Forbes Precision Tools and Machine Parts Limited
Forbes Building, Charanjit Rai Marg, Fort, Mumbai 400001
CIN: L29256MH2022PLC389649
Email:investor.relations@forbesprecision.co.in
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NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rules 20 and 22 of 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"), the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended, and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA"), read with other applicable circulars issued by the MCA from time to time in this regard (collectively, the "MCA Circulars"), and other applicable laws, rules, regulations and statutory provisions, the Company is seeking the approval of the Members for the matters set out in the Resolutions appended below through Postal Ballot by way of remote e-Voting.

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. Harshvardhan Tarkas (Certificate of Practice No. 24169), Practising 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, August 28, 2026 (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 Friday September 4, 2026 at 9.00 A.M (IST) and ends on Saturday October 3, 2026, at 5.00 P.M (IST).

The results of the Postal Ballot, together with the Scrutinizer's Report, shall be intimated to BSE Limited within the applicable statutory period and shall be displayed at the Registered Office of the Company and on the website of the Company at www.forbesprecision.co.in, the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and the website of BSE Limited at www.bseindia.com.

In the event the Resolutions are approved by the requisite majority of Members, the Resolutions shall be deemed to have been passed on the last date specified for receipt of votes through remote e-Voting, i.e., October 3, 2026.

SPECIAL BUSINESS:

1. Re-appointment of Mr. M.C. Tahilyani as Managing Director for a further period of three years and approval of his remuneration.

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of

Mr. M. C. Tahilyani (DIN: 01423084) as the Managing Director and Key Managerial Personnel of the Company for a further period of three (3) years commencing from April 1, 2027 to March 31, 2030 (both days inclusive), not liable to retire by rotation, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

Resolved further that in the event that in any financial year during the tenure of his appointment, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. M. C. Tahilyani the remuneration as set out in the Explanatory Statement annexed to this Notice as minimum remuneration, subject to the applicable provisions of the Act read with Schedule V thereto.

Resolved further that the Board of Directors of the Company (which term shall include any duly constituted Committee thereof) be and is hereby authorised to review and revise the remuneration payable to Mr. M. C. Tahilyani from time to time during the tenure of his appointment, based on the recommendation of the Nomination and Remuneration Committee, within the overall remuneration framework approved by the Members under this Resolution and in accordance with the provisions of the Act, Schedule V thereto and other applicable laws.

Resolved further that the Board of Directors be and is hereby authorised to finalise and execute the Agreement and/or appointment letter with Mr. M. C. Tahilyani incorporating the terms and conditions approved by the Members and to make such modifications thereto as may be necessary or expedient, provided that such modifications are not inconsistent with the terms approved by the Members.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient for giving effect to this Resolution."

2. **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, 198 read with Schedule V 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, and as recommended by the Nomination and Remuneration committee and the Board of Directors, 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 relevant financial year to each of the 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 Independent Directors.

Resolved further that in the event if in the financial year, there are no profits or profits are inadequate, the Company shall pay to each of 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 (Rupees One Crore Twenty-Five Lakh only) 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

August 12, 2026
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 MCA Circular, 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, August 28, 2026 (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 the website of the BSE Limited at www.bseindia.com/

3. Members are advised to:

   (a) Submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts and complete the KYC process to keep their demat account active.

   (b) Contact their respective DPs for registering the nomination in respect of their shareholding in the Company.

   (c) Register/update their mobile number and e-mail address with their respective DPs for receiving communications electronically.

   (d) Inform their respective DPs of any change in address and bank mandate.

4. Institutional / Corporate Members are requested to send to the Scrutinizer a scanned copy (PDF/JPG format) of the certified true copy of the Board Resolution/Authorisation, together with the attested specimen signature(s) of the duly authorised signatory(ies) authorised to vote on their behalf through remote e-Voting, by e-mail to cshtarkas@gmail.com, with a copy marked to evoting@nsdl.com.

5. The Company had, vide its Circular dated October 13, 2025, informed the Members holding shares in physical form that, pursuant to the directions received from BSE Limited, the equity shares proposed to be issued under the “Scheme of Arrangement” would be issued only in dematerialised form. Accordingly, such shares were transferred to an Escrow Demat Account maintained by the Company. Kindly note that all Shareholders who were holding shares in physical form in Forbes & Company Limited (Demerged Company) are requested to follow the procedure given below to claim their shares in the Company.

