

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L17110MH1919PLC000628	Pre-fill						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AAACF1765A							
(ii) (a) Name of the company	FORBES & COMPANY LIMITED							
(b) Registered office address	FORBES BUILDING, CHARANJIT RAI MARG, FORT MUMBAI Maharashtra 400001							
(c) *e-mail ID of the company	investor.relations@forbes.co.in							
(d) *Telephone number with STD code	02261358900							
(e) Website	www.forbes.co.in							
(iii) Date of Incorporation	18/11/1919							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM to be held on 27/07/2023.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	92.1
2	L	Real Estate	L1	Real estate activities with own or leased property	7.9

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SHAPOORJI PALLONJI AND CO +	U45200MH1943PTC003812	Holding	72.56
2	CAMPBELL PROPERTIES & HOS +	U70102MH2014PLC260490	Subsidiary	100
3	EFL MAURITIUS LTD		Subsidiary	100
4	FORBES BUMI ARMADA LIMITE +	U35100MH2006PLC159958	Subsidiary	51
5	FORBES CAMPBELL FINANCE L +	U51103MH1977PLC259702	Subsidiary	100
6	FORBES PRECISION TOOLS ANI +	U29256MH2022PLC389649	Subsidiary	100
7	FORBES TECHNOSYS LIMITED	U29290MH1991PLC062425	Subsidiary	100
8	FORBES LUX INTERNATIONAL / +		Subsidiary	100
9	LUX INTERNATIONAL AG		Subsidiary	100
10	LUX PROFESSIONAL SA		Subsidiary	100
11	LUX HUNGARIA KERESKEDELM +		Subsidiary	100
12	LUX OESTERREICH GMBH		Subsidiary	100
13	LUX SCHWEIZ AG		Subsidiary	100
14	LUX INTERNATIONAL SERVICES +		Subsidiary	100
15	LUX WELITY POLSKA SP.ZO.O		Subsidiary	100
16	VOLKART FLEMING SHIPPING / +	U63090MH1920PLC000808	Subsidiary	100
17	FORBES CONCEPT HOSPITALIT +	U55101MH2006PTC162855	Joint Venture	50
18	FORBES MACSA PRIVATE LIMIT +	U29308MH2022PTC394922	Joint Venture	50
19	NUEVO CONSULTANCY SERVIC +	U70200MH2003PTC139672	Associate	49
20	DHAN GAMING SOLUTION (INI +	U92490MH2003PTC139673	Associate	49

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	43,050,000	12,898,616	12,898,616	12,898,616
Total amount of equity shares (in Rupees)	430,500,000	128,986,160	128,986,160	128,986,160

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	43,050,000	12,898,616	12,898,616	12,898,616
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	430,500,000	128,986,160	128,986,160	128,986,160

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	273,452	12,625,164	12898616	128,986,160	128,986,160	

Increase during the year	0	15,694	15694	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	15,694	15694			
Conversion of Shares from Physical to Demat						
Decrease during the year	15,694	0	15694	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	15,694	0	15694			
Conversion of Shares from Physical to Demat						
At the end of the year	257,758	12,640,858	12898616	128,986,160	128,986,160	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="NA"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,478,085,125

(ii) Net worth of the Company

1,939,531,435

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,525,691	73.85	0	
10.	Others	0	0	0	
	Total	9,525,691	73.85	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,427,324	11.07	0	
	(ii) Non-resident Indian (NRI)	29,571	0.23	0	
	(iii) Foreign national (other than NRI)	770	0.01	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	30,363	0.24	0	
	(iii) Government companies	79,980	0.62	0	
3.	Insurance companies	0	0	0	
4.	Banks	12,990	0.1	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,485,361	11.52	0	
7.	Mutual funds	142	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	141,052	1.09	0	
10.	Others IEPF, Clearing Members and +	165,372	1.28	0	
	Total	3,372,925	26.16	0	0

