

FM:SEC: F 11(1)

28th September 2016

Mr. Arvind Mahajan
602/702, Gulmohar Apartment,
28th Road, Bandra West,
Mumbai- 400 050



Dear Sir,

Sub: Appointment as an Independent Director of Force Motors Limited.

- 1) We are pleased to issue this letter in respect of your appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (**the Act**) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 (**the Rules**) and as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**the Listing Regulations**).
- 2) You are appointed as an Independent Director on the Board of Directors of Force Motors Limited (**the Company**) with effect from 28th September 2016. We are pleased to inform you that the Members of the Company in their Annual General Meeting held on 28th September 2016 have appointed you as an Independent Director.
- 3) Your term of appointment would be three years, i.e. up to 27th September 2019, unless otherwise terminated.
- 4) As per the provisions of Section 149 (10) of the Act, the Members may consider your reappointment after expiry of three years for the second term subject to eligibility criteria laid down under the Act and the Listing Regulations.
- 5) The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
- 6) The Company has the following committees:-
 - (a) Audit Committee,
 - (b) Nomination and Remuneration Committee,
 - (c) Stakeholders' Relationship Committee,
 - (d) Corporate Social Responsibility Committee,
 - (e) Strategy Committee.



1

FORCE MOTORS LIMITED

CIN : L34102PN1958PLC011172

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

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You are appointed as a member of Nomination and Remuneration Committee and the chairman of Strategy Committee. You are also expected to act on other committees as may be decided by the Board of Directors from time to time and subject to the provisions of the Act and the Listing Regulations.

- 7) Your duty as the Committee Member would be to assist the Committee to perform the tasks delegated to it by the Board of Directors. For example, the role of Audit Committee is relating to financial and other matters, role of Nomination and Remuneration Committee is to recommend the remuneration to be paid to whole time directors and Key Managerial Personnel, role of the Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company and role of the Strategy Committee is to advise the Board on formulation of Business Strategy.
- 8) You are expected to attend a separate meeting of the Independent Directors without the presence of non-independent directors and members of the management. There should be at least one such meeting of the Independent Directors in a financial year. The meeting of the Independent Directors may be held in premises of the Company or any other place as may be decided jointly by the Independent Directors.
- 9) In the meeting referred above, you shall:
 - a. review the performance of Non-Independent Directors and the Board as a whole;
 - b. review performance of the Chairman of the Company taking into account the view of executive and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on annual basis and the details of the same may be made available to the Members of the Company.

- 10) The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors, or as may be required depending on the subject and context from time to time.
- 11) As you are aware the Company manufactures Light Commercial Vehicles, Tractors, Utility Vehicles, Personal Vehicles and operates in the automobile sector of the industry. The turnover of the Company for the last five financial years from these divisions are as follows:



Year	Gross Turnover - without other Income	Gross Turnover - with other Income (Excluding Exceptional Income)
2011-12	2369,16,19,208	2393,75,92,224
2012-13	2276,35,17,184	2320,00,22,469
2013-14	2301,13,77,716	2361,07,28,222
2014-15	2638,90,20,260	2704,67,83,976
2015-16	3485,18,79,591	3556,62,51,023

- 12) You would observe the Code of Conduct of the Company as in force from time to time and shall not have any material, financial relationship with the Company or any of its Associate Companies or the Holding Company.

The Company is a subsidiary of Jaya Hind Investments Private Limited. Tempo Finance (West) Private Limited is the subsidiary of the Company.

- 13) As intimated by you, presently none of your relatives are employed by the Company. If in future, any such employment occurs, you shall intimate the Board in due course about such appointment or any financial relation or business relation being created between the Company or its Holding Company or with Associate Company of the Company.
- 14) You should comply with all the rules and regulations applicable to an Independent Director as per the provisions of the Act, and the Listing Regulations. Your attention is particularly drawn to the provisions of Section 195 of the Act and to the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- 15) You are expected to exercise total confidentiality in respect of the proceedings in the Board Meeting, data, information or documents of the Company or available to the Company and made available to you as a Director or any information observed by you as a Director of the Company. You shall be entitled to visit any offices of the Company or the Company's plant or to interact with any employee of the Company.

You shall be liable for breach of any of these obligations as per the provisions of the Act or other applicable legal provisions.