   To claim these fully paid-up Equity Shares from the Escrow Demat Account maintained by the Company, Members are requested to submit the following documents:

   (a) Request letter duly signed by all the shareholders;

   (b) Form ISR-4 (please select the option “Claim from Unclaimed Suspense Account”);

   (c) Self-attested copy of the Client Master List;

   (d) Self-attested copy of the PAN Card of all the shareholders;

   (e) Form ISR-1 for registration of KYC details, if not done earlier;

   (f) Form SH-13 or Form ISR-3;

   (g) Signature verification as per Form ISR-2; and

   (h) Self-attested copy of address proof.

   Forms ISR-1, ISR-2, SH-13, ISR-3 and ISR-4 can be downloaded from the Company’s website at www.forbesprecision.co.in.

6. Members are requested to immediately notify the Registrar and Share Transfer Agent or their respective Depository Participants of any change in their address.

7. As per Regulation 40 of SEBI LODR, as amended, Securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI Master Circular for Registrars to an Issue and Share Transfer Agents dated February 06, 2026, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificate/folios; transmission; and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at www.forbesprecision.co.in and on the website of the RTA at https://in.mpms.mufg.com. Kindly note that any service request can be processed only after the Folio is KYC compliant.

8. Members desiring any additional information/clarification are requested to send such requests at the earliest by e-mail to investor.relations@forbesprecision.co.in/

9. 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 **Friday, September 4, 2026, at 9.00 A.M (IST)** and ends on **Saturday, October 3, 2026, 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, August 28, 2026, 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:

Access to NSDL e-Voting system

A) 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.

Type of shareholders	Login Method
	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
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.

Type of shareholders	Login Method
	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 and joining virtual meeting for shareholders 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******.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
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.

<u>General Guidelines for shareholders</u>

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for 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/

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID- CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relations@forbesprecision.co.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

2. Alternatively shareholder/members may send a request to evoting@nsdl.com/ for procuring user id and password for e-voting by providing above mentioned documents.

3. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

I. 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, August 28, 2026, as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the cut-off date, i.e., August 28, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or investor.helpdesk@in.mpms.mufg.com.

   However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using the "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at 022 48867000.

II. You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication(s).

III. A person, whose name is recorded in the Register of Members or in the Register 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 or casting vote.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

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

Item No. 1

The Members at the Extraordinary General Meeting held on February 29, 2024 had approved appointment of Mr. M. C. Tahilyani (Mr. Tahilyani) as the Managing Director of the Company for a period of 3 years commencing from April 1, 2024 to March 31, 2027.

The Board of Directors (hereinafter referred to as the “Board”, which term shall include any duly constituted Committee thereof), at its meeting held on August 12, 2026, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved the re-appointment of Mr. M. C. Tahilyani for a further period of three years with effect from April 1, 2027 to March 31, 2030.The proposed remuneration for the period of 3 years from April 1, 2027 to March 31, 2030 is as follows:

Scale of Basic Salary per month	Rs. 10,00,000 to Rs. 15,00,000
Perquisites and Allowances*	Up to 350% of Basic Salary per month
Annual Performance Incentive	Up to 36 months' Basic Salary

*Perquisites and allowances shall be interchangeable.

In addition, Mr. M. C. Tahilyani would be entitled to Company’s contribution to Provident Fund, Superannuation Fund, and other Perquisites/ Facilities/Benefits (including Company’s car with driver, Gratuity, Medical Insurance and Telephone/Mobile Allowance, Leave encashment at the end of the tenure), as per the Company Policies applicable from time to time.

In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed re-appointment and payment of remuneration requires approval of members of the Company in form of Special Resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of section 190 of the Act.

The other material terms of the draft agreement with Mr. M.C. Tahilyani referred to in the resolution at Item No. 1 of the Notice are as follows:

1. The appointment shall be for a period of 3 years from April 1, 2027 to March 31, 2030 (both days inclusive). The notice period on either side shall be 6 months.
2. The day-to-day management of the Company shall be in the hands of Mr. Tahilyani, subject to the supervision and control of the Board of Directors of the Company.
3. Mr. Tahilyani shall devote his whole time, attention and ability during business hours to the business of the Company and undertake travel in India and abroad for the same.
4. The appointment shall not be subject to retirement by rotation in accordance with Section 152(6) of the Companies Act, 2013.

