

October 31, 2023

General Manager,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

Dear Sir,

**Subject- Outcome of Hon'ble National Company Law Tribunal ("Hon'ble NCLT") convened meeting of the equity shareholders and unsecured creditors of the Company held on Tuesday, October 31, 2023 - Voting Results**

In compliance with the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith voting results of the Hon'ble NCLT convened Meetings held on Tuesday, October 31, 2023 through Video Conferencing/ Other Audio-Visual Means of the Equity Shareholders and Unsecured Creditors of the Company along with the respective Scrutinizer's Reports.

Thanking You,

Yours faithfully,  
For **Forbes & Company Limited**

**Rupa Khanna**  
**Company Secretary & Compliance Officer**  
**ACS: 33322**

Encl: As above

Voting Results of the Court Convened Meeting of Equity Shareholders (hereinafter the “Meeting”) of Forbes & Company Limited (hereinafter the “Company”), held on Tuesday, October 31, 2023 at 11:00 AM, pursuant to Hon’able National Company Law Tribunal, Mumbai Bench Order dated September 27, 2023 through video conferencing (“VC”) /other audio-visual means (OVAM).

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<b>Date of Meeting</b>	October 31, 2023
<b>Total number of shareholders on record date (i.e. as on October 24, 2023)</b>	13,345
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	2
Public	40

**For Forbes & Company Limited**

**Rupa Khanna**  
**Company Secretary and Compliance Officer**  
**Membership No.: A33322**

**Date: October 31, 2023**  
**Place: Mumbai**

## Resolution

Approval of the Scheme of Arrangement between Forbes & Company Limited, the Demerged Company and Forbes Precision Tools and Machine Parts Limited, the Resulting Company and their respective Shareholders (Scheme):

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	Remote E-Voting	9525691	9359293	98.2532	9359293	0	100.00	0.0000
		Poll		0	0	0	0	0	0.0000
		Total		9359293	98.2532	9359293	0	100.00	0.0000
2	Public - Institutional holders	Remote E-Voting	1608499	1152133	71.6278	1152133	0	100.00	0.0000
		Poll		0	0	0	0	0	0
		Total		1152133	71.6278	1152133	0	100.00	0
3	Public- Others	Remote E-Voting	1764426	120460	6.8271	120445	15	99.9875	0.0125
		Poll		0	0	0	0	0	0
		Total		120460	6.8271	120445	15	99.9875	0.0125
Total			12898616	10631886	82.4266	10631871	15	99.9999	0.0001

For Forbes & Company Limited

Rupa Khanna  
 Company Secretary and Compliance Officer  
 Membership No.: A33322

Date: October 31, 2023  
 Place: Mumbai





# BIPIN B SHAH & CO.

Flat No 1003, B-Wing, Shree Swami Samarth, L J Road, Dadar West, Mumbai-400016  
Mobile No. 9820234880 Email Id bipinshah234@gmail.com

## Consolidated Report of Scrutinizer on remote e-voting and electronic voting at the National Company Law Tribunal convened Meeting of Equity Shareholders

To  
Mahesh Tahilyani  
Chairman of the Meeting  
Forbes & Company Limited  
Forbes' Building, Charanjit Rai Marg, Fort,  
Mumbai 400 001

for the Court Convened Meeting of Equity Shareholders (hereinafter the "Meeting") of Forbes & Company Limited (hereinafter the "Company"), held on Tuesday, October 31, 2023 at 11:00 AM, pursuant to Hon'able National Company Law Tribunal, Mumbai Bench Order dated September 27, 2023 through video conferencing ("VC") /other audio-visual means (OVAM).

A. I, Bipin B. Shah, proprietor of Bipin B. Shah & Co., Chartered Accountant appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), by its Order dated September 27, 2023, as "the Scrutinizer" to conduct the following:

- (i) Remote e-voting process done by the shareholders of the Company and
- (ii) Electronic Voting Process at the Meeting held on Tuesday, October 31, 2023 at 11:00 AM.

in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under, NCLT Order dated September 27, 2023 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No. 09/2023 dated September 25, 2023 and other circulars, issued by the Ministry of Corporate Affairs (MCA Circular), and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS2'), the Company has confirmed that the Notice along with the Scheme and Explanatory Statement under sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with rule 6 of the Companies (Compromises Arrangements and Amalgamations) Rule, 2016, were duly sent on September 30, 2023 through electronic and physical mode to all the Equity Shareholders of the Company.







