Forbes Precision Tools and Machine Parts Limited

CIN: L29256MH2022PLC389649
Registered Office. Forbes' Building, Charanjit Rai Marg, Fort, Mumbai-400 001
Tel.: + 91-22-69138900 E-mail: investor.relations@forbesprecision.co.in
Website: : www.forbesprecision.co.in

NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to the provisions of Section 108, 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), and the Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, as amended, along with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), that the Company is seeking the approval of Members for the matters set out in the resolutions appended below, through Postal Ballot including voting by electronic means.

An explanatory statement pertaining to the resolutions setting out the material facts concerning the same and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto for your consideration.

Pursuant to Rule 22(5) of Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Mehul Raval (Certificate of Practice No. 24170), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

The Postal Ballot Notice is being sent in accordance with the MCA Circulars only by electronic mode to those Members, whose email addresses are registered with the Company/Depository and whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on **Friday, May 9, 2025 (cut-off date).** Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to Members for this Postal Ballot. The Postal Ballot Notice will also be available on the Company's website www.forbesprecision.co.in.

In accordance with the MCA Circulars, Members can vote only by electronic means. For this purpose, the Company has engaged the service of NSDL to provide the Remote e-voting facility to its Members.

Members are requested to read the instructions in the Notes for voting via electronic mode. The voting period commences on **Thursday, May 15, 2025, at 9.00 A.M (IST)** and ends on **Friday, June 13, 2025, at 5.00 P.M (IST).**

The result of the voting along with the Scrutinizer's Report, shall be intimated to BSE Limited, within the permitted time and would be displayed at the Registered Office of the Company, and on the Company's website viz., www.forbesprecision.co.in the website of National Securities Depository Limited viz., www.evoting.nsdl.com and BSE Limited viz., www.bseindia.com

In the event the Resolution is approved by the requisite majority of Members, the date of passing of the said resolutions intimated to BSE Limited, shall be deemed to be June 13, 2025 i.e. the last date stipulated to receipt of votes through E- voting.

SPECIAL BUSINESS:

Payment of Commission to Non- Executive Directors

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

"Resolved that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and, subject to other approvals as may be required, consent be and is hereby accorded to the payment and distribution of such sum by way of commission, not exceeding in aggregate, 1% per annum of the net profits of the Company for the financial year FY 2024-2025 to Non-Executive Directors of the Company, the quantum, proportion and manner of such payment and distribution to be made as the Board of Directors of the Company (herein after referred as "Board" which term shall include any duly authorised committee thereof) may from time to time decide.

Resolved further that the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the non-executive Directors.

Resolved further that in the event if in the financial year ended March 31, 2025, there are no profits or profits are inadequate, the Company shall pay to the Directors of the Company, (other than the Managing Director and the Whole-time Directors) commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013 upto ₹ 1.25 crore in aggregate.

Resolved further that the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

By Order of the Board

Rupa Khanna
Company Secretary & Compliance Officer
Membership No. A33322

Mumbai, May 13, 2025
Place: Mumbai

Registered Office:
Forbes' Building, Charanjit Rai Marg, Fort, Mumbai 400 001
Tel: +91 22 6913 8900
Email: investor.relations@forbesprecision.co.in
CIN: L29256MH2022PLC389649
Website: www.forbesprecision.co.in/

NOTES AND INSTRUCTIONS:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out the material facts concerning the aforesaid Resolutions, and the reasons thereof is annexed hereto and forms part of this Notice.

2. In compliance with the aforesaid circulars issued by MCA , the Postal Ballot Notice is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository and whose names appear in the Register of Members /Statements of beneficial ownership maintained by the Depositories, i.e National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on the close of business hours on Friday, May 9, 2025 (cut-off date). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., the casting of votes electronically. Notice is also available on the website of the Company, i.e., www.forbesprecision.co.in/ and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com/

3. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, Members are requested to register / update their email IDs with the Company / RTA by submitting Form ISR-1 (available on the website of the Company at www.fobesprecision.co.in) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (Unit: Forbes Precision Tools and Machine Parts Limited), C-101,Embassy 247, LBS. Marg, Vikhroli (West),MUMBAI – 400083 for receiving all the communications including the annual report, notices, letters, etc., in electronic mode from the Company.