The Board may review and revise the terms and conditions of appointment and/or remuneration of Mr. Tahilyani from time to time, based on the recommendation of the Nomination and Remuneration Committee, within the overall remuneration framework approved by the Members and in accordance with the applicable provisions of the Act, Schedule V thereto and other applicable laws.The draft of the proposed Agreement to be entered into by the Company with Mr. Tahilyani shall be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day (Monday to Friday) up to the date of declaration of the results of the Postal Ballot.

Mr. M. C. Tahilyani holds a Bachelor of Commerce (B.Com.) degree and is a Chartered Accountant (ACA), an Associate Company Secretary (ACS), a Chartered Management Accountant (CIMA), United Kingdom, and holds the Diploma in Information Systems Audit (DISA) awarded by the Institute of Chartered Accountants of India (ICAI). Mr. Tahilyani is a seasoned finance and business leader with over 40 years of extensive experience across finance, strategy and general management. Over the course of his distinguished career, he has held positions of increasing responsibility, leading finance functions and driving strategic business initiatives across diverse organisations. His experience encompasses corporate finance, business transformation, corporate restructuring, implementation of large-scale information technology projects, establishment of shared service organisations and overall business leadership. Mr. Tahilyani currently serves as the Managing Director of the Company and is also the Chairman of Forbes & Company Limited. Under his leadership, the Company has continued to strengthen its operational performance and strategic direction. He has also been recognised with several awards and accolades for his leadership and the successful implementation of key strategic initiatives during his tenure with the Company and in his previous organisations.

He is holding 7531 equity shares of the Company, representing 0.02% of the total paid-up share capital of the Company. Except for the aforesaid shareholding, Mr. Tahilyani has no direct or indirect interest in the capital of the Company. Further, he is not related, directly or indirectly, to any of the Directors or Promoters of the Company or its holding company.

Mr. M. C. Tahilyani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director along with confirmation that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Tahilyani as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay proposed remuneration as minimum remuneration.

Except Mr. Tahilyani, along with his relatives none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No.1 of Notice.

The Board recommends the passing of Special Resolution at Item No. 1 of the accompanying Notice, in the interests of the Company.

Detail of Director whose re-appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India are given below:

Name of Director	Mahesh Chelaram Tahilyani
Director Identification Number (DIN)	01423084
Date of Birth	September 26, 1964
Age	61
Date of first Appointment on Board	April 1, 2024
Qualification	B.Com, ACA, ACS, CIMA (UK) & DISA (ICAI)
Relationships between directors inter-se	Not related to any Director of the Company
Expertise in specific functional areas	Mr. Tahilyani is a seasoned finance and business leader with over 40 years of extensive experience across finance, strategy and general management. Over the course of his distinguished career, he has held positions of increasing responsibility, leading finance functions and driving strategic business initiatives across diverse organisations. His experience encompasses corporate finance, business transformation, corporate restructuring, implementation of large-scale information technology projects, establishment of shared service organisations and overall business leadership. Mr. Tahilyani currently serves as the Managing Director of the Company and is also the Chairman of Forbes & Company Limited. Under his leadership, the Company has continued to strengthen its operational performance and strategic direction. He has also been recognised with several awards and accolades for his leadership and the successful implementation of key strategic initiatives during his tenure with the Company and in his previous organisations.
List of Directorship held in Other Public Companies in India (excluding Private and Section 8 Companies)	1) Forbes & Company Limited 2) Forbes Campbell Finance Limited 3) Forbes Bumi Armada Limited 4) Forvol International Services Limited
Chairmanship / Membership of the Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Companies	Member of Audit Committee and Stakeholder Relationship Committee in Forbes & Company Limited
Attendance at the Board Meeting in the Financial Year 2025-2026.	No. of Meetings Held – 4 No. of meetings attended -4
Details of proposed remuneration	As mentioned in the explanatory statement
Remuneration last drawn	₹ 508 Lakhs
Terms and condition of appointment	As mentioned in the explanatory statement
No. of shares held in the Company	7531

Disclosure as required under Schedule V to the Companies Act, 2013 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 for the 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 2025 – 26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Revenue from operations and Other income</td><td>25,473.95</td><td>23,703.51</td><td>22,955.60</td></tr>
<tr><td>Total expenses</td><td>21,524.22</td><td>19,615.92</td><td>18,972.57</td></tr>
<tr><td>Profit /loss before tax (continuing operations)</td><td>3,949.73</td><td>4,087.59</td><td>3,983.03</td></tr>
<tr><td>Profit/loss after tax (continuing operations)</td><td>2,877.30</td><td>2,874.57</td><td>2,971.11</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) are acquired through the secondary market. There is no foreign collaboration in the Company.</td></tr>
</table>

