

*AC*

April 4, 2014.

The Secretary,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

Dear Sir,

**Compliance with the requirements of Clause  
35 of the Listing Agreement**

In compliance with the above requirements, we send herewith shareholding pattern of the Company as on March 31, 2014.

Please acknowledge receipt.

Yours faithfully,  
For Forbes & Company Limited

*Pankaj Khattar*

(Pankaj Khattar)  
Head Legal and Company Secretary

*9*  
Encl: As above.



**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

**CI-35 report: (I) (a) Statement showing Shareholding Pattern**

**FORBES & COMPANY LIMITED**

Scrip Code : 502865

Scrip Symbol : FORBESCO

Class Security: Equity

Quarter Ended : 31-MAR-2014

Partly paid-up shares:-		No. of partly paid-up shares	As a % of total no. of partly paid-up shares		As a % of total no. of shares of the company			
Held by Promoter / Promoters Group		0	0		0			
Held by public		0	0		0			
<b>Total</b>		<b>0</b>	<b>0</b>		<b>0</b>			
Outstanding convertible securities:-		No. of outstanding securities	As a % of total No. of outstanding convertible securities		As a % of total no. of shares of the company, assuming full conversion of the convertible securities			
Held by Promoter / Promoters Group		0	0		0			
Held by public		0	0		0			
<b>Total</b>		<b>0</b>	<b>0</b>		<b>0</b>			
Warrants:-		No. of warrants	As a % of total no. of warrants		As a % of total no. of shares of the company, assuming full conversion of warrants			
Held by Promoter / Promoters Group		0	0		0			
Held by public		0	0		0			
<b>Total</b>		<b>0</b>	<b>0</b>		<b>0</b>			
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>			<b>12898616</b>					
Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total No of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	2	95,25,691	95,25,691	73.85	73.85	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any other (specify)							
	<b>Sub-Total (A) (1)</b>	<b>2</b>	<b>95,25,691</b>	<b>95,25,691</b>	<b>73.85</b>	<b>73.85</b>	<b>0</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (2)</b>							
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>2</b>	<b>95,25,691</b>	<b>95,25,691</b>	<b>73.85</b>	<b>73.85</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>						<b>NA</b>	<b>NA</b>
(a)	Mutual Funds / UTI	7	423	173	0.00	0.00		
(b)	Financial Institutions / Banks	24	19,255	11,967	0.15	0.15		
(c)	Central Government / State Governments(s)	2	1,10,343	30,363	0.86	0.86		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	500	0	0.00	0.00		
(f)	Foreign Institutional Investors	3	14,94,674	14,94,624	11.59	11.59		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (Specify)							
	<b>Sub-Total (B) (1)</b>	<b>37</b>	<b>16,25,195</b>	<b>15,37,127</b>	<b>12.60</b>	<b>12.60</b>		
<b>(2)</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	177	2,06,156	1,93,919	1.60	1.60		
(b)	Individuals							
(i)	Individual Shareholders, holding nominal Share Capital upto Rs. 1 Lakh	10,279	12,62,724	7,70,588	9.79	9.79		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	9	2,29,880	2,29,880	1.78	1.78		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	3	740	740	0.01	0.01		
(ii)	OCBs/Foreign Cos	2	48,230	48,650	0.37	0.37		
	<b>Sub-total (B) (2)</b>	<b>10,470</b>	<b>17,47,730</b>	<b>12,41,777</b>	<b>13.55</b>	<b>13.55</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>10,507</b>	<b>33,72,925</b>	<b>27,78,904</b>	<b>28.15</b>	<b>28.15</b>		
	<b>TOTAL (A)+(B)</b>	<b>10,509</b>	<b>1,28,98,616</b>	<b>1,23,04,595</b>	<b>100.00</b>	<b>100.00</b>		
<b>(C)</b>	<b>Shares held by Custodians against which DRs are issued (GDR)</b>							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public	0	0	0	0.00	0.00		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>10,509</b>	<b>1,28,98,616</b>	<b>1,23,04,595</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>



**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

**FORBES & COMPANY LIMITED**

**(1) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Scrip Code : 502865 Scrip Symbol : FORBESCO Class Security: Equity  
 Quarter Ended : 31-MAR-2014

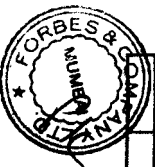
Sr. No. (i)	Name of the Shareholder (ii)	Details of Shares Held			Encumbered Shares			Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	No. (v)	As a percentage (v)-(v)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a) (vii)	Number of warrants held (viii)	As a % total number of warrants of the same class (ix)	Number of convertible securities held (x)	As a % total number of convertible securities of the same class (xi)			
1	SHAPOORJI PALLONJI & CO LTD	93,59,293	72.56	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	72.56	
2	FORBES CAMPBELL FINANCE LIMITED	1,96,398	1.29	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1.29	
	<b>TOTAL</b>	<b>95,25,691</b>	<b>73.85</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>73.85</b>	

