

Details of Voting Results

Sr. No	Particulars	Details
1.	Date of the AGM	September 1, 2015
2.	Total number of shareholders as on record	10,765
3.	No. of Shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	1
	Public	64
4.	No. of Shareholders attended the meeting through Video Conferencing	Not Arranged



Agenda -wise

In case of POLL/Postal Ballot/E-voting

The mode of voting for all resolutions was e-voting and poll conducted at the meeting

**Resolution Item No. 1 - Ordinary Resolution**

**To consider and adopt:**

- (a) The Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Board of Directors and Auditors' thereon.
- (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and Auditors' report thereon

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100	0
Public Institutional holders	1649624	0	0	0	0	0	0
Public-Others	1723301	17897	1.04	17799	98	99.45	0.55
Total	12898616	9377190	72.70	9377092	98	100.00	0.00

\* The number of votes cast doesn't include invalid votes



**Resolution Item No. 2 -Ordinary Resolution**

To appoint a Director in place of Mr. Jimmy J. Parakh (DIN: 00004945), who retires by rotation and being eligible, seeks re-appointment.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100.00	0.00
Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17899	1.04	17796	103	99.42	0.58
<b>Total</b>	<b>12898616</b>	<b>9377192</b>	<b>72.70</b>	<b>9377089</b>	<b>103</b>	<b>100.00</b>	<b>0.00</b>

\* The number of votes cast doesn't include invalid votes



**Resolution Item No. 3 - Ordinary Resolution**

To appoint Deloitte Haskins and Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/ W-100018) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)] *
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100.00	0.00
Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17893	1.04	17893	0	100.00	0.00
<b>Total</b>	<b>12898616</b>	<b>9377186</b>	<b>72.70</b>	<b>9377186</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\* The number of votes cast doesn't include invalid votes



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#### Resolution Item No. 4 - Special Resolution

To authorize the Board of Directors of the Company to Issue Non - convertible Debentures by way of Private Placement upto Rs. 100 Crores.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100.00	0.00
Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17897	1.04	17794	103	99.42	0.58
Total	12898616	9377190	72.70	9377087	103	100.00	0.00

\* The number of votes cast doesn't include invalid votes

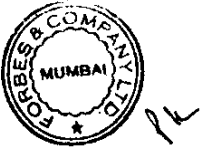


### Resolution Item No. 5 - Ordinary Resolution

To ratify the appointment and remuneration of the Cost Auditor, M/s Kishore Bhatia & Associates (Firm Registration No. 00294), appointed by the Board of Directors of the Company, to conduct the cost audit of the Company for the financial year ending March 31, 2016.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100.00	0.00
Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17897	1.04	17897	0	100.00	0.00
Total	12898616	9377190	72.70	9377190	0	100.00	0.00

\* The number of votes cast doesn't include invalid votes



### Resolution Item No. 6 - Special Resolution

To approve and adopt new set of Articles of Association in substitution of the existing Articles of Association of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*10 0	(4)	(5)	(6)= [(4)/(2)]*1 00	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100	0
Public Institution al holders	1649624	0	0	0	0	0	0
Public- Others	1723301	17899	1.04	17399	500	97.21	2.79
Total	12898616	9377192	72.7	9376692	500	99.99	0.01

\* The number of votes cast doesn't include invalid votes

Note: All the aforesaid resolutions were passed with requisite majority

For FORBES & COMPANY LIMITED,

*Pankaj Khatter*  
(Pankaj Khatter)  
Head Legal & Company Secretary,

# MAKARAND M. JOSHI & CO.

## Company Secretaries

"Ecstasy, 803/804, 9<sup>th</sup> Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai - 400080

### Consolidated Report of Scrutinizer on remote e-voting, Physical Ballot forms and voting at the Annual General Meeting

To,

**The Chairman,**

of 96<sup>th</sup> Annual General Meeting of the shareholders of **Forbes & Company Limited** (having its Registered Office at Forbes Building, Charanjit Rai Marg, Fort, Mumbai,- 400001), held on Tuesday, 1<sup>st</sup> September 2015 at Indian Merchants' Chambers, Walchand Hirachand Hall, IMC Building, 4 Floor, IMC Marg, Churchgate, Mumbai 400 020.

Dear Sir,

**Re: Scrutinizer's Report on voting through electronic mode and voting at the AGM in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the Listing Agreement**

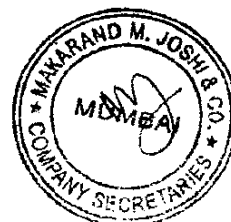
- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 26<sup>th</sup> May, 2015 to conduct the following
- (i) **Remote e-voting** process and to scrutinize the Physical Ballot forms received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Tuesday, 1<sup>st</sup> September 2015.
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Services Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Saturday, 29<sup>th</sup> August, 2015 (9.00 am) to Monday, 31<sup>st</sup> August, 2015 (5.00 pm) and the NSDL remote e-voting platform was unblocked thereafter.
- C. The Company has also provided voting by Physical Ballot forms at the AGM to the members who do not have access to remote e-voting.

