

July 14, 2018

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

**Script Code: 502865**

Dear Sir,

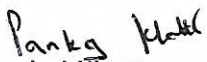
**Sub: Results of Postal Ballot (e-voting and voting through Postal Ballot Forms)**

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 dated May 28, 2018 was approved by the Members of the Company with the requisite majority.

We also enclose Scrutinizer's Report dated July 13, 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)

<b>Resolution</b>	
<b>Resolution required: (Ordinary / Special)</b>	<b>Special</b>
<b>Total number of shareholders on record date</b>	<b>14915</b>
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	<b>NO</b>
<b>Authority to increase the limits under section 186 of the Companies Act, 2013 for Inter -corporate loans, Investments, Guarantees and Security</b>	

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	<b>9525691</b>	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	100.00	0.00
	<b>Total</b>		<b>9359293</b>	<b>98.25</b>	<b>9359293</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutional holders	E-Voting	<b>1612304</b>	1148255	71.22	1148255	0	100.00	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
	<b>Total</b>		<b>1148255</b>	<b>71.22</b>	<b>1148255</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Others	E-Voting	<b>1760621</b>	6154	0.35	4255	1899	69.14	30.86
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		5323	0.30	5323	0	100.00	0.00
	<b>Total</b>		<b>11477</b>	<b>0.65</b>	<b>9578</b>	<b>1899</b>	<b>83.45</b>	<b>16.55</b>
Total	E-Voting	<b>12898616</b>	1154409	8.95	1152510	1899	8.94	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		9364616	72.60	9364616	0	72.60	0.00
	<b>Total</b>		<b>10519025</b>	<b>81.55</b>	<b>10517126</b>	<b>1899</b>	<b>99.97</b>	<b>0.03</b>

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

Place: Mumbai  
Date: July 14, 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 & Company Limited**  
Forbes Building,  
Charanjit Rai Marg,  
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 & Company Limited** (hereinafter referred as "the Company") on 28<sup>th</sup> May, 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 28<sup>th</sup> May, 2018 ("**Notice**")
- B. Members approval was sought for the special business i.e. Authority to increase the Limits under Section 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments, Guarantees and Security
- 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 June 13, 2018.
- D. The voting period commenced on 14<sup>th</sup> June, 2018 (09:00 a.m. IST) and ended on 13<sup>th</sup> July, 2018 (05:00 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 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 13<sup>th</sup> July, 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 13<sup>th</sup> July, 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**

**Authority to increase the Limits under Section 186 of the Companies Act, 2013 for Inter-Corporate Loans, Investments, Guarantees and Security**

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	95,25,691	0	0	0	0	0	0
	Postal Ballot		93,59,293	98.25	93,59,293	0	100	0
	<b>Total</b>		<b>93,59,293</b>	<b>98.25</b>	<b>93,59,293</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	16,12,304	11,48,255	71.22	11,48,255	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>11,48,255</b>	<b>71.22</b>	<b>11,48,255</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	17,60,621	6,154	0.35	4,255	1,899	69.14	30.86
	Postal Ballot		5,323	0.30	5,323	0	100	0
	<b>Total</b>		<b>11,477</b>	<b>0.65</b>	<b>9,578</b>	<b>1,899</b>	<b>83.45</b>	<b>16.55</b>
<b>Total</b>		<b>12898616</b>	<b>10519025</b>	<b>81.55</b>	<b>10517126</b>	<b>1899</b>	<b>99.97</b>	<b>0.03</b>

\*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  
MADHUSUDAN  
JOSHI

Digitally signed by  
MAKARAND  
MADHUSUDAN JOSHI  
Date: 2018.07.13 20:00:39  
+05'30'

**Makarand M. Joshi**

**Partner**

**CP No. 3662**

**Place: Mumbai**

**Date: 13.07.2018**