

Results of the Postal Ballot (E-Voting and Voting through Postal Ballot Forms)

Resolution required: (Ordinary/Special)	RESOLUTION No.1 (SPECIAL) – To approve sale, transfer or disposal of Logistics Business and /or Container Freight Stations of the Company situated at Mundra in Gujarat and /or Veshvi (Jawaharlal Nehru Port Trust) near Mumbai.
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	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		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	E-Voting		0	0	0	0	0	0
	Postal Ballot	1649149	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institution	E-Voting		10384	0.6	9684	700	93.26	6.74
	Postal Ballot	1723776	10028	0.58	9522	506	94.95	5.05
	Total		20412	1.18	19206	1206	94.09	5.91
Total			9379705	72.72	9378499	1206	99.99	0.01

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

Date: February 19, 2016

Place: Mumbai.

FORBES & COMPANY LIMITED

Pankaj Khattar

(Pankaj Khattar)

Head Legal & Company Secretary.

MAKARAND M. JOSHI & CO.

Company Secretaries

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

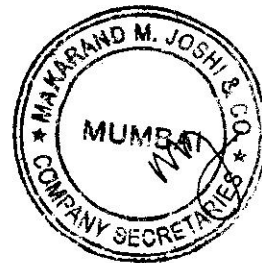
Scrutinizer Report

To
The Chairman,
Forbes & Company Limited
Forbes Building, Charanjit Rai Marg,
Fort, Mumbai- 400001

Dear 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 circular resolution passed by the Board of Directors of **Forbes & Company Limited** (hereinafter referred as "the Company") on 5th January, 2016, I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary, 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 5th January, 2016 ("Notice")
- B. Members approval was sought on the following Special Business:
- To approve sale, transfer or disposal of Logistics Business and /or Container Freight Stations of the Company situated at Mundra, in Gujarat and /or Veshvi (Jawaharlal Nehru Port Trust) near Mumbai.**
- 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 in electronic form mode on 18th January, 2016 to those Members whose e-mail addresses were registered with the Depositories/ Company and in physical form through permitted modes on 8th January, 2016 to the Members whose e-mail addresses were not so registered.



- D. The voting period commenced on Tuesday, 19th January, 2016 (9:00 a.m.) and ended on Wednesday, 17th February, 2016 (5:00 p.m.) 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 17th February, 2016 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 17th February, 2016 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

To approve sale, transfer or disposal of Logistics Business and/or Container Freight Stations of the Company situated at Mundra, in Gujarat and/or Veshvi (Jawaharlal Nehru Port Trust) near Mumbai.

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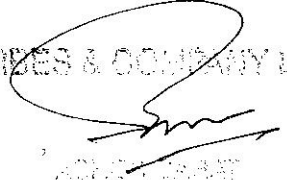
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For Makarand M. Joshi & Co.,
Practicing Company Secretaries


Makarand Joshi
Partner
CP No. 3662



For FORCES & COMPANY LIMITED


MANAGING DIRECTOR

Place: Mumbai
Date: 18th February, 2016