Total number of shareholders (other than promoters)

13,828

**Total number of shareholders (Promoters+Public/
Other than promoters)**

13,830

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

7

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
INDIA DISCOVERY FUN +	DEUTSCHE BANK AG, DB HOUSE, H +			1,148,255	8.9
ANTARA INDIA EVERG +	ICICI BANK LTDSMS DEPT 1ST FLO +			332,891	2.58
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSEH, +			1,940	0.02
ACADIAN EMERGING I +	DEUTSCHE BANK AGDB HOUSE, H, +			919	0.01
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSEH, +			600	0.01
SEI INSTITUTIONAL IN +	HSBC SECURITIES SERVICES, 11TH +			596	0
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSEH, +			160	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	12,371	13,828
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL






(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHAPOORJI PALLONJ 	00010114	Director	0	
MAHESH CHELARAM 	01423084	Managing Director	0	
SIVANANDHAN DHANI 	03607203	Director	0	
JAI LAXMIKANT MAVA 	05260191	Director	1,532	
RANI JADHAV AJIT	07070938	Director	0	
NIKHIL JAYSINH BHAT 	00414281	Director	0	
NIRMAL CHANDMAL J. 	AAEPJ3876H	CFO	0	
RUPA PAWAN KHANN. 	AXFPK9736R	Company Secretar	1	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PANKAJ KHATTAR	ALBPK1556H	Company Secretar	30/08/2022	CESSATION
RUPA PAWAN KHANN	AXFPK9736R	Company Secretar	31/08/2022	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEET	29/09/2022	15,589	54	73.86

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2022	8	7	87.5
2	30/05/2022	8	8	100
3	04/07/2022	8	7	87.5
4	13/08/2022	8	7	87.5
5	26/09/2022	8	7	87.5
6	03/11/2022	8	7	87.5
7	02/02/2023	8	7	87.5
8	21/03/2023	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	20/05/2022	3	3	100
2	AUDIT COMM	30/05/2022	3	3	100
3	AUDIT COMM	04/07/2022	3	3	100
4	AUDIT COMM	13/08/2022	3	3	100
5	AUDIT COMM	26/09/2022	3	3	100
6	AUDIT COMM	03/11/2022	3	3	100
7	AUDIT COMM	02/02/2023	3	3	100
8	AUDIT COMM	21/03/2023	3	3	100
9	NOMINATION	29/12/2022	3	2	66.67
10	STAKEHOLDER	27/02/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SHAPOORJI P	8	1	12.5	1	0	0	
2	MAHESH CHE	8	8	100	10	10	100	
3	SIVANANDHA	8	8	100	10	10	100	
4	JAI LAXMIKAN	8	8	100	1	1	100	
5	RANI JADHAV	8	8	100	2	2	100	
6	NIKHIL JAYSI	8	8	100	11	11	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MAHESH CHELAR	MANAGING DIR	31,649,872	0	0	0	31,649,872
	Total		31,649,872	0	0	0	31,649,872

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NIRMAL CHANDMA	CFO	9,692,606	0	0	0	9,692,606
2	PANKAJ KHATTAR	CS	5,611,150	0	0	0	5,611,150
3	RUPA KHANNA	CS	1,160,010	0	0	0	1,160,010
	Total		16,463,766	0	0	0	16,463,766

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHAPOORJI PALL	DIRECTOR	0	1,500,000	0	50,000	1,550,000
2	SIVANANDHAN DH	DIRECTOR	0	1,500,000	0	1,000,000	2,500,000
3	JAI LAXMIKANT M	DIRECTOR	0	1,500,000	0	500,000	2,000,000
4	RANI JADHAV AJIT	DIRECTOR	0	1,500,000	0	550,000	2,050,000
5	NIKHIL JAYSINH B	DIRECTOR	0	1,500,000	0	1,050,000	2,550,000
	Total		0	7,500,000	0	3,150,000	10,650,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company