- 16) You shall intimate from time to time your appointment as a director or as a committee member of any company and ensure that your directorships are within the limits indicated in Section 165 of the Act and Regulation 25(1) of the Listing Regulations.

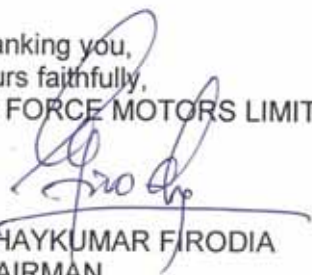
Similarly you are expected to file declaration of financial interest in the prescribed form from time to time and disclose your interest, if any, when any

business is being transacted by the Board or any Committee of the Board of the Company in which you have interest.

You are also expected and required to file declaration as per the provisions of Section 149(7) of the Act about the criteria which an Independent Director is required to comply with.

- 17) You shall be entitled to receive meeting fees, as approved by the Members of the Company from time to time, for attending meetings of the Board or any Committee thereof. You shall also be entitled to receive reimbursement of costs, including but not limited to travel or accommodation incurred by you for attending the meetings of the Board or of the Committees or when required to travel on Company's work. Such reimbursement shall be made by the Company on receipt of statement from you.
- 18) The Company does not have any insurance policy regarding professional liabilities of Directors.
- 19) You shall be entitled to resign from the directorship of the Company as per the provisions of Section 168 of the Act or Article 121 of the Articles of Association of the Company.
- 20) As per the mandatory provisions you should kindly accept the terms and conditions of appointment and forward an accepted copy of this letter, which shall be available for inspection of the Members of the Company and would also be posted on the website of the Company, which kindly note.
- 21) Copies of the Annual Accounts for the last five financial years and an updated copy of the Memorandum & Articles of Association of the Company along with the copies of Section 149 of the Act, Schedule IV of the Act and the Listing Regulations are attached, as a kit, for your reference.

Thanking you,
Yours faithfully,
For FORCE MOTORS LIMITED


ABHAYKUMAR FIRODIA
CHAIRMAN

(as authorized by the Board of Directors including the Independent Directors vide Resolution dated 26th July 2014).

I accept.


ARVIND MAHAJAN



FM:SEC: 14A (3)

13th September 2017

Mr. Yeshwant M. Deosthalee,
C/401, Chaitanya Towers,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025.

Dear Sir,

Sub: Appointment as an Independent Director of Force Motors Limited

- 1) We are pleased to issue this letter in respect of your appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').
- 2) You are appointed as an Independent Director on the Board of Directors of Force Motors Limited (the 'Company') with effect from 13th September 2017. We are pleased to inform you that the members of the Company in their Annual General Meeting held on 13th September 2017 have appointed you as an Independent Director.
- 3) Your term of appointment would be five years, i.e. up to closing business hours of 12th September 2022, unless otherwise terminated.
- 4) As per the provisions of Section 149 (10) of the Act, the members may consider your re-appointment after expiry of five years for the second term subject to eligibility criteria laid down the Act and the Listing Regulations.
- 5) The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors, the Committees where you are appointed as a member and the general meetings of the Company to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
- 6) The Company has the following mandatory committees:-
 - (a) Audit Committee,
 - (b) Nomination and Remuneration Committee,
 - (c) Stakeholders' Relationship Committee,
 - (d) Corporate Social Responsibility Committee,

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You are expected to act any of the above mentioned committees as may be decided by the Board of Directors from time to time and subject to the provisions of the Act and the Listing Regulations.

- 7) Your task as the Committee Member would be to assist the Committee to perform the task delegated to it by the Board of Directors. For example, the role of Audit Committee is relating to financial and other matters, role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole time directors and Key Managerial Personnel, role of the Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.
- 8) You are expected to attend separate meeting of Independent Directors. The Company is expected to organize at least one such meeting in a year. The independent meeting may be held in the Company or any other place as may be decided jointly by the Independent Directors.
- 9) In the meeting referred above, you shall:
 - a. review the performance of Non-Independent Directors and the Board as a whole.
 - b. review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

- 10) The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors or as may be required depending on the subject and context from time to time.
- 11) As you are aware, the Company manufactures Light Commercial Vehicles, Tractors, Utility Vehicles, Personal Vehicles, Engines and operates in the automobile sector of the industry. The turnover of the Company for the last five financial years from these divisions are as under:-

Year	Gross Turnover - without other Income	Gross Turnover - with other Income (Excluding Exceptional Income)
2012-13	2276,35,17,184	2320,00,22,469
2013-14	2301,13,77,716	2361,07,28,222
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- 12) You would observe the Code of Conduct of the Company in force from time to time and shall not have any material, financial relationship with the Company or any of its Associate Companies or the Holding Company.