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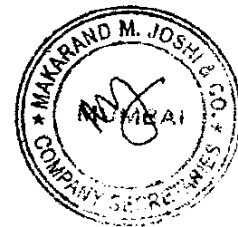
For FORBES & COMPANY LIMITED

*Pankaj Khattar*  
(Pankaj Khattar)  
Head Legal & Company Secretary.





- D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting through Physical Ballot forms at the AGM, I have issued separate Scrutinizer's Report dated 2<sup>nd</sup> September 2015
- E. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- F. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted.
- G. The report on voting done at the AGM was generated in my presence along with Mr. Saurabh Agarwal and Mr. Vijay Yadav.
- H. On the basis of the votes exercised by the shareholders of the Company by way of voting at the AGM of the Company held on 1<sup>st</sup> September 2015, I have issued Scrutinizer's Report dated 2<sup>nd</sup> September 2015.
- I. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting through Physical Ballot forms and the voting at the AGM:-



**Resolution Item No. 1 - Ordinary Resolution**

**To consider and adopt:**

- (a) The Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Board of Directors and Auditors' thereon.
- (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and Auditors' report thereon

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]* 100
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100	0
Public - Institutional holders	1649624	0	0	0	0	0	0
Public- Others	1723301	17897	1.04	17799	98	99.45	0.55
Total	12898616	9377190	72.70	9377092	98	100.00	0.00

\* The number of votes cast doesn't include invalid votes

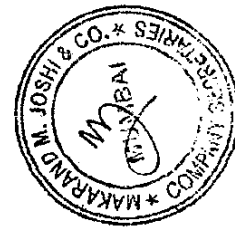


**Resolution Item No. 2 -Ordinary Resoition**

To appoint a Director in place of Mr. Jimmy J. Parakh (DIN: 00004945), who retires by rotation and being eligible, seeks re-appointment.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
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Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17899	1.04	17796	103	99.42	0.58
<b>Total</b>	<b>12898616</b>	<b>9377192</b>	<b>72.70</b>	<b>9377089</b>	<b>103</b>	<b>100.00</b>	<b>0.00</b>

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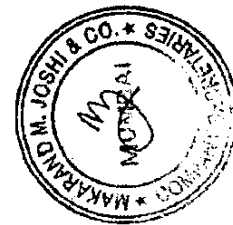


**Resolution Item No. 3 - Ordinary Resolution**

To appoint Deloitte Haskins and Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/ W-100018) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

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Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100.00	0.00
Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17893	1.04	17893	0	100.00	0.00
Total	12898616	9377186	72.70	9377186	0	100.00	0.00

\* The number of votes cast doesn't include invalid votes



**Resolution Item No. 4 - Special Resolution**

To authorize the Board of Directors of the Company to Issue Non - convertible Debentures by way of Private Placement upto Rs. 100 Crores.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	$\frac{(3)}{(2) \times 100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)] \times 100}$	$\frac{(7)}{[(5)/(2)] \times 100}$
Promoter and Promoter Group	9325691	9359293	98.25	9359293	0	100.00	0.00
Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17897	1.04	17794	103	99.42	0.58
<b>Total</b>	12898616	9377190	72.70	9377087	103	100.00	0.00

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**Resolution Item No. 5 - Ordinary Resolution**

To ratify the appointment and remuneration of the Cost Auditor, M/s Kishore Bhatia & Associates (Firm Registration No. 00294), appointed by the Board of Directors of the Company, to conduct the cost audit of the Company for the financial year ending March 31, 2016.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100.00	0.00
Public Institutional holders	1649624	0	0.00	0	0	0.00	0.00
Public- Others	1723301	17897	1.04	17897	0	100.00	0.00
<b>Total</b>	<b>12898616</b>	<b>9377190</b>	<b>72.70</b>	<b>9377190</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\* The number of votes cast doesn't include invalid votes



**Resolution Item No. 6 - Special Resolution**

To approve and adopt new set of Articles of Association in substitution of the existing Articles of Association of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
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Promoter and Promoter Group	9525691	9359293	98.25	9359293	0	100	0
Public - Institutional holders	1649624	0	0	0	0	0	0
Public-Others	1723301	17899	1.04	17399	500	97.21	2.79
<b>Total</b>	<b>12898616</b>	<b>9377192</b>	<b>72.7</b>	<b>9376692</b>	<b>500</b>	<b>99.99</b>	<b>0.01</b>

For FORBES & COMPANY LIMITED

\* The number of votes cast doesn't include invalid votes

Thanking you,  
Yours faithfully,

For Makarand M. Joshi & Co.,  
Practicing Company Secretaries



Makarand Joshi  
Partner  
CP No. 3662  
Place: Mumbai  
Date: 2<sup>nd</sup> September, 2015

MANAGING DIRECTOR  
For Forbes & Company Limited  
At the time of the Annual General Meeting

Authorised Signatory