4. Members are requested to update their email address with Depository Participant/Company to enable us to send Notice/ communications electronically.

5. **E-Voting**

   I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions by electronic means, through e-Voting Services provided by National Securities Depository Limited (NSDL).

   II. The remote e-voting period commences on the voting period commences on **Thursday, May 15, 2025, at 9.00 A.M (IST)** and ends on **Friday, June 13, 2025, at 5.00 P.M (IST).**During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, May 9, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

   III. The process and manner for remote e-voting are as under:

   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

   c) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

   In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IdeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IdeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IdeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. 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 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 shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmehulraval@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 – 4886 7000 or send a request to Mr. Amit Vishal or Ms. Pallavi Mhatre at evoting@nsdl.com

6. Other Instructions:

a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, May 9, 2025** as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL.

b) A person, whose name is recorded in the Register of Members/ Statement of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting to cast their votes through Postal Ballot.

c) Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

d) Mr. Mehul Raval, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

e) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited, Mumbai on or before 5.00 p.m. IST on Monday, June 16, 2025, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on Friday, June 13, 2025.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out material facts relating to the special business mentioned in the Notice of Postal Ballot ("Notice").

The Company's Non-executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Non-executive Directors are actively involved in guiding the operating management team in strategy setting, business development, corporate governance, risk management and other areas of finance, information technology, security and taxation.

Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI LODR with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-executive directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits. Further pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any payment of fees or compensation (other than sitting fees) to Non-Executive Directors shall require the approval of the shareholders by way of a special resolution."

The Board has at its meeting held on April 24, 2025 on recommendation of Nomination and Remuneration Committee, subject to the approval of the Members, approved payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive Directors of the Company for FY 2024- 2025.

In the event there are no profits or profits are inadequate, the Company shall pay to the Non-Executive Directors of the Company commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013 upto ₹ 1.25 crore in aggregate.

Non-executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution of the Notice to the extent of the share of commission that may be received by them. Managing Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution. Disclosure required under Schedule V to the Company Act 2013 and Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India is given in Annexure I to this Notice.

The Board recommends the passing of this resolution of the accompanying Notice by way of special resolution.

Annexure "I"

Disclosure as required under Schedule V to the Companies Act, 2013 and Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India is given hereunder:

I. General Information

<table>
<tr><td>1.</td><td>Nature of Industry</td><td>Manufacturing of both carbide and high-speed steel round cutting tools under the brand 'TOTEM'</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production.</td><td>The Company operations have emerged out of demerger of the Precision Tool Business of Forbes & Company Limited. The Precision Tool Business has been in existence with Forbes & Company Limited since last six decades.</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td>Not Applicable.</td></tr>
<tr><td>4</td><td>Financial Performance on key indicators</td><td>Financial Performance
₹ in Lakhs
<table>
<tr><th>Particulars</th><th>FY 2024-25</th><th>FY 2023-24</th><th>FY 2022-23</th></tr>
<tr><td>Revenue from operations and Other income</td><td>23,703.51</td><td>22,955.60</td><td>-</td></tr>
<tr><td>Total expenses</td><td>19,615.92</td><td>18,972.57</td><td>1.18</td></tr>
<tr><td>Profit /loss before tax (continuing operations)</td><td>4,087.59</td><td>3,983.03</td><td>-1.18</td></tr>
<tr><td>Profit/loss after tax (continuing operations)</td><td>2,874.57</td><td>2,971.11</td><td>-1.18</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign Investment or Collaborators, if any.</td><td>There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.</td></tr>
</table>