The Company is a subsidiary of Jaya Hind Investments Private Limited. Tempo Finance (West) Private Limited is the subsidiary of the Company.

- 13) As intimated by you, presently none of your relatives are employed by the Company. If in future, any such employment occurs, in due course you shall intimate the Board about such appointment or any financial relation or business relation being created between the Company or its Holding Company or with Associate Company of the Company.

- 14) You should comply with all the rules and regulations applicable to an Independent Director as per the provisions of the Act and the Listing Regulations. Your attention is particularly drawn to the provisions of Section 195 of the Act and to the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- 15) You are expected to exercise total confidentiality in respect of the proceedings in the Board Meeting, data, information or documents of the Company or available to the Company and made available to you as a Director or any information observed by you as a Director of the Company. You shall be entitled to visit any offices of the Company or the Company's plant or to interact with any employee of the Company.

You shall be liable for breach of any of these obligations as per the provisions of the Act or other applicable legal provisions.

- 16) You shall intimate from time to time your appointment as a director or as a committee member of any other company and ensure that your total directorships are within the limits as indicated in Section 165 of the Act and Regulation 25(1) of the Listing Regulations.

Similarly you are expected to file a declaration of interest in the prescribed form from time to time and disclose your interest, if any, when any business is being transacted by the Board or any Committee of the Board of the Company where you have interest.

You are also expected and required to file a declaration as per the provisions of Section 149(7) of the Act about the criteria which an Independent Director is required to comply with.

- 17) You shall be entitled to receive meeting fees, as approved by the members of the Company from time to time, for attending meetings of the Board or any Committee thereof. You shall also be entitled to receive reimbursement of

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A handwritten signature in blue ink, appearing to be 'D. G. E.', located at the bottom right of the page.

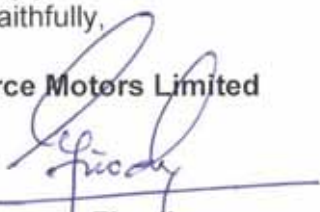


costs, including but not limited to travel or accommodation incurred by you for attending the meetings of the Board or of the Committees or when required to travel on Company's work. Such reimbursement shall be made by the Company on receipt of statement from you.

- 18) The Company does have Directors and Officers Liability and Company Reimbursement Policy for the Financial Year 2017-18.
- 19) You shall be entitled to resign from the directorship of the Company as per the provisions of Section 168 of the Act or Article 121 of the Articles of Association of the Company.
- 20) As per the mandatory provisions, you should kindly accept the terms and conditions of appointment and forward an accepted copy of this letter, which shall be available for inspection of the members of the Company and would also be posted on the website of the Company, which kindly note.
- 21) Copies of the Annual Accounts for the last five financial years and an updated copy of the Memorandum & Articles of Association of the Company along with the copies of Section 149 of the Act, Schedule IV of the Act and the Listing Regulations are attached, as a kit, for your reference. Any such further, information about the Company can be provided to you, as required.

Thanking you,
Yours faithfully,

For **Force Motors Limited**


Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Force Motors Limited,

I have read and I agree to the above terms regarding my appointment as an Independent Director of Force Motors Limited.


Yeshwant M. Deosthalee
DIN: 00001698

Pune, 13th September 2017

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FM:SEC: 14A (3)

13th September 2017

Mr. Pratap Pawar
Vrundhavan, S. No.73, Off Baner
Road, Near Pan Card Club Road,
Behind Shroff Suyash Bldg.,
Pune – 411 045.

