

August 26, 2016

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

Dear Sir,


Intimation under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

In compliance with the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith voting results in respect of the business conducted at the 97th Annual General Meeting held on Wednesday, August 24, 2016 along with the Scrutinizer's Report.

Kindly acknowledge receipt.

Yours faithfully,
For Forbes & Company Limited


Pankaj Khattar
Head Legal and Company Secretary



FORBES & COMPANY LIMITED

Format for Voting Results

| | |
|--|-----------------|
| Date of the AGM/EGM | August 24, 2016 |
| Total number of shareholders on record date | 10769 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 2 |
| Public: | 47 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | NA |
| Public | |

RESOLUTION No. 1 (Ordinary)

Resolution required: (Ordinary/ Special)
RESOLUTION No. 1 (Ordinary) – To consider and adopt (a) Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Report of the Board of Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016

| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO | | | | | | |
|--|-----------------------|---------------------------|-----------------------------|---|---------------------------------|-------------------------------|--|--|
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares $\frac{(3)}{[(2)/(1)]*100}$ | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled $\frac{(6)}{[(4)/(2)]*100}$ | % of Votes against on votes polled $\frac{(7)}{[(5)/(2)]*100}$ |
| Promoter and Promoter Group | Remote E-Voting | | 0 | | 0 | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | 9525691 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public – Institutional holders | Remote E-Voting | | 0 | | 0 | 0 | 0 | 0 |
| | Poll | | 0 | | 0 | 0 | 0 | 0 |
| | Postal Ballot | 1647580 | 0 | | 0 | 0 | 0 | 0 |
| | Total | | 0 | | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | 1725345 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



RESOLUTION No. 2 (Ordinary)

| Resolution required: (Ordinary/ Special) | | RESOLUTION No. 2 (Ordinary) – To appoint a Director in place of Mr. Jai Mavani (DIN: 05260191), who retires by rotation and being eligible, seeks re-appointment. | | | | | | |
|---|-----------------|---|----------------------|--|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 9525691 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public – Institutional holders | Remote E-Voting | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | 1725345 | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



RESOLUTION No. 3 (Ordinary)

| Resolution required: (Ordinary/ Special) | | RESOLUTION No. 3 (Ordinary) – To appoint Auditors and fix their remuneration | | | | | | |
|---|-----------------|--|----------------------|--|--------------------------|------------------------|--|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3)= [(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 9525691 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public – Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | 1725345 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |



No. of votes polled does not include 'no. of votes invalid'

RESOLUTION No. 4 (Ordinary)

| Resolution required: (Ordinary/ Special) | | RESOLUTION No. 4 (Ordinary) – Ratification of remuneration of Cost Auditor | | | | | | |
|---|-----------------|--|----------------------|--|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 9525691 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public – Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | 1725345 | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



RESOLUTION No. 5 (Special)

| Resolution required: (Ordinary/ Special) | | RESOLUTION No. 5 (Special) - Issue of Non- Convertible Debentures through Private Placement | | | | | | |
|---|-----------------|---|----------------------|--|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 9525691 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institution | Remote E-Voting | 1725345 | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



RESOLUTION No. 6 (Special)

| Resolution required: (Ordinary/ Special) | | RESOLUTION No. 6 (Special) – Remuneration of Mr. Ashok Barat as Managing Director | | | | | | | | | | |
|---|-----------------|---|----------|---------|-----------------------|--------------------------|-----|-----|--------------------------------------|-----------------------|------------------------------------|-------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | | | | | |
| Category | Mode of Voting | No. of shares held | (1) | (2) | (3)= [(2)/(1)]*100 | No. of Votes - in favour | (4) | (5) | % of Votes in favour on votes polled | (6)= [(4)/(2)]*100 | % of Votes against on votes polled | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | | 9359293 | 98.25 | 9359293 | 0 | 0 | 100 | 0 | 0 | 0 |
| | Postal Ballot | 9525691 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | | 9359293 | 98.25 | 9359293 | 0 | 0 | 100 | 0 | 0 | 0 |
| Public – Institutional holders | Remote E-Voting | | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 1647580 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | | 1423 | 0.01 | 1423 | 0 | 0 | 100 | 0 | 0 | 0 |
| | Poll | | | 13059 | 0.76 | 13059 | 0 | 0 | 100 | 0 | 0 | 0 |
| | Postal Ballot | 1725345 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | | 14482 | 0.84 | 14482 | 0 | 0 | 100 | 0 | 0 | 0 |
| Total | | | 12898616 | 9373775 | 72.67 | 9373775 | 0 | 0 | 100 | 0 | 0 | 0 |

