90	1,317.90	Non-Current Assets	97,850.62	92,656.85	88,730.37
Reserves & Surplus	130,370.12	121,284.01	113,977.05	Current Assets	99,317.61	84,530.66	82,053.00
Non-Current Liabilities & Provisions	6,051.92	5,162.27	9,550.81				
Current Liabilities	59,428.29	49,423.33	45,937.61				
Total	197,168.23	177,187.51	170,783.37	Total	197,168.23	177,187.51	170,783.37

₹ in Lakh

Brief Particulars of Contingent Liabilities	31 st March 2015	31 st March 2014	31 st March 2013
For Taxes & Duties	4,673.91	2,966.46	2,397.54
For Estimated amount of contracts remaining to be executed on Capital Account not provided for	7,642.59	7,794.02	9,144.14
For Others	3,294.43	2,919.19	2,607.24
Total	15,610.93	13,679.67	14,148.92

- d. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement :-

₹ in Lakh

Particulars	31 st March 2015	31 st March 2014	31 st March 2013
Cash flow from operating activities	22,596.98	11,566.77	8,325.65
Cash flow from investing activities	(9,622.54)	(9,956.96)	(30,410.81)
Cash flow from financing activities	(4,456.08)	(3,018.14)	(1,610.33)
Net increase / (decrease) in cash and cash equivalents	8,518.36	(1,408.33)	(23,695.49)

e. Any change in accounting policies during the last three years and their effects on the profits and the reserves of the company :-

Company has not changed any accounting policy during the last 3 Financial Years.

5. A DECLARATION BY THE DIRECTORS THAT

- a. the company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on;
- b. the board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
- c. the company has complied with the provisions of the Act and the Rules made thereunder;
- d. the compliance with the Act and the Rules does not imply that repayment of deposits is guaranteed by the Central Government;
- e. the deposits accepted by the company before the commencement of the Act have been repaid or will be repaid along with interest, as and when claimed by depositor, unless renewed and until they are repaid, they shall be treated as unsecured and ranking pari passu with other unsecured liabilities.
- f. In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
- g. the deposits shall be used only for the purposes indicated in the Circular or circular in the form of advertisement.
- h. the deposits accepted by the company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the company.

This circular is issued on the authority and in the name of the Board of Directors of the Company, the text hereto has been approved by the Board of Directors at its meeting held on 26th September 2015, and a copy thereof, signed by a majority of the Directors of the Company, has been filed with the Registrar of Companies, Pune, Maharashtra on 29th September 2015.

By Order Of Board Of Directors
For **FORCE MOTORS LIMITED**

Date : 30th October, 2015
Place : Akurdi, Pune

PRASAN FIRODIA
Managing Director