Dear Sir,

Sub: Re-appointment as an Independent Director of Force Motors Limited

- 1) We are pleased to issue this letter in respect of your re-appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').
- 2) You are re-appointed as an Independent Director on the Board of Directors of Force Motors Limited (the 'Company') with effect from 13th September 2017. We are pleased to inform you that the members of the Company in their Annual General Meeting held on 13th September 2017 have re-appointed you as an Independent Director.
- 3) Your term of appointment would be five years, i.e. up to closing business hours of 12th September 2022, unless otherwise terminated.
- 4) The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors, the Committees where you are appointed as a member and the general meetings of the Company to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
- 5) The Company has the following mandatory committees:-
 - (a) Audit Committee,
 - (b) Nomination and Remuneration Committee,
 - (c) Stakeholders' Relationship Committee,
 - (d) Corporate Social Responsibility Committee,

You are appointed as a Chairman of the Audit Committee. You are also expected to act on other committees as may be decided by the Board of

A handwritten signature in blue ink, appearing to be 'Pratap Pawar', located at the bottom left of the page.

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Directors from time to time and subject to the provisions of the Act and the Listing Regulations.

- 6) Your task as the Committee Member would be to assist the Committee to perform the task delegated to it by the Board of Directors. For example, the role of Audit Committee is relating to financial and other matters, role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole time directors and Key Managerial Personnel, role of the Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.
- 7) You are expected to attend separate meeting of Independent Directors. The Company is expected to organize at least one such meeting in a year. The independent meeting may be held in the Company or any other place as may be decided jointly by the Independent Directors.
- 8) In the meeting referred above, you shall:
 - a. review the performance of Non-Independent Directors and the Board as a whole.
 - b. review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

- 9) The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors or as may be required depending on the subject and context from time to time.
- 10) As you are aware, the Company manufactures Light Commercial Vehicles, Tractors, Utility Vehicles, Personal Vehicles, Engines and operates in the automobile sector of the industry. The turnover of the Company for the last five financial years from these divisions are as under:

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- 11) You would observe the Code of Conduct of the Company in force from time to time and shall not have any material, financial relationship with the Company or any of its Associate Companies or the Holding Company.

The Company is a subsidiary of Jaya Hind Investments Private Limited. Tempo Finance (West) Private Limited is the subsidiary of the Company.

- 12) As intimated by you, presently none of your relatives are employed by the Company. If in future, any such employment occurs, in due course you shall intimate the Board about such appointment or any financial relation or business relation being created between the Company or its Holding Company or with Associate Company of the Company.

- 13) You should comply with all the rules and regulations applicable to an Independent Director as per the provisions of the Act and the Listing Regulations. Your attention is particularly drawn to the provisions of Section 195 of the Act and to the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- 14) You are expected to exercise total confidentiality in respect of the proceedings in the Board Meeting, data, information or documents of the Company or available to the Company and made available to you as a Director or any information observed by you as a Director of the Company. You shall be entitled to visit any offices of the Company or the Company's plant or to interact with any employee of the Company.

You shall be liable for breach of any of these obligations as per the provisions of the Act or other applicable legal provisions.

- 15) You shall intimate from time to time your appointment as a director or as a committee member of any other company and ensure that your total directorships are within the limits as indicated in Section 165 of the Act and Regulation 25(1) of the Listing Regulations.

Similarly you are expected to file a declaration of interest in the prescribed form from time to time and disclose your interest, if any, when any business is being transacted by the Board or any Committee of the Board of the Company where you have interest.

You are also expected and required to file a declaration as per the provisions of Section 149(7) of the Act about the criteria which an Independent Director is required to comply with.

- 16) You shall be entitled to receive meeting fees, as approved by the members of the Company from time to time, for attending meetings of the Board or any Committee thereof. You shall also be entitled to receive reimbursement of

A handwritten signature in blue ink, appearing to be 'Raj', located at the bottom left of the page.

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costs, including but not limited to travel or accommodation incurred by you for attending the meetings of the Board or of the Committees or when required to travel on Company's work. Such reimbursement shall be made by the Company on receipt of statement from you.

- 17) The Company does have Directors and Officers Liability and Company Reimbursement Policy for the Financial Year 2017-18.
- 18) You shall be entitled to resign from the directorship of the Company as per the provisions of Section 168 of the Act or Article 121 of the Articles of Association of the Company.
- 19) As per the mandatory provisions, you should kindly accept the terms and conditions of appointment and forward an accepted copy of this letter, which shall be available for inspection of the members of the Company and would also be posted on the website of the Company, which kindly note.
- 20) Any information about the Company can be provided to you, as may be required.

