

4th October, 2019

The Bombay Stock Exchange, Jeejeebhoy Tower, Dalal Street, Fort, MUMBAI - 400 001. 009733

Dear Sirs,

Sub: Disclosure of reasons for encumbrances.

We are enclosing herewith Annexure II Format for disclosure of reasons for encumbrances as per the SEBI Circular No SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 7th August 2019,

Particulars are given in the enclosed format.

Yours faithfully,
For SHAPOORJI PALLONJI AND COMPANY PRIVATE LIMITED,

DIRECTOR
DIN: 100075

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Shapoorji Pallonji And Company Private Limited

Corporate Office: SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005, Maharashtra, India.

Tel: +91 22 6749 0000 Fax: +91 22 6633 8176 www.shapoorjipallonji.com

Regd. Office: 70, Nagindas Master Road, Fort, Mumbai - 400 023.

CIN: U45200MH1943PTC003812

Annexure - II

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

(ii) against to militariae i prescribed by way of circular dated August 05, 2015)	way of circular dated August 05, 2015)
Name of listed company	Forbes & Company Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Shapoorji Pallonji and Company Private Limited (SPCPL)
Total promoter shareholding in the listed company	No. of shares- 95,25,691
	% of total share capital – 73.85%
	68.88% of SPCPL & 67.67 % of the total Promoter Shareholding
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

Details of all the existing events/ agreements pertaining to encumbrance

CHAPOO CHAPOO				
STATE LINGUISTS	14.91%	26%	7.37%	
1.70%	% of total share capital:	% of total share capital:	% of total share capital:	
No. of shares:2,19,781	No. of shares:19,23,077	No. of shares:33,53,641	No. of shares: 9,50,000	:
				No. and % of shares encumbered
	•			arrangement in the nature of encumbrance)
Pleage	Pleage	rieage	rledge	undertaking etc. or any other covenant, transaction, condition or
2	16/05/2019)	Distance	Diadaa	Type of encumbrance (pledge lien negative lien non-disposal
creation of encumbrance: 21/06/2019)	creation of encumbrance:	ance 19)	29/03/2019)	
(Date of	(Date of	(Date of creation of	(Date of creation encumbrance:	
Encumbrance 4	Encumbrance 3	Encumbrance 2	Encumbrance 1	

		•		 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument 		,
NO	NO	NO	NO	YES / NO If yes, 1. Name of the issuer 2. Details of the debt instrument	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	
S D Corporation Private Limited	S D Corporation Private Limited	Gossip Properties Private Limited	Shapoorji Pallonji And Company Pvt Ltd	Other entities (if any) – 1. 2		,
				Listed company and its group companies (if any) – 1.	Names of all other entities in the agreement	
NBFC	NBFC	NBFC	Trusteeship Company providing services like/acting as Debenture Trustee, Security Trustee, Share Pledge Trustee etc		Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	
d Hero Fincorp Limited	Hero Fincorp Limited	J M Financial Products Hero Fincorp Limited Hero Fincorp Limited Limited	IDBI Trusteeship Limited		Name of the entity in whose favor shares encumbered (X)	Specific details about the encumbrance

		,		money	End use of				Security Cover / Asset Cover
	(a) Any other reason (please specify)	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	(b) For the benefit of listed company	purpose . (a) Personal use by promoters and PACs	Borrowed amount to be utilized for what	Ratio of A / B	Amount involved (against which shares have been encumbered) (B)		Value of shares on the date of event / agreement (A)
	· ·		debt and for general corporate purposes.	repayment and/or prepayment of its existing	The entire facility utilized by	1.04	Rs. 200 Crores		Rs. 208,73,87,500
-				. ,	For further lending	8.00	Rs.100 Crores	-	Rs. 799,99,42,923
	,	,	interest thereon;	by S D Corporation Private Limited including any	Repayment of part of the		50 Crores		Rs.384,52,88,615
				Cor	Repayment of part of the existing		Rs. 150 Crores		Rs. 38,57,26,644.05

For Shapoorji Pallonji and Company Private Limited

DIRECTOR Din:00010075 Date: 4th October, 2019 Place: Mumbai