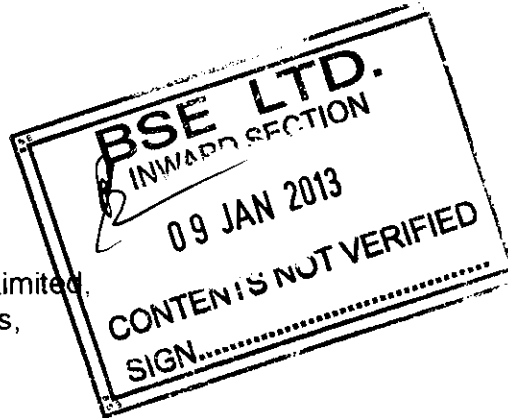




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FORBES & COMPANY LIMITED

Registered Office : Forbes Building, Charanjit Rai Marg, Fort, Mumbai - 400 001, India.
Phone : +91 22 4074 9191



8th January, 2013

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 31st December, 2012.

Please acknowledge receipt.

Yours faithfully,
For FORBES & COMPANY LIMITED



(A.T. Shah)
Company Secretary.

Encl: As above.

CLAUSE 35 OF EQUITY LISTING AGREEMENT

Name of the Company : FORBES & COMPANY LIMITED

Quarter ended : 31st December, 2012

Script Code : 502865

Script Symbol : FORBESCO

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 / Promoter Group	0	0.00	0.00
Held by public	0	0.00	0.00
Total			
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 / Promoter Group	0	0.00	0.00
Held by public	0	0.00	0.00
Total			
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 / Promoter Group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Total paid-up capital of the company assuming full conversion of warrants and convertible securities	12898616		



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 number 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
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(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	9,461,691	9,461,691	73.35	73.35	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any other (Specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (1)	2	9,461,691	9,461,691	73.35	73.35	0	0.00
(2)	Foreign							
(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
	Sub-Total (A) (2)							
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	2	9,461,691	9,461,691	73.35	73.35	0	0.00
(B)	Public Shareholding						NA	NA
(1)	Institutions						NA	NA
(a)	Mutual Funds / UTI	7	423	173	0.00	0.00		
(b)	Financial Institutions / Banks	25	19,815	12,527	0.15	0.15		
(c)	Central Government / State Governments(s)	2	110,343	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	2	1,148,305	1,148,255	8.90	8.90		
(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)	0	0	0	0.00	0.00		
	Sub-Total (B) (1)	37	1,279,386	1,191,318	9.92	9.92		
(2)	Non-Institutions						NA	NA
(a)	Bodies Corporate	217	581,705	569,424	4.51	4.51		
(b)	Individuals							
(i)	Individual Shareholders holding nominal Share Capital upto Rs. 1 Lakh	10,629	1,356,972	847,619	10.52	10.52		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	8	169,547	169,547	1.31	1.31		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	2	700	700	0.01	0.01		
(ii)	Directors & their relatives	1	385	385	0.00	0.00	NA	NA
(iii)	OCBs/Foreign Cos	2	48,230	45,650	0.37	0.37		
	Sub-total (B) (2)	10,859	2,157,539	1,634,325	16.73	16.73		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	10,896	3,436,925	2,825,643	26.65	26.65	NA	NA
	TOTAL (A)+(B)	10,898	12,898,616	12,287,334	100.00	100.00		
(C)	Shares held by Custodians and against which Depository Receipts have been issued						NA	NA
(1)	Promoter and Promoter Group	0	0	0		0.00		
(2)	Public	0	0	0		0.00		
	Sub-Total (C=1+2)	0	0	0		0.00		
	GRAND TOTAL (A)+(B)+(C)	10,898	12,898,616	12,287,334		100.00		



CLAUSE 35 OF EQUITY LISTING AGREEMENT
 Name of the Company : FORBES & COMPANY LIMITED
 Quarter ended : 31st December, 2012
 Scrip Code : 502865

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

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 (XII)
		No. of Shares held (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number of Shares (V)	As a Percentage (VI)=(V)/(III) *100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) (VII)	No. of warrants held (VIII)	As a % of total number of warrants of the same class (IX)	No. of convertible securities held (X)	As a % of total number of convertible securities of same class (XI)	
1	SHAPoorJI PALLONJI & CO. LTD	9,295,293	72.06	0	0.00	0.00	0	0.00	0	0.00	72.06
2	FORBES CAMPBELL FINANCE LIMITED	166,398	1.29	0	0.00	0.00	0	0.00	0	0.00	1.29
TOTAL		9461691	73.35	0	0.00	0.00	0	0.00	0	0.00	73.35

(I)(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
				No. of warrants held	As a % of total number of warrants of the same class	No. of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1	INDIA DISCOVERY FUND LIMITED	1,148,255	8.90	0	0.00	0	0.00	8.90
2	Tekstar Networks India Private Limited	271,263	2.10	0	0.00	0	0.00	2.10
TOTAL		1419518	11.01	0	0.00	0	0.00	11.01

(I)(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

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 (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 % of 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	1,148,255	8.90	0	0.00	0	0.00	8.90
TOTAL		1148255	8.90	0	0.00	0	0.00	8.90



CLAUSE 35 OF EQUITY LISTING AGREEMENT
 Name of the Company : FORBES & COMPANY LIMITED
 Quarter ended : 31st December, 2012
 Scrip Code : 502865

(I) (d) 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	Promoter/Promoter Group/Public
1				
2				
-----N.A.-----				
TOTAL				

(II) (a) Statement showing details of Depository Receipts (DRs)

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 (I)(a) above)
1				
2				
-----N.A.-----				
TOTAL				

(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.	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 (I)(a) above)
1				
2				
-----N.A.-----				
TOTAL				



Name of the Company : **FORBES & COMPANY LIMITED**

Quarter ended : **31st December, 2012**

Scrip Code : **502865**

(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 held			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B)	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)						
	Sub-Total (A) (1)	0	0	0	0.00	0.00	0.00
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	Sub-Total (A) (2)	0	0	0	0.00	0.00	0.00
	Total Shareholding of Promoter and Promoter	0	0	0	0.00	0.00	0.00
(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)	Any Other (specify)						
	Sub-Total (B) (1)	0	0	0	0.00	0.00	0.00
(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)	Any Other (specify)						
i	Trusts						
ii	Foreign Corporate Bodies						
	Sub-total (B) (2)	0	0	0	0.00	0.00	0.00
	Total Public Shareholding (B) = (B)(1)+(B)(2)	0	0	0	0.00	0.00	0.00
	TOTAL (A)+(B)	0	0	0	0.00	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)	0	0	0	0.00	0.00	0.00

Note

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

For FORBES & COMPANY LIMITED

A.T. SHAH
A.T. SHAH
Company Secretary



- 8 JAN 2013

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