Thanking you,
Yours faithfully,

For **Force Motors Limited**

A handwritten signature in blue ink, appearing to read 'Abhaykumar Firodia', written over a horizontal line.

Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Force Motors Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Force Motors Limited.

A handwritten signature in blue ink, appearing to read 'Pratap Pawar', written over a horizontal line.

Pratap Pawar
DIN: 00018985

Pune, 13th September 2017

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FM:SEC: 14A (3)

13th September 2017

Mr. S. Padmanabhan
30, Vishrambagh Colony,
Senapati Bapat Road,
Pune – 411 016.

Dear Sir,

Sub: Re-appointment as an Independent Director of Force Motors Limited

- 1) We are pleased to issue this letter in respect of your re-appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').
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- 5) The Company has the following mandatory committees:-
 - (a) Audit Committee,
 - (b) Nomination and Remuneration Committee,
 - (c) Stakeholders' Relationship Committee,
 - (d) Corporate Social Responsibility Committee,

You are appointed as a Chairman of Nomination and Remuneration Committee and Corporate Social Responsibility Committee. You are also expected to act on other committees as may be decided by the Board of Directors from time to time and subject to the provisions of the Act and the Listing Regulations.

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- 6) Your task as the Committee Member would be to assist the Committee to perform the task delegated to it by the Board of Directors. For example, the role of Audit Committee is relating to financial and other matters, role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole time directors and Key Managerial Personnel, role of the Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.
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- 8) In the meeting referred above, you shall:
- review the performance of Non-Independent Directors and the Board as a whole.
 - review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

- 9) The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors or as may be required depending on the subject and context from time to time.
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- 11) You would observe the Code of Conduct of the Company in force from time to time and shall not have any material, financial relationship with the Company or any of its Associate Companies or the Holding Company.

The Company is a subsidiary of Jaya Hind Investments Private Limited. Tempo Finance (West) Private Limited is the subsidiary of the Company.

- 12) As intimated by you, presently none of your relatives are employed by the Company. If in future, any such employment occurs, in due course you shall intimate the Board about such appointment or any financial relation or business relation being created between the Company or its Holding Company or with Associate Company of the Company.

- 13) You should comply with all the rules and regulations applicable to an Independent Director as per the provisions of the Act and the Listing Regulations. Your attention is particularly drawn to the provisions of Section 195 of the Act and to the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- 14) You are expected to exercise total confidentiality in respect of the proceedings in the Board Meeting, data, information or documents of the Company or available to the Company and made available to you as a Director or any information observed by you as a Director of the Company. You shall be entitled to visit any offices of the Company or the Company's plant or to interact with any employee of the Company.

You shall be liable for breach of any of these obligations as per the provisions of the Act or other applicable legal provisions.

- 15) You shall intimate from time to time your appointment as a director or as a committee member of any other company and ensure that your total directorships are within the limits as indicated in Section 165 of the Act and Regulation 25(1) of the Listing Regulations.

Similarly you are expected to file a declaration of interest in the prescribed form from time to time and disclose your interest, if any, when any business is being transacted by the Board or any Committee of the Board of the Company where you have interest.

You are also expected and required to file a declaration as per the provisions of Section 149(7) of the Act about the criteria which an Independent Director is required to comply with.

- 16) You shall be entitled to receive meeting fees, as approved by the members of the Company from time to time, for attending meetings of the Board or any Committee thereof. You shall also be entitled to receive reimbursement of costs, including but not limited to travel or accommodation incurred by you for

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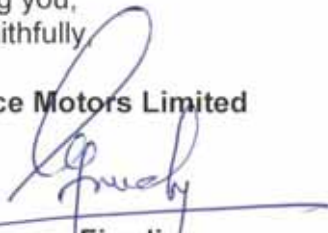


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- 17) The Company does have Directors and Officers Liability and Company Reimbursement Policy for the Financial Year 2017-18.
- 18) You shall be entitled to resign from the directorship of the Company as per the provisions of Section 168 of the Act or Article 121 of the Articles of Association of the Company.
- 19) As per the mandatory provisions, you should kindly accept the terms and conditions of appointment and forward an accepted copy of this letter, which shall be available for inspection of the members of the Company and would also be posted on the website of the Company, which kindly note.
- 20) Any information about the Company can be provided to you, as may be required.