II. Information about

Sr. No.	Particulars	Mr. Marzin R. Shroff	Mr. D. Sivanandhan	Mr. Jai L Mavani
1.	Background details	Mr. Marzin R. Shroff is 59 years. He is Chartered Marketer from the Chartered Institute of Marketing, UK, and an MBA in Marketing.	Mr. D. Sivanandhan is 74 years a Post Graduate in Economics. He joined IPS during 1976 being allotted to Maharashtra State where he served in different capacities all over the State. He retired as the Director General of Police of Maharashtra State during 2011. He is current on the Board of Directors of various companies.	Mr. Jai L Mavani is 53 years Bachelor of Commerce and Chartered Accountant. He has worked with firms like Arthur Andersen, KPMG and PWC and has industry specialization in Infrastructure, Real Estate and Private Equity and his skills include fund raising, business structuring, Mergers & Acquisitions, tax & regulatory and investment.
2.	Date of first appointment on Board	March 30, 2024	March 30, 2024	March 30, 2024
3.	Past Remuneration	Except for sitting fees for attending the meeting of Board and Committee(s) thereof, no other remuneration is paid to Mr. Marzin R. Shroff. The details of sitting fees paid as follows: ₹ In Lakhs FY 2024-25: 3.00	Except for sitting fees for attending the meeting of Board and Committee(s), no other remuneration is paid to Mr. D. Sivanandhan. The details of sitting fees paid are as follows: ₹ In Lakhs FY 2024-25: 5.00	Except for sitting fees for attending the meeting of Board and Committee(s), no other remuneration is paid to Mr. Jai Mavani. The details of sitting fees paid are as follows: ₹ In Lakh FY 2024-25: 2.50
4.	Recognition or Awards	N.A	• Meritorious Service Medal (1993) • Internal Security Medal (1998) • President's Distinguished Service Medal (2000)	N.A.
5.	Job profile and his suitability	In a career spanning almost three decades, Mr. Marzin has acquired multi-dimensional experience in Direct Selling, Digital, Advertising, Strategy, Luxury Branding and International Business. He was Managing Director of Erstwhile Eureka Forbes Limited. His responsibility at Eureka Forbes is 'Thought Leadership', 'Talent Leadership', and 'Brand Leadership'. He was responsible for cultivating talent, as well as nurturing Brands such as "Aquaguard", and "Euroclean". His contribution to the improvement in water quality (internationally) has been recognised by Water Quality Association USA by awarding him with 'International Award of Merit'.	Mr. D. Sivanadhan has skills and expertise in Public Policy and General Administration, Business Development, Business and Corporate Governance, Security -IT Domain Expertise.	Mr. Jai Mavani has skills and expertise in Fund raising, business structuring, Finance and Tax, Mergers Acquisition and Business Governance.

Sr. No.	Particulars	Mr. Marzin R. Shroff	Mr. D. Sivanandhan	Mr. Jai L Mavani
6.	Remuneration proposed	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013 for FY 2024-25. For the FY 2024-25 the proposal is to pay an amount of ₹ 25 lakhs each to all Non-Executive Directors.	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013 for FY 2024-25. For the FY 2024-25 the proposal is to pay an amount of ₹ 25 lakhs each to all Non-Executive Directors.	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013 for FY 2024-25. For the FY 2024-25 the proposal is to pay an amount of ₹ 25 lakhs each to all Non-Executive Directors.
7.	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, and the current performance the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, and the current performance the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, the proposed remuneration is in line with the current remuneration structure of the industry.
8	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel, if any.	Mr. Marzin R. Shroff is not holding any shares of the Company. There is no other pecuniary relationship with the Company or the Managerial Personnel.	Mr. D. Sivanandhan is not holding any shares of the Company. There is no other pecuniary relationship with the Company or the Managerial Personnel.	Mr. Jai Mavani is holding 8128 equity shares of the Company. There is no other pecuniary relationship with the Company or the Managerial Personnel.
9.	Number of Meetings of the Board attended during the year	4 (four)	3 (three)	4 (four)
10.	Other Directorship	NA	1. Kirloskar Industries Limited 2. S D Fine-Chem Limited 3. Arka Fincap Limited 4. Arka Financial Holdings Private Limited 5. Ashok Leyland Defence Systems Limited 6. Securus First Digital Services Private Limited 7. Securus First India Private Limited	1. Forbes & Company Limited 2. Shapoorji Pallonji And Company Private Limited 3. Shapoorji Pallonji Energy Private Limited 4. Shapoorji Pallonji Infrastructure capital Company Private Limited 5. Simar Port Private Limited 6. SP Port Maintenance Private Limited 7. Superbon Hospitality Ventures Private Limited
11.	Membership/ Chairmanship* of Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Company	NA	Audit Committee 1. Kirloskar Industries Limited 2. Ashok Leyland Defence System Limited 3. Arka Fincap Limited 4. Arka Financial Holdings Private Limited	NA