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



RESOLUTION No. 7 (Ordinary)

| Resolution required: (Ordinary/Special) | | RESOLUTION No. 7 (Ordinary) – Appointment of Mr. Mahesh Tahilyani as Director of the Company | | | | | | |
|---|-----------------|--|----------------------|--|--------------------------|----------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 9525691 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public – Institutional holders | Remote E-Voting | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | 1725345 | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



RESOLUTION No. 8 (Special)

| Resolution required: (Ordinary/ Special) | | RESOLUTION No. 8 (Special) – Appointment of Mr. Mahesh Tahilyani as Managing Director of the Company | | | | | | |
|---|-----------------|--|----------------------|---|--------------------------|------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares $\frac{(3)}{(2)} \times 100$ | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled $\frac{(6)}{(4)} \times 100$ | % of Votes against on votes polled $\frac{(7)}{(5)} \times 100$ |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 9525691 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public – Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | 1725345 | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



RESOLUTION No. 9 (Ordinary)

| Resolution required: (Ordinary/ Special) | | RESOLUTION No. 9 (Ordinary) – Appointment of Ms. Aslesha Gowarikar as Independent Director of the Company | | | | | | |
|---|-----------------|---|----------------------|--|------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour | No. of Votes - against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | | 0 | | 0 | 0 | 0 | 0 |
| | Poll | 9525691 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | | 0 | 0 | 0 | 0 |
| | Total | | 0 | | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | 1725345 | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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

Date: August 26, 2016

Place: Mumbai



For FORBES & COMPANY LIMITED

Pankaj Khattar

(Pankaj Khattar)
Head Legal & Company Secretary.

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

To,

The Chairman,

of Annual General Meeting of **Forbes & Company Limited** held on Wednesday, 24th August, 2016 at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai- 400021

Dear Sir,

Re: Scrutinizer's Report on voting through remote e-voting 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

- A. We, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries and Ajay S Sahasrabuddhe were appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 30th May, 2016 to conduct the following
- (i) **Remote e-voting** process 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 Wednesday, 24th August, 2016.
- B. The Company had availed the remote e-voting facility provided by the National Securities Depository Ltd. for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from 21st August, 2016 (9.00 am) to 23rd August, 2016 (5.00 pm) and the National Securities depository Ltd. remote e-voting platform was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. We have issued separate Scrutinizer's Report dated 24th August, 2016.
- D. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- E. 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. Votes cast through physical ballot forms received up to 24th August, 2016 were also considered.

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- F. The report on voting done at the AGM was generated in our presence along with Mr. Saurabh Agarwal and Mr. Omkar Dindorkar
- G. 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 24th August, 2016, We have issued Scrutinizer's Report dated 24th August, 2016.



Resolution Item No. 1 - Ordinary Resolution:

To consider & adopt:

- a) Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Report of the Board of Directors and the Auditors thereon; And
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016

| Category | Made 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)= $\frac{(2)}{(1)} \times 100$ | (4) | (5) | (6)= $\frac{(4)}{(2)} \times 100$ | (7)= $\frac{(5)}{(2)} \times 100$ |
| Promoter and Promoter Group | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9573835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



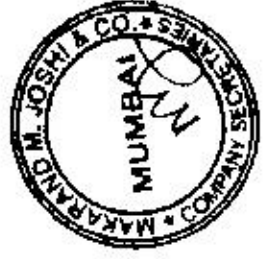
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Resolution Item No. 2 - Ordinary Resolution:

To appoint a Director in place of Mr. Jai Mavani (DIN: 05260191), who retires by rotation and being eligible, seeks re-appointment

| Category | Made 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) = $\frac{(2)}{(1)} \times 100$ | (4) | (5) | (6) = $\frac{(4)}{(4)+(5)} \times 100$ | (7) = $\frac{(5)}{(4)+(5)} \times 100$ |
| Promoter and Promoter Group | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | 9525691 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | 1725345 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



Handwritten signature or initials.