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- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company by remote e-voting and at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, October 27, 2023 at 09.00 AM and has closed on Monday, October 30, 2023 at 05.00 PM. and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. The Cut-off date was Tuesday, October 24, 2023 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
- F. On the basis of the votes exercised by the shareholders of the Company by way of remote e-voting and electronic voting at the Meeting of the Company held on October 31, 2023, I have issued Scrutinizer's Report dated October 31, 2023.

<b>Date of Meeting</b>	October 31, 2023
<b>Total number of shareholders on record date (i.e. as on October 24, 2023)</b>	13,345
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	2
Public	40





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## Resolution

Approval of the Scheme of Arrangement between Forbes & Company Limited, the Demerged Company and Forbes Precision Tools and Machine Parts Limited, the Resulting Company and their respective Shareholders (Scheme):

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	Remote E-Voting	9525691	9359293	98.2532	9359293	0	100.00	0.0000
		Poll		0	0	0	0	0	0.0000
		Total		9359293	98.2532	9359293	0	100.00	0.0000
2	Public - Institutional holders	Remote E-Voting	1608499	1152133	71.6278	1152133	0	100.00	0.0000
		Poll		0	0	0	0	0	0
		Total		1152133	71.6278	1152133	0	100.00	0
3	Public-Others	Remote E-Voting	1764426	120460	6.8271	120445	15	99.9875	0.0125
		Poll		0	0	0	0	0	0
		Total		120460	6.8271	120445	15	99.9875	0.0125
Total			12898616	10631886	82.4266	10631871	15	99.9999	0.0001





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- G. Pursuant to Hon'ble NCLT Order dated September 27, 2023, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. There were no invalid votes in the total votes cast on all the resolutions.
3. Based on the foregoing, the quorum was present and the Resolution as proposed in the Notice dated September 29, 2023 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., October 31, 2023 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares voted in favor through remote-e-voting or by way of e-voting at the meeting.

Thanking You,  
Yours faithfully,

For Bipin B. Shah & Co.  
Practicing Chartered Accountant  
Firm Registration No. 101511W

*Bipin B. Shah*

Bipin B. Shah  
Proprietor  
Membership No.: 013191  
Peer Review Certificate No.:015634  
UDIN: 23013191BGZHAH1115



Place: Mumbai  
Date: October 31, 2023

For Forbes & Company Limited

*Rupa Khanna*

Rupa Khanna  
Company Secretary and Compliance Officer  
Membership No.: A33322



Place: Mumbai  
Date: October 31, 2023



Voting Results of the Court Convened Meeting of Unsecured Creditors (hereinafter the “Meeting”) of Forbes & Company Limited (hereinafter the “Company”), held on Tuesday, October 31, 2023 at 2:00 PM, pursuant to Hon’able National Company Law Tribunal, Mumbai Bench Order dated September 27, 2023 through video conferencing (“VC”) /other audio-visual means (OVAM).

### Resolution

Approval of the Scheme of Arrangement between Forbes & Company Limited, the Demerged Company and Forbes Precision Tools and Machine Parts Limited, the Resulting Company and their respective Shareholders (Scheme):

i. Voted in favour of the resolution

Mode of Voting	Number of Unsecured Creditors voted	% of total number of Unsecured Creditor Voted and (Favour and Against)	Number of value of votes cast by them	% of total number of Unsecured Creditor Voted and (Favour and Against)
Remote E-Voting	61	100.00	223042716	100.00
E-Voting	0	0	0	0
<b>Total</b>	<b>61</b>	<b>100.00</b>	<b>223042716</b>	<b>100.00</b>

(ii) Voted against the resolution

Mode of Voting	Number of Unsecured Creditors voted	% of total number of Unsecured Creditor Voted and (Favour and Against)	Number of value of votes cast by them	% of total number of Unsecured Creditor Voted and (Favour and Against)
Remote E-Voting	0	0	0	0
E-Voting	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Total number of Unsecured Creditors (in person or by proxy) whose value of votes were declared invalid	Total number of value of votes cast by them
0	0

For Forbes & Company Limited

**Rupa Khanna**  
**Company Secretary and Compliance Officer**  
**Membership No.: A33322**

**Date: October 31, 2023**

**Place: Mumbai**





# BIPIN B SHAH & CO.

Flat No 1003, B-Wing, Shree Swami Samarth, L J Road, Dadar West, Mumbai-400016  
Mobile No. 9820234880 Email Id bipinshah234@gmail.com

Scrutinizer's Report on Remote e-voting and electronic voting by Unsecured Creditors at the National Company Law Tribunal (NCLT) convened Meeting of Unsecured Creditors pursuant to SEBI Circular

