September 03, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 502865
Security ID: FORBESCO

Dear Sir/Madam,

Subject: Intimation of Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot notice dated August 14, 2026, along with the Explanatory Statement ("Notice") for seeking approval of the Shareholders of the Company through remote e-voting, on the following matters:

Sr. No.	Description of Resolution	Type of Resolution
1	Payment of Commission to Independent Directors	Special Resolution

In accordance with the applicable laws, the Notice being sent electronically to all the Shareholders whose name appears 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 Friday, August 28, 2026 ("cut-off date"). The same is also being made available on the website of the Company at www.forbes.co.in and website of the CDSL at www.evotingindia.com. The remote e-voting period shall commence on Friday, September 04, 2026 at 09:00 a.m. (IST) and concludes on Saturday, October 03, 2026 at 05:00 p.m. (IST). The results of the remote e-voting shall be declared on or before Tuesday, October 06, 2026. Kindly take the same on record.

Thanking you.

Yours faithfully
For **Forbes & Company Limited**

Mehul Jayant Raval
Digitally signed by Mehul Jayant Raval
Date: 2026.09.03 14:54:48 +05'30'

Mehul Raval
Company Secretary and Compliance Officer
Membership No: A18300

Encl: As above

FORBES & COMPANY LIMITED
CIN: L17110MH1919PLC000628
Registered Office: Forbes' Building, Charanjit Rai Marg, Fort, Mumbai 400 001
Tel No: +91 22 61358900
Website: www.forbes.co.in; Email: investor.relations@forbes.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, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 read with other relevant circulars issued in this regard ('MCA Circular'), the Company is seeking the approval of Members for the matters set out in the resolution appended below, through Postal Ballot including remote e-voting by electronic means.

An explanatory statement pertaining to the resolution 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), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot remote e-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, a 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.forbes.co.in.

In accordance with the MCA Circulars, Members can vote only by electronic means. For this purpose, the Company has entered into an agreement with CDSL to facilitate e-voting to enable the Members to cast their votes electronically.

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 e-voting module will be blocked by CDSL at 5.00 PM (IST) on Saturday, October 3, 2026, and voting shall not be allowed beyond the said date and time.

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.forbes.co.in and the website of Central Depository Services (India) Limited viz., www.evotingindia.com.

In the event the Resolution is approved by the requisite majority of Members, the date of passing of the said resolution intimated to BSE Limited, shall be deemed to be October 3, 2026, i.e. the last date stipulated to receipt of votes through E- voting.

SPECIAL BUSINESS:

Payment of Commission to Independent 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 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 Independent 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 the Independent Directors of the Company, commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013 upto Rs. 60 lacs 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

Mehul Raval
Company Secretary & Compliance Officer
Membership No. A18300

August 14, 2026
Place: Mumbai

Registered Office:

Forbes' Building, Charanjit Rai Marg, Fort, Mumbai 400 001 Tel: +91 22 6135 8900
e-mail: investor.relations@forbes.co.in
CIN: L17110MH1919PLC000628
Website: www.forbes.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 are 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, August 28, 2026 (cut-off date). Further, communication of assent or dissent by the Members on the items of business 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.forbes.co.in and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

3. Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with the Registrar & Transfer Agents of the Company viz. MUFG Intime India Private Limited (RTA) at investor.helpdesk@in.mpms.mufg.com or to the Company at investor.relations@forbes.co.in by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register / update their email address with the relevant Depository Participants.

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

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, September 4, 2026, at 09.00 AM (IST) and ends on Saturday, October 3, 2026, at 05.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 28, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 are 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 & My Easi New (Token) 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 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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
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 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant Company Name – Forbes & Company Limited on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@forbes.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **investor.relations@forbes.co.in** or investor.helpdesk@in.mpms.mufg.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

A. 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, August 28, 2026,** 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 Resolution in accordance with the process specified in this Notice.

d) Mr. Harshvardhan Tarkas, (COP: 24169) Practicing Company Secretary, 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.

d) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL 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 within the permitted time, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on October 3, 2026.

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 Independent Directors are professionals with high levels 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. The role and responsibility of the Board, particularly the Independent Directors, require greater time / efforts and attention.

Independent Directors are involved in guiding the operating management team in strategy setting, corporate governance, risk management and other areas of finance, information technology 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 Independent Directors, have increased more, requiring greater time commitment and attention.

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 Whole-time Director. However, the sitting fees paid to the Independent 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 Independent Directors shall require the approval of the shareholders by way of a special resolution.

The Board has at its meeting held on August 14, 2026, on recommendation of Nomination and Remuneration Committee, subject to the approval of the Members, approved payment of commission which may exceed 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 Independent Directors of the Company for the relevant financial year. In the event there are no profits or profits are inadequate, the Company shall pay to the Independent Directors of the Company commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013 upto Rs. 60 lacs (Rs. 20 lacs to each Independent Director).