Thanking you,
Yours faithfully

For Force Motors Limited



Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Force Motors Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Force Motors Limited.



S. Padmanabhan
DIN: 00001207

Pune, 13th September 2017

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FM:SEC: 14A (3)

13th September 2017

Mr. Nitin Desai
457, Sind Housing Society,
Aundh, Pune – 411 007.

Dear Sir,

Sub: Re-appointment as an Independent Director of Force Motors Limited

- 1) We are pleased to issue this letter in respect of your re-appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').
- 2) You are re-appointed as an Independent Director on the Board of Directors of Force Motors Limited (the 'Company') with effect from 13th September 2017. We are pleased to inform you that the members of the Company in their Annual General Meeting held on 13th September 2017 have re-appointed you as an Independent Director.
- 3) Your term of appointment would be five years, i.e. up to closing business hours of 12th September 2022, unless otherwise terminated.
- 4) The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors, the Committees where you are appointed as a member and the general meetings of the Company to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
- 5) The Company has the following mandatory committees:-
 - (a) Audit Committee,
 - (b) Nomination and Remuneration Committee,
 - (c) Stakeholders' Relationship Committee,
 - (d) Corporate Social Responsibility Committee,

You are appointed as a member of Corporate Social Responsibility Committee and Stakeholders' Relationship Committee. You are also expected to act on other committees as may be decided by the Board of Directors from time to time and subject to the provisions of the Act and the Listing Regulations.

A handwritten signature in blue ink, appearing to be 'Nitin Desai', located at the bottom left of the page.

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- 6) Your task as the Committee Member would be to assist the Committee to perform the task delegated to it by the Board of Directors. For example, the role of Audit Committee is relating to financial and other matters, role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole time directors and Key Managerial Personnel, role of the Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.
- 7) You are expected to attend separate meeting of Independent Directors. The Company is expected to organize at least one such meeting in a year. The independent meeting may be held in the Company or any other place as may be decided jointly by the Independent Directors.
- 8) In the meeting referred above, you shall:
- review the performance of Non-Independent Directors and the Board as a whole.
 - review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

- 9) The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors or as may be required depending on the subject and context from time to time.
- 10) As you are aware, the Company manufactures Light Commercial Vehicles, Tractors, Utility Vehicles, Personal Vehicles, Engines and operates in the automobile sector of the industry. The turnover of the Company for the last five financial years from these divisions are as under:

Year	Gross Turnover - without other Income	Gross Turnover - with other Income (Excluding Exceptional Income)
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- 11) You would observe the Code of Conduct of the Company in force from time to time and shall not have any material, financial relationship with the Company or any of its Associate Companies or the Holding Company.

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- 12) As intimated by you, presently none of your relatives are employed by the Company. If in future, any such employment occurs, in due course you shall intimate the Board about such appointment or any financial relation or business relation being created between the Company or its Holding Company or with Associate Company of the Company.

- 13) You should comply with all the rules and regulations applicable to an Independent Director as per the provisions of the Act and the Listing Regulations. Your attention is particularly drawn to the provisions of Section 195 of the Act and to the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- 14) You are expected to exercise total confidentiality in respect of the proceedings in the Board Meeting, data, information or documents of the Company or available to the Company and made available to you as a Director or any information observed by you as a Director of the Company. You shall be entitled to visit any offices of the Company or the Company's plant or to interact with any employee of the Company.

You shall be liable for breach of any of these obligations as per the provisions of the Act or other applicable legal provisions.

- 15) You shall intimate from time to time your appointment as a director or as a committee member of any other company and ensure that your total directorships are within the limits as indicated in Section 165 of the Act and Regulation 25(1) of the Listing Regulations.

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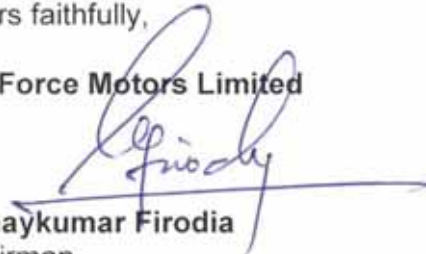


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- 18) You shall be entitled to resign from the directorship of the Company as per the provisions of Section 168 of the Act or Article 121 of the Articles of Association of the Company.
- 19) As per the mandatory provisions, you should kindly accept the terms and conditions of appointment and forward an accepted copy of this letter, which shall be available for inspection of the members of the Company and would also be posted on the website of the Company, which kindly note.
- 20) Any information about the Company can be provided to you, as may be required.