Resolution Item No. 3 - Ordinary Resolution

To appoint Auditors and fix their remuneration and to consider and if thought fit, to pass, with or without modification(s).

| 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) = $\frac{(2)}{(1)} \times 100$ | (4) | (5) | (6) = $\frac{(4)}{(2)} \times 100$ | (7) = $\frac{(5)}{(2)} \times 100$ |
| Promoter and Promoter Group | Remote E-Voting | | 0 | 0 | | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | 9525691 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | 1725345 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



Resolution Item No. 4 – Ordinary Resolution

Ratification of remuneration of Cost Auditor

| 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) = $\frac{(2)}{(1)} \times 100$ | (4) | (5) | (6) = $\frac{(4)}{[(4)+(5)]} \times 100$ | (7) = $\frac{(5)}{[(4)+(5)]} \times 100$ |
| Promoter and Promoter Group | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | 9525691 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public – Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | 1725345 | 0 | 0 | 0 | 0 | 0 | 100 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 0 | 100 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 0 | 100 |

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



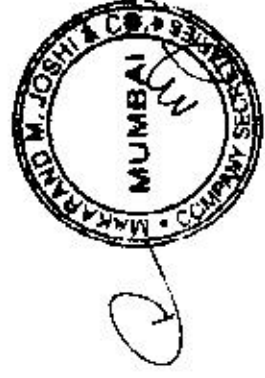
Handwritten mark resembling a stylized '7' or a signature.

Resolution Item No. 5 – Special Resolution

Issue of Non- Convertible Debentures through Private Placement

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$ | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$ |
|--------------------------------|-----------------|--------------------|----------------------|---|---------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 952569 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | 1725345 | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



Resolution Item No. 6 - Special Resolution

Remuneration of Mr. Ashok Barat as Managing Director

| 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) = $\frac{(2)}{(1)} \times 100$ | (4) | (5) | (6) = $\frac{(4)}{(2)} \times 100$ | (7) = $\frac{(5)}{(2)} \times 100$ |
| Promoter and Promoter Group | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 9525691 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | 1725345 | 13059 | 0.76 | 13059 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14482 | 0.84 | 14482 | 0 | 100 | 0 |
| Total | | 12898616 | 9375775 | 72.67 | 9373775 | 0 | 100 | 0 |

*No. of votes polled does not include 'no. of votes in _____ valid'



Resolution Item No. 7 - Ordinary Resolution

Appointment of Mr. Mahesh Tahilyani as Director of the Company

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3) = $\frac{(2) \times (1)}{(1)} \times 100$ | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$ | % of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$ |
|--------------------------------|-----------------|--------------------|----------------------|--|---------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | Remote E-Voting | | 0 | | 0 | 0 | | 0 |
| | Poll | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | 9525691 | 0 | 0 | 0 | 0 | | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | | 0 | 0 | | 0 |
| | Poll | | 0 | | 0 | 0 | | 0 |
| | Postal Ballot | 1647580 | 0 | 0 | 0 | 0 | | 0 |
| | Total | | 0 | | 0 | 0 | | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | 1725345 | 0 | 0 | 0 | 0 | | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



Resolution Item No. 8 - Special Resolution

Appointment of Mr. Mahesh Tahliyani as a Managing Director of the Company

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3)= $\frac{(2)}{(1)} \times 100$ | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)= $\frac{(4)}{(4)+(5)} \times 100$ | % of Votes against on votes polled (7)= $\frac{(5)}{(4)+(5)} \times 100$ |
|--------------------------------|-----------------|--------------------|----------------------|---|---------------------------------|-----------------------------|--|--|
| Promoter and Promoter Group | Remote E-Voting | | 0 | | 0 | 0 | 0 | 0 |
| | Poll | 9325691 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | 1725345 | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



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Resolution Item No. 9 - Ordinary Resolution

Appointment of Ms. Aslesha Gowarikar as Independent Director of the Company

| Category | Mode of Voting | No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$ | No. of Votes - in favour | No. of Votes against | % of Votes in favour on votes polled (6) = $\frac{(4)}{(4)+(5)} \times 100$ | % of Votes against on votes polled (7) = $\frac{(5)}{(4)+(5)} \times 100$ |
|--------------------------------|-----------------|--------------------|----------------------|---|--------------------------|----------------------|--|--|
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter Group | Remote E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 9359293 | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 9359293 | 98.25 | 9359293 | 0 | 100 | 0 |
| Public - Institutional holders | Remote E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 1647580 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institution | Remote E-Voting | 1423 | 1423 | 0.01 | 1423 | 0 | 100 | 0 |
| | Poll | 13119 | 13119 | 0.76 | 13119 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14542 | 0.84 | 14542 | 0 | 100 | 0 |
| Total | | 12898616 | 9373835 | 72.67 | 9373835 | 0 | 100 | 0 |

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



As requested by the management, we are submitting herewith a consolidated report on the results of remote e-voting together with the results of voting at the AGM.

Thanking you,
Yours faithfully,

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



**Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 24th August, 2016**

For Forbes & Company Limited



**Authorised Signatory
Place: Mumbai
Date: 24th August, 2016**

Member's Scrutinizers

A handwritten signature in black ink.

**Ajay S Sahasrabudde
Place: Mumbai
Date: 24th August, 2016**