**(1)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i)(a) above)	Details of warrants			Details of Convertible securities			Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class			
1	INDIA DISCOVERY FUND LIMITED	11,48,255	8.90	0	0.00	0	0.00	0.00	8.90	
2	ANTARA INDIA EVERGREEN FUND LTD	3,48,369	2.69	0	0.00	0	0.00	0.00	2.69	
	<b>TOTAL</b>	<b>14,94,624</b>	<b>11.59</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>11.59</b>	

**(1)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company**

Details of warrants		Details of Convertible securities	



**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

**FORBES & COMPANY LIMITED**

**(1) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Script Code : 502865      Scrip Symbol : FORBESCO      Class Security: Equity  
 Quarter Ended : 31-MAR-2014

Sr. No. (i)	Name of the Shareholder (ii)	Details of Shares Held		Encumbered Shares			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	No. (v)	As a percentage (v)-(v)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(e) (vii)	Number of warrants held (viii)	As a % total number of warrants of the same class (ix)	Number of convertible securities held (x)	As a % total number of convertible securities of the same class (xi)	
1	SHAPOORJI PALLONI & CO LTD	83,59,293	72.56	0	0.00	0.00	0.00	0.00	0.00	0.00	72.56
2	FORBES CAMPBELL FINANCE LIMITED	1,66,398	1.29	0	0.00	0.00	0.00	0.00	0.00	0.00	1.29
	<b>TOTAL</b>	<b>85,25,691</b>	<b>73.85</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>73.85</b>

**(1)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i)(a) above)	Details of warrants			Details of Convertible securities			Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class			
1	INDIA DISCOVERY FUND LIMITED	11,48,255	8.90	0	0.00	0	0.00	0.00	8.90	
2	ANTARA INDIA EVERGREEN FUND LTD	3,46,369	2.69	0	0.00	0	0.00	0.00	2.69	
	<b>TOTAL</b>	<b>14,94,624</b>	<b>11.59</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>11.59</b>	

**(1)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company**

Details of warrants      Details of Convertible securities





Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (1)(a) above)				Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
			Number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (1)(a) above)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	
1	INDIA DISCOVERY FUND LIMITED	11,48,255	8.90	0	0.00	0	8.90
	TOTAL	11,48,255	8.90	0	0.00	0	8.90

**(II) (a) Statement showing details of locked-in-shares**

Sr. No.	Name of the Shareholder	Number of Locked-In Shares	Locked-in shares as a (%) percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (1)(a) above)	Promoter / Promoter Group / Public
	TOTAL		N.A.	

**(II) (b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter group' are in excess of 1% of the total number of shares**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (1)(a) above)
	TOTAL			N.A.

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (1)(a) above)
	TOTAL			N.A.

Name of the Company : FORBES & COMPANY LIMITED  
Scrip Code : 502865 Scrip Symbol : FORBESCO  
Quarter Ended : 31-MAR-2014

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights		Total Voting Rights (III+IV) (V)	Total Voting Rights i.e. (VI)	
		Class B (III)	Class C (IV)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	Shareholding of Promoter and Promoter Group					
(1)	Indian					
(a)	Individuals / Hindu Undivided Family					
(b)	Central Government / State Governments(s)					
(c)	Bodies Corporate					
(d)	Financial Institutions / Banks					
(e)	Any Other (Trust)					
	<b>Sub-Total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	Foreign					
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)					
(b)	Bodies Corporate					
(c)	Institutions					
(d)	Qualified Foreign Investor					
(e)	Any Other (specify)					
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(B)	Public Shareholding					
(1)	Institutions					
(a)	Mutual Funds / UTI					
(b)	Financial Institutions / Banks					
(c)	Central Government / State Governments(s)					
(d)	Venture Capital Funds					
(e)	Insurance Companies					
(f)	Foreign Institutional Investors					
(g)	Foreign Venture Capital Investors					
(h)	Qualified Foreign Investor					
(i)	Any Other (specify)					
	<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	Non-Institutions					
(a)	Bodies Corporate					
(b)	Individuals -					
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh					
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh					
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)					
	<b>Sub-total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
(a)	Promoter and Promoter Group					
(b)	Public Shareholding					
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Note**

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable

For FORBES & COMPANY LIMITED

*Pankaj Khattar*

(Pankaj Khattar)

Head Legal & Company Secretary.