II. Information about Mr. M. C. Tahilyani (Managing Director).

1.	Background details	Mr. M. C. Tahilyani aged 61 years has over 40 years of strong experience in a variety of roles and assumed positions of increased responsibility. Mr. M. C. Tahilyani holds a B.Com. degree and is an ACA, ACS, CIMA (UK) and DISA (ICAI)
2.	Past remuneration	₹ 508 Lakhs
3.	Recognition or awards	Under the leadership and guidance of Mr. M.C. Tahilyani, Shapoorji Pallonji and Company Pvt. Ltd received the SAP ACE award for large and Complex SAP Implementation. Mr. Tahilyani was also recognized and awarded for various initiatives in his earlier company, Philips Electronics Group.
4.	Job profile and his suitability	Mr. M. C. Tahilyani has over 40 years of strong experience in India and abroad and has rich experience in the corporate world in various roles across his career.
5.	Remuneration proposed	As mentioned in the explanatory statement
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	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.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. M. C Tahilyani is holding 7531 shares of the Company. There is no other pecuniary relationship with the Company or the Managerial Personnel.

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: NA**

   Not Applicable. In the event that, in any financial year during the tenure of Mr. M. C. Tahilyani, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. M. C. Tahilyani the remuneration approved by the Members as minimum remuneration, subject to the applicable provisions and limits prescribed under Schedule V to the Companies Act, 2013 and such other approvals as may be required.

IV. Other Disclosures:

The relevant information is given in the Annual Report of the Company for FY 2025-26 and in the explanatory statement annexed to this Notice.

Item No. 2:

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 at its meeting held on August 12, 2026 on recommendation of Nomination and Remuneration Committee, subject to the approval of the Members, approved payment of commission of ₹25 lakh (Rupees Twenty-Five Lakh only) to each of the Non-Executive Directors of the Company for the relevant financial year. Accordingly, the aggregate commission proposed to be paid to the five Non-Executive Directors for relevant financial year is ₹1.25 crore.

In the event there are no profits or profits are inadequate, the Company shall pay to each of the Non-Executive 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 subject to the applicable provisions and limits prescribed under Schedule V to the Companies Act, 2013 and such approvals as may be required.

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 to this Notice.

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

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

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<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 2025 – 26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
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<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 the appointee

Sr . No.	Particulars	Mr. Marzin R. Shroff	Mr. D. Sivanandhan	Mr. Jai L Mavani
1	Director Identification Number (DIN)	00642613	03607203	05260191
2.	Background details	Mr. Marzin R. Shroff is aged 61 years. He is Chartered Marketer from the Chartered Institute of Marketing, UK, and and holds an MBA in Marketing	Mr. D. Sivanandhan is aged 76 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 aged 55 years and is a 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.
3.	Date of First Appointment	March 30, 2024	March 30, 2024	March 30, 2024
4.	Date of Birth	September 23, 1965	February 3, 1951	September 4, 1971

Sr . No.	Particulars	Mr. Marzin R. Shroff	Mr. D. Sivanandhan	Mr. Jai L Mavani
5.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	Not Applicable	Not Applicable
6.	Past Remuneration	Except for sitting fees for attending meetings of the Board of Directors and its Committees and commission paid, no other remuneration was paid to Mr Marzin R. Shroff. The details of remuneration paid are as follows: ₹In Lakhs FY 2025-26 28.00	Except for sitting fees for attending meetings of the Board of Directors and its Committees and commission paid, no other remuneration was paid to Mr. D. Sivanandhan. The details of remuneration paid are as follows: ₹ In Lakhs FY 2025-26 30.50	Except for sitting fees for attending meetings of the Board of Directors and its Committees and commission paid, no other remuneration was paid to Mr. Jai Mavani. The details of remuneration paid are as follows: ₹In Lakh FY 2025-26 27.00
7.	Recognition or Awards	N.A	Meritorious Service Medal (1993) Internal Security Medal (1998) President's Distinguished Service Medal (2000)	N.A.
8.	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
9.	Remuneration proposed	Commission of ₹25 lakh to the Non-Executive Directors of the Company for FY 2025-26, within the overall limit of 1% per annum of the net profits of the Company prescribed under Section 197 of the Companies Act, 2013, and subject to the applicable provisions of the Companies Act, 2013, Schedule V thereto and SEBI LODR.		
10.	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.		
11.	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 9128 equity shares of the Company. There is no other pecuniary relationship with the Company or the Managerial Personnel.
12.	Number of Meetings of the Board attended during the year	4 (Four)	4 (Four)	3 (Three)
13.	Other Directorship	NA	1. S D Fine-Chem Limited 2. Ashok Leyland Defence System 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
14.	Membership/ Chairmanship* of Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Company	NA	Audit Committee Member Ashok Leyland Defence System Limited	NA