To  
Mahesh Tahilyani  
Chairman of the Meeting  
Forbes & Company Limited  
Forbes' Building, Charanjit Rai Marg, Fort,  
Mumbai 400 001

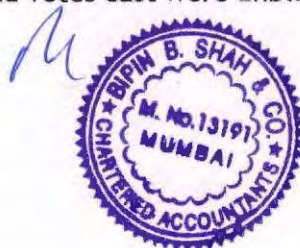
for the Court Convened Meeting of Unsecured Creditors (hereinafter the "Meeting") of Forbes & Company Limited (hereinafter the "Company"), held on Tuesday, October 31, 2023 at 02:00 PM, pursuant to Hon'able National Company Law Tribunal, Mumbai Bench Order dated September 27, 2023 through video conferencing ("VC") /other audio-visual means (OVAM).

A. I, Bipin B. Shah, proprietor of Bipin B. Shah & Co., Chartered Accountant appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), by its Order dated September 27, 2023, as "the Scrutinizer" to conduct the following:

- (i) Remote e-voting process done by the Unsecured Creditors of the Company and
- (ii) Electronic Voting Process by the Unsecured Creditors at the Meeting held on Tuesday, October 31, 2023 at 2:00 PM.

B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No. 09/2023 dated September 25, 2023 and other circulars, issued by the Ministry of Corporate Affairs (MCA Circular), and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS2'), the Company has confirmed that the Notice along with the Scheme and Explanatory Statement under sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with rule 6 of the Companies (Compromises Arrangements and Amalgamations) Rule, 2016, were duly sent on September 30, 2023 through electronic and physical mode to all the Unsecured Creditors of the Company whose names were appearing in the list of Unsecured Creditors as on March 31, 2023.

The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the Unsecured Creditors of the Company by remote e-voting and at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.







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C. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the Unsecured Creditors of the Company. The remote e-voting commenced on Friday, October 27, 2023 at 09.00 AM and has closed on Monday, October 30, 2023 at 05.00 PM. and the NSDL remote e-voting portal was blocked for voting thereafter.

D. The Cut-off date was Friday, March 31, 2023 for the purpose of deciding Unsecured Creditors entitled to vote through remote e-voting and e-voting at the meeting by the Unsecured Creditors on the resolution seeking their approval.

E. On the basis of the votes exercised by the Unsecured Creditors of the Company by way of remote e-voting and electronic voting at the Meeting of the Company held on October 31, 2023, I have issued Scrutinizer's Report dated October 31, 2023.

## Resolution

Approval of the Scheme of Arrangement between Forbes & Company Limited, the Demerged Company and Forbes Precision Tools and Machine Parts Limited, the Resulting Company and their respective Shareholders (Scheme):

### (i) Voted in favour of the resolution

Mode of Voting	Number of Unsecured Creditors voted	% of total number of Unsecured Creditor Voted (Favour and Against)	Number of value of votes cast by them	% of total number of Unsecured Creditor Voted (Favour and Against)
Remote E-Voting	61	100.00	223042716	100.00
E-Voting	0	0	0	0
Total	61	100.00	223042716	100.00

### (ii) Voted against the resolution

Mode of Voting	Number of Unsecured Creditors voted	% of total number of Unsecured Creditor Voted (Favour and Against)	Number of value of votes cast by them	% of total number of Unsecured Creditor Voted (Favour and Against)
Remote E-Voting	0	0	0	0







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Mobile No. 9820234880 Email Id bipinshah234@gmail.com

E-Voting	0	0	0	0
Total	0	0	0	0

(iii) Invalid votes:

Total number of Unsecured Creditors (in person or by proxy) whose value of votes were declared invalid	Total number of value of votes cast by them
0	0

F. Pursuant to Hon'ble NCLT Order dated September 27, 2023, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. There were no invalid votes in the total votes cast on all the resolutions.
3. Based on the foregoing, the quorum was present and the Resolution as proposed in the Notice dated September 29, 2023 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Unsecured Creditors of the Company, i.e., October 31, 2023 with the votes cast by the Unsecured Creditors in favor of the resolution is more than the votes cast by the Unsecured Creditors against the resolution.

Thanking You,  
Yours faithfully,

For Bipin B. Shah & Co.  
Practicing Chartered Accountant  
Firm Registration No. 101511W

Bipin B. Shah  
Proprietor  
Membership No.: 013191  
Peer Review Certificate No.:015634  
UDIN: 23013191BGZHAI4057

Place: Mumbai  
Date: October 31, 2023



For Forbes & Company Limited

Rupa Khanna  
Company Secretary and Compliance Officer  
Membership No.: A33322

Place: Mumbai  
Date: October 31, 2023

