

March 15, 2018

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal street, Fort,
Mumbai-400 001.

Script Code: 502865

Dear Sir,

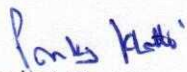
Sub: Results of Postal Ballot (e-voting and voting through Postal Ballot Forms)

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith the Voting Results of the Postal Ballot and would like to inform you that the resolution set forth in the Postal Ballot Notice January 24, 2018 was approved by the Members of the Company with the requisite majority.

We also enclose Scrutinizer's Report dated March 15, 2018 for your information.

Kindly acknowledge receipt.

Yours faithfully,
For Forbes & Company Limited


Pankaj Khattar
Head Legal & Company Secretary

Encl: As above

FORBES & COMPANY LIMITED

Results of the Postal Ballot (e-voting and voting through Postal Ballot Forms)

Resolution (1)

Resolution required: (Ordinary / Special)

Total number of shareholders on record date

Special

Whether promoter/ promoter group are interested in the agenda/resolution?

14265

Issue of Non-Convertible Debentures through Private Placement.

NO

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	9525691	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		9359293	98.25	9359293	0	0.00	0.00
	Total		9359293	98.25	9359293	0	100.00	0.00
Public - Institutional holders	E-Voting	1611816	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E-Voting	1761109	4471	0.25	3931	540	87.92	12.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		5813	0.33	5813	0	0.00	0.00
	Total		10284	0.58	9744	540	94.75	5.25
Total	E-Voting	12898616	4471	0.03	3931	540	87.92	12.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		9365106	72.61	9365106	0	100.00	0.00
	Total		9369577	72.64	9369037	540	99.99	0.01

No. of Votes polled does not include "no. of votes invalid" and "no of votes abstain".

Place: Mumbai

Date: March 15, 2018

For Forbes & Company Limited

Pankaj Khattar
Pankaj Khattar

Head Legal & Company Secretary



MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Combined Scrutinizer Report on Voting through Postal Ballot and Remote E-voting

To
The Chairman,
Forbes and Company Limited
Forbes Building,
CharanjitRaiMarg,
Fort, Mumbai - 400001

Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

- A. Pursuant to the resolution passed by the Board of Directors of **Forbes and Company Limited** (hereinafter referred as "the Company") on 24th January, 2018, I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Special Resolution set out in the Postal Ballot Notice dated 24th January, 2018 ("Notice").
- B. Members approval was sought on the Special Business i.e. Issue of Non-Convertible Debentures on Preferential Basis.
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form on 12th February, 2018.
- D. The voting period commenced on 13th February, 2018 (9:00 a.m. IST) and ended on 14th March, 2018 (5:00 p.m. IST) for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL").
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- H. The e-voting were unblocked at 5:00 p.m. on 14th March, 2018 and the e-voting summary statement was downloaded from e-voting website of NSDL.
- I. All ballot forms received/ votes cast up to 5:00 p.m. on 14th March, 2018 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot - forms were marked and segregated.



K. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under;

Resolution Item No. 1: Special Resolution

Issue of Non-Convertible Debentures on preferential basis:

Category	Mode of Voting	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]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	9525691	0	0.00	0	0	0.00	0.00
	Postal Ballot		9359293	98.25	9359293	0	100.00	0.00
	Total		9359293	98.25	9359293	0	100.00	0.00
Public Institutions	E-Voting	1611816	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	1761109	4471	0.25	3931	540	87.92	12.08
	Postal Ballot		5813	0.33	5813	0	100.00	0.00
	Total		10284	0.58	9744	540	94.75	5.25
Total		12898616	9369577	72.64	9369037	540	99.99	0.01

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'

For Makarand M. Joshi & Co.,

Practicing Company Secretaries

Makarand M. Joshi
Partner
FCS No. 5533
CP No. 3662
Place: Mumbai
Date: 15-03-2018