II. Information about the appointee

Sr . No.	Particulars	Ms. Rani A. Jadhav	Mr. Nikhil Bhatia
1.	Director Identification Number (DIN)	07070938	00414281
2.	Background details.	Ms. Rani A Jadhav is aged 78 years and holds a Bachelor of Arts (Hons) and a 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, age 68 years, is 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 started his practice in 1983 and was a partner with M/s Contractor and Bhatia (CAs) till 1995. During this period, he was servicing domestic clients, consisting of companies, firms, individuals and charity trusts. In 1995 he joined India member firm of KPMG [now BSR & Co] and worked with KPMG for 13+ years till Oct 2008. In 2008 he joined PwC and worked with them as a partner for 10+ years before he retired in March 2019. In April 2019 he joined as partner with CNK & Associates till he retired from the firm on December 31, 2021. Since then, he continues to be engaged with the firm as senior advisor. Currently he is a director and audit committee member in 3 other listed companies and two unlisted companies. He is also a director on a Section 8 (Charitable) Company.
3.	Date of first appointment on Board	March 30, 2024	March 30, 2024
4.	Date of Birth	June 2, 1948	April 7, 1958
3.	Past Remuneration	Except for sitting fees for attending meetings of the Board of Directors and its Committees and commission paid, no other remuneration was paid to Ms. Rani Jadhav. The details of remuneration paid are as follows: ₹ In Lacs FY 2025-26 | 28.00	Except for sitting fees for attending meetings of the Board of Directors and its Committees and commission paid, no other remuneration was paid to Mr. Nikhil Bhatia. The details of remuneration paid are as follows: ₹In Lakhs FY 2025-26 | 30.00
4.	Recognition or Awards	N.A.	During his tenure with KPMG, he spent two years in the UK, where he led the India Desk and was a member of the Global Tax Solutions Group. He was also a member of KPMG's Strategy Council for the International Assignee Services Network. During his tenure with PwC, he was elected as a member of the PwC India Governance Board. His key responsibilities included leading the Western India Direct Taxes Group, serving as Tax Leader for PwC Kolkata, and acting as Tax Relationship Partner for the Tata Group, among other responsibilities.

Sr . No.	Particulars	Ms. Rani A. Jadhav	Mr. Nikhil Bhatia
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.	Given his professional experience serving various domestic and multinational clients, leadership and governance roles in the professional firms and also the responsibilities as Non- Executive Director in the company boards and their various committees, his guidance and contribution is of great value to our company.
6.	Remuneration proposed	Commission of ₹25 lakh to the Non-Executive Directors of the Company for FY 2025-26, within the overall limit of 1% per annum of the net profits of the Company prescribed under Section 197 of the Companies Act, 2013, and subject to the applicable provisions of the Companies Act, 2013, Schedule V thereto and SEBI LODR.	
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.	
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. Arkheia Foundation 5. Forbes Bumi Armada Limited 6. Aarti Industries Limited
11.	Membership/ Chairmanship* of Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Company	NA	**Member in Audit Committee** Aarti Industries Limited **Chairman in Audit Committee** Forbes & Company Limited Gokak Textiles Limited Gokak Power & Energy Limited **Member in Stakeholder Relationship Committee** Gokak Textiles Limited

III. Other Information:

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 proposes to pay commission of ₹25 lakh (Rupees Twenty-Five Lakh only) to each of the Non-Executive Directors for FY 2025-26. In the event that, the Company has no profits or its profits are inadequate, such commission shall be paid as minimum remuneration, subject to the applicable provisions and limits prescribed under Schedule V to the Companies Act, 2013 and such approvals as may be required.

IV. Other Disclosures:

The relevant information is given in the Annual Report of the Company for FY 2025-26 and in the explanatory statement annexed to this Notice.

By Order of the Board
Rupa Khanna
Company Secretary & Compliance Officer
Membership No. A33322

Mumbai,
August 12, 2026,

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