II. Information about

Sr. No.	Particulars	Ms. Rani A. Jadhav	Mr. Nikhil Bhatia
1.	Background details.	Ms. Rani A Jadhav is 76 years a Bachelor of Arts (Hons) and has a Post Graduate Diploma, Development Administration from University of Birmingham, UK. She is an IAS (retd) having worked for over 38 years in the Indian Administration Services before retiring from the position of the Chairperson, Mumbai Port Trust in the rank of Secretary, Government of India.	Mr. Nikhil Bhatia is 67 years a Chartered Accountant with over 40 years of experience inter alia in the areas of corporate tax, transfer pricing, expatriate taxation, foreign exchange regulations. He was partner of CNK & Associates LLP. He had been with KPMG for 13 + years and with PWC for 10 + years.
2.	Date of first appointment on Board	March 30, 2024	March 30, 2024
3.	Past Remuneration	Except for sitting fees for attending the meeting of Board and Committee(s), no other remuneration is paid to Ms. Rani A Jadhav. The details of sitting fees paid are as follows: ₹ In Lacs FY 2024-25: 3.00	Except for sitting fees for attending the meeting of Board and Committee(s) thereof, no other remuneration is paid to Mr. Nikhil Bhatia. The details of sitting fees paid are as follows: ₹ In Lakhs FY 2024-25: 5.00
4.	Recognition or Awards	N.A.	Recognised by Global Bhatia Foundation for his achievement in reaching the coveted positions of Partner in India Member firms of KPMG and PWC as also for inspiring young chartered accountants for achieving higher positions. He has achieved all India Rank 47 in his Intermediate Chartered Accountancy Examination and Rank 25 in the Final Examination while clearing both the exams in first attempt.
5.	Job profile and his suitability	Ms. Rani Jadhav during her IAS held a number of senior positions in government both at the central and state levels and therefore is well acquainted with all aspects of public administration in India. She was associated with the highest levels of decision making in the government.	Mr. Nikhil Bhatia has wide experience in Corporate Tax, Transfer Pricing, Business Restructuring, Expatriate Taxation, Company Law and Foreign Exchange Regulations and Foreign Direct Investments.
6.	Remuneration proposed	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/ or as per Schedule V of the Companies Act, 2013 for FY 2024-25. For the FY 2024-25 the proposal is to pay an amount of ₹ 25 lakhs each to all Non-Executive Directors.	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/ or as per Schedule V of the Companies Act, 2013 for FY 2024-25. For the FY 2024-25 the proposal is to pay an amount of ₹ 25 lakhs each to all Non-Executive Directors.
7.	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the country of his origin.)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and current performance, the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, the proposed remuneration is in line with the current remuneration structure of the industry.

TOTEM® High Performance Cutting Tools

Sr. No.	Particulars	Ms. Rani A. Jadhav	Mr. Nikhil Bhatia
8	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel, if any.	Ms. Rani A Jadhav is not holding any shares of the Company. There is no other pecuniary relationship with the Company, the Managerial Personnel.	Mr. Nikhil Bhatia is not holding any shares of the Company. There is no other pecuniary relationship with the Company or the Managerial Personnel.
9.	Number of Meetings of the Board attended during the year	4 (four)	4 (four)
10.	Other Directorship	NA	1. Forbes & Company Limited 2. Gokak Textiles Limited 3. Gokak Power & Energy Limited 4. Forbes Bumi Armada Limited 5. Aarti Industries Limited
11.	Membership/ Chairmanship* of Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Company	NA	**Audit Committee** 1. Aarti Industries Limited 2. Forbes & Company Limited* 3. Gokak Textiles Limited* 4. Gokak Power & Energy Limited* **Stakeholder Relationship Committee** 1. Gokak Textiles Limited

III. Other Information:

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

   The Company is expected to pay commission upto 1% of net profits only. However minimum remuneration in the event of inadequate profits is being proposed as an abundant caution.

IV. Other Disclosures:

The relevant information is given in the explanatory statement annexed to this Notice.

By Order of the Board

Rupa Khanna
Company Secretary & Compliance Officer
Membership No. A33322

Mumbai, May 13, 2025

Registered Office:
Forbes' Building, Charanjit Rai Marg, Fort, Mumbai 400 001
Tel: +91 22 6913 8900
Email: investor.relations@forbesprecision.co.in
CIN: L29256MH2022PLC389649
Website: www.forbesprecision.co.in/