Independent 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. The Whole-time Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution. Disclosure required under Schedule V of the Companies 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>Coding and Industrial Automation business and Realty.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production.</td><td>The Company has been in commercial production since the year 1919.</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 colspan="2">

Standalone Financial Performance Rs. in Lakhs

Particulars	**FY 2023-24**	**FY 2024-25**	**FY 2025-26**
Total Income from operations	12,345.15	19,684.12	7313.90
Total expenses	11,890.36	17,297.76	6667.38
Other Income	2,280.92	1,595.92	1205.02
Exceptional Items	(485.56)	(202.00)	-
Profit /loss before tax	2,250.15	3,780.28	1851.54
Profit/loss after tax	2,033.19	2,693.47	1471.88

Consolidated Financial Performance Rs. in Lakhs

Particulars	**FY 2023-24**	**FY 2024-25**	**FY 2025-26**
Total Income from operations	12,589.52	19,922.83	7613.53
Total expenses	11,964.00	17,361.49	6960.55
Other Income	2,300.00	1,634.33	1413.98
Exceptional Items	426.00	(2.00)	-
Profit /loss before tax (continuing operations)	2,178.00	4,021.39	1818.11
Profit/loss after tax (continuing operations)	1,938.00	2,890.76	1341.12
Profit /loss before tax (discontinued operations)	(2,250.00)	9,384.95	-
Profit /loss after tax (discontinued operations)	(2,348.00)	9,384.95	-

</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 markets. There is no foreign collaboration in the Company.</td></tr>
</table>

Information about Directors

Sr. No.	Particulars	Mr. Nikhil Bhatia	Ms. Bapsy Dastur	Mr. Paras Savla
1.	Director Identification Number	00414281	09623277	00516639
2.	Background details	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 31st Dec. 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.	Ms. Bapsy Dastur, age 66 years, is a qualified solicitor with a bachelor's degree in commerce and economics, as well as a bachelor's degree in law. She has completed the Management Development Course at GE Croton Ville, USA, and participated in Executive Leadership programs at IMD, Lausanne. Additionally, she is Six Sigma qualified.	Mr. Paras Savla, age 51 years is a Fellow member of Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and an Associate member of the Institute of Chartered Accountants of England & Wales (ICAEW). Mr. Savla also holds qualifications as a Registered Valuer-Securities & Finance Assets (IBBI), Insolvency Resolution Professional (IBBI), Business & Finance Professional (ICAEW), Diploma in Information System Audit (ICAI), Certified Fraud Examiner (Associate of Certified Fraud Examiners, USA) and a Commerce Graduate. Mr. Savla is widely recognized for his leadership in the financial arena. His insights and opinions are frequently cited in leading Indian and foreign newspaper. He actively contributes to various professional Journals and newspaper, sharing his expertise on technical subjects. Mr. Savla is also an acclaimed speaker at various forums, where he imparts his knowledge of the wider community.
3.	Date of first appointment on Board	May 16, 2019	September 01, 2024	August 05, 2024
4.	Date of Birth	April 07, 1958	August 15, 1960	May 31, 1974
5.	Terms and conditions of appointment/re-appointment	Independent Director, Not liable to retire by rotation	Independent Director, Not liable to retire by rotation	Independent Director, Not liable to retire by rotation
6.	Past Remuneration	Except for sitting fees for attending the meeting of Board and Committee(s) thereof and Commission of Rs. 25 lakhs as approved by the Shareholders, no other remuneration was paid to Mr. Nikhil Bhatia during FY 2025-26. The sitting fees paid during FY 2025-26 was Rs. 8.00 lacs.	Except for sitting fees for attending the meeting of Board and Committee(s) thereof and Commission of Rs. 25 lakhs as approved by the Shareholders, no other remuneration was paid to Ms. Bapsy Dastur during FY 2025-26. The sitting fees paid during FY 2025-26 was Rs. 3 lacs.	Except for sitting fees for attending the meeting of Board and Committee(s) thereof and Commission of Rs. 25 lakhs as approved by the Shareholders, no other remuneration was paid to Mr. Paras Savla during FY 2025-26. The sitting fees paid during FY 2025-26 was Rs. 7.50 lacs.