Thanking you,
Yours faithfully,

For **Force Motors Limited**


Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Force Motors Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Force Motors Limited.



Nitin Desai
DIN: 00140239

Pune, 13th September 2017

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FM:SEC: 14A (3)

13th September 2017

Dr. Indira Parikh
203, Nehru Park,
Opp. Shobhana Apartments,
Vastrapur,
Ahmedabad - 380015

Dear Madam,

Sub: Re-appointment as an Independent Director of Force Motors Limited

- 1) We are pleased to issue this letter in respect of your re-appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').
- 2) You are re-appointed as an Independent Director on the Board of Directors of Force Motors Limited (the 'Company') with effect from 13th September 2017. We are pleased to inform you that the members of the Company in their Annual General Meeting held on 13th September 2017 have re-appointed you as an Independent Director.
- 3) Your term of appointment would be five years, i.e. up to closing business hours of 12th September 2022, unless otherwise terminated.
- 4) The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors, the Committees where you are appointed as a member and the general meetings of the Company to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
- 5) The Company has the following mandatory committees:-
 - (a) Audit Committee,
 - (b) Nomination and Remuneration Committee,
 - (c) Stakeholders' Relationship Committee,
 - (d) Corporate Social Responsibility Committee,

You are appointed as a member of Audit Committee. You are also expected to act on other committees as may be decided by the Board of Directors from

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time to time and subject to the provisions of the Act and the Listing Regulations.

- 6) Your task as the Committee Member would be to assist the Committee to perform the task delegated to it by the Board of Directors. For example, the role of Audit Committee is relating to financial and other matters, role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole time directors and Key Managerial Personnel, role of the Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.
- 7) You are expected to attend separate meeting of Independent Directors. The Company is expected to organize at least one such meeting in a year. The independent meeting may be held in the Company or any other place as may be decided jointly by the Independent Directors.
- 8) In the meeting referred above, you shall:
 - a. review the performance of Non-Independent Directors and the Board as a whole.
 - b. review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

- 9) The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors or as may be required depending on the subject and context from time to time.
- 10) As you are aware, the Company manufactures Light Commercial Vehicles, Tractors, Utility Vehicles, Personal Vehicles, Engines and operates in the automobile sector of the industry. The turnover of the Company for the last five financial years from these divisions are as under:

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- 11) You would observe the Code of Conduct of the Company in force from time to time and shall not have any material, financial relationship with the Company or any of its Associate Companies or the Holding Company.

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- 20) Any information about the Company can be provided to you, as may be required.

Thanking you,
Yours faithfully,

For **Force Motors Limited**



Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Force Motors Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Force Motors Limited.



Indira Parikh
DIN: 00143801

Pune, 13th September 2017

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FM:SEC: 14A (3)

13th September 2017

Mr. Arun Sheth
604, Residency 'A',
Lokhandwala Complex,
Andheri (West), Versova,
Mumbai - 400053

Dear Sir,

Sub: Re-appointment as an Independent Director of Force Motors Limited

- 1) We are pleased to issue this letter in respect of your re-appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').
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- 3) Your term of appointment would be five years, i.e. up to closing business hours of 12th September 2022, unless otherwise terminated.
- 4) The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors, the Committees where you are appointed as a member and the general meetings of the Company to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
- 5) The Company has the following mandatory committees:-
 - (a) Audit Committee,
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 - (d) Corporate Social Responsibility Committee,

You are appointed as a member of Audit Committee. You are also expected to act on other committees as may be decided by the Board of Directors from

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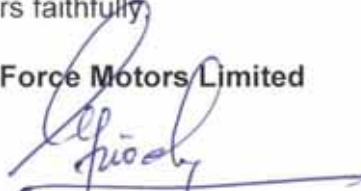


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- 20) Any information about the Company can be provided to you, as may be required.

Thanking you,
Yours faithfully,

For **Force Motors Limited**



Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Force Motors Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Force Motors Limited.



Arun Sheth
DIN: 00086891

Pune, 13th September 2017

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