Sr. No.	Particulars	Mr. Nikhil Bhatia	Ms. Bapsy Dastur	Mr. Paras Savla
7.	Recognition or Awards	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.	Her professional accomplishments have been recognized by Legal 500, listing her among the top lawyers in the Middle East in 2022 and 2023. She was also ranked as one of the top 100 lawyers in the Middle East in 2015 and recognized as one of the world's leading General Counsel in 2017.	He was president of the Chambers of Tax Consultants and CVO Chartered and Cost Accountants Association. He was a member of the managing committee of the IMC Chambers of Commerce & Industry. He is also a Governing Council Member of the Indo-Belgian Luxemburg Chambers of Commerce & Industry and a Member of the Journal Committee of the Chamber of Tax Consultants, Bombay Chartered Accountants' Society
8.	Job profile and suitability	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.	Bapsy Dastur is a partner at DSK Legal, UAE. Bapsy dastur has diverse industry experience across the GCC, South Asia, Middle East, Southeast Asia and Africa. She is a non-executive director in several international companies and not for profit organisations. Bapsy has established, led and monitored legal, compliance and enterprise risk management programs across diverse industries and jurisdictions and been a General Counsel at General Electric, GE Capital, ABB, Stolt Nielsen, VFS Global and the Landmark Group whilst working in the UK, the Middle East, South east Asia, India and Australia.	Mr. Savla has worked with several domestic and international clients on Indian tax, international taxation, Exchange control regulation, structuring, transactions, valuation, conducting due diligence, planning for business restructuring, mergers, demergers, acquisitions, insolvency resolution, estates and succession planning. He is well versed in the Indian tax and regulatory environment from Investing & structing perspective. He has represented taxpayers and corporates before regulators and government agencies on issues relating to taxation and corporate laws. He has advised various not for profit organizations on Corporate Social Responsibility, regulatory and taxation matters. Previously, he had a stint with one of the big 4 accounting firms in Transactions Tax Services. He is on the Board of various Companies and Not for Profit organizations.
9.	Remuneration proposed	Commission to all independent 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 the relevant financial year. It is proposed to pay as per Schedule V of the Companies Act, 2013 an amount of Rs. 20 lacs to each Independent Director based on their contribution and Company's performance during FY 2025-26.		

Sr. No.	Particulars	Mr. Nikhil Bhatia	Ms. Bapsy Dastur	Mr. Paras Savla
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. Nikhil Bhatia does not hold any shares in the Company. There is no other pecuniary relationship with the Company or the Managerial Personnel.	Ms. Bapsy Dastur does not hold any shares in the Company. There is no other pecuniary relationship with the Company, the Managerial Personnel.	Mr. Paras Savla does not hold any shares in 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 FY 2025-26	5 (five)	5 (Five)	5 (five)
13.	Other Directorship	1. Forbes Precision Tools and Machine Parts Limited 2. Gokak Textiles Limited 3. Gokak Power & Energy Limited 4. Forbes Bumi Armada Limited 5. Aarti Industries Limited 6. Arkheia Foundation	1. NRB Bearings Limited 2. B Bamboat and Company Private Limited	1. Forbes Campbell Finance Limited 2. Om Freight Forwarders Limited 3. Abans Enterprises Limited 4. Randip Singh Pathania Memorial Foundation 5. Perch Strategic Advisors Private Limited 6. Indo-Belgian Luxembourg Chamber of Commerce and Industry 7. Perch Foundation 8. Ruby Mills Limited
14.	Membership/ Chairmanship of Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Company	Chairman and member of Audit Committee of- 1. Forbes Precision Tools and Machine Parts Limited 2. Gokak Textiles Limited Member of Audit Committee of Aarti Industries Limited and member of Stakeholder Relationship Committee of Gokak Textiles Limited	Member of Audit Committee and Stakeholders Relationship Committee of NRB Bearings Limited	Chairman and member of Audit Committee of 1. Abans Enterprises Limited 2. Om Freight Forwarders Limited Chairman and member of Stakeholders Relationship Committee of Abans Enterprises Limited Member of Audit Committee of Ruby Mills 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 Coding and Industrial automation business profitability were impacted due to under absorption of overheads, cost pressure arising from currency fluctuations, higher commodity prices and ongoing geopolitical developments. In Real Estate segment, the major revenues of VICINIA project were recognized in earlier years. Therefore, the Company is passing Special Resolution pursuant to section 197, 198 and Schedule V of Companies Act, 2013 as a matter of abundant caution, as the profitability may be impacted in future due to reduction of revenue from Real Estate project and lower than expected revenues of Coding and Industrial automation business during FY 2026-27.

   Further, the Company is focused on further enhancing the performance of its laser machines and expanding its product portfolio within the CO_2 and UV domains. These initiatives are expected to strengthen the Company's portfolio and enhance its capability to address diverse customer requirements. On the sales front, new roles have been created to support growing demand across key sectors such as steel, pharmaceuticals, and FMCG, supported by dedicated sales team members. The teams are also actively driving the development of non-automotive key accounts. This strategic approach shall enable the Company to effectively expand its customer base and create a broader range of applications beyond conventional automotive components.

   The Company intends to pay remuneration in accordance with the provisions of the section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 upto Rs. 60 lacs in aggregate (Rs. 20 lacs to each Independent Director).

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

Mehul Raval
Company Secretary & Compliance Officer
Membership No. A18300

August 14, 2026
Place: Mumbai

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