

Secretary,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

Date: 28th May, 2013

Dear Sirs,

**PART I - Statement of Standalone and Consolidated Financial Results for the quarter and year ended 31st March, 2013**

(₹ in Lakhs)

Particulars	STANDALONE RESULTS					CONSOLIDATED RESULTS	
	Quarter ended			Year ended		Year ended	
	31.03.2013 (Audited) [see Note 7]	31.12.2012 (Unaudited)	31.03.2012 (Audited) [see Note 7]	31.03.2013 (Audited)	31.03.2012 (Audited)	31.03.2013 (Audited)	31.03.2012 (Audited)
<b>1 Income from operations</b>							
a) Net sales / Income from operations (net of excise duty)	10,082	8,046	7,685	29,831	26,676	1,97,659	1,74,157
b) Other operating income	301	271	424	1,203	1,734	2,271	2,796
<b>Total income from operations (net)</b>	<b>10,383</b>	<b>8,317</b>	<b>8,109</b>	<b>31,034</b>	<b>28,410</b>	<b>1,99,930</b>	<b>1,76,953</b>
<b>2 Expenses</b>							
a) Cost of materials consumed	1,495	3,817	1,867	8,146	5,355	52,326	45,765
b) Purchases of stock-in-trade	577	488	199	1,500	586	40,065	25,356
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2,740	(1,597)	(45)	(48)	150	(9,161)	(996)
d) Employee benefits expense	1,105	1,169	1,002	4,524	4,050	30,566	27,638
e) Depreciation and amortisation expense	342	340	304	1,318	1,211	4,466	4,442
f) Charter hire charges (see Note 3)	-	-	-	-	1,063	41	820
g) Transportation, freight, hire charges and other operating costs relating to Shipping and Logistics division	2,238	1,753	1,752	7,418	6,739	14,794	12,749
h) Other expenses	1,643	2,021	2,501	7,856	7,935	61,755	54,119
<b>Total expenses</b>	<b>10,140</b>	<b>7,991</b>	<b>7,580</b>	<b>30,714</b>	<b>27,089</b>	<b>1,94,852</b>	<b>1,69,893</b>
<b>3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)</b>	<b>243</b>	<b>326</b>	<b>529</b>	<b>320</b>	<b>1,321</b>	<b>5,078</b>	<b>7,060</b>
4 Other income	448	316	132	1,093	284	3,162	2,952
<b>5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)</b>	<b>691</b>	<b>642</b>	<b>661</b>	<b>1,413</b>	<b>1,605</b>	<b>8,240</b>	<b>10,012</b>
6 Finance costs	590	408	322	1,530	1,285	3,187	4,159
<b>7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)</b>	<b>101</b>	<b>234</b>	<b>339</b>	<b>(117)</b>	<b>320</b>	<b>5,053</b>	<b>5,853</b>
8 Exceptional items (see Note 2)	(830)	(1,470)	143	3,731	153	5,815	991
<b>9 Profit / (Loss) from ordinary activities before tax (7+8)</b>	<b>(729)</b>	<b>(1,236)</b>	<b>482</b>	<b>3,614</b>	<b>473</b>	<b>10,868</b>	<b>6,844</b>
10 Tax expense / (Benefit)							
- Current tax expense for current year	25	(280)	-	545	-	2,783	2,020
- Less: MAT credit entitlement	-	-	-	-	-	(20)	(6)
- Excess provision for tax relating to prior years	(12)	(54)	-	(66)	-	(66)	(7)
- Deferred tax	13	(334)	-	479	-	2,697	2,007
-	-	-	-	-	-	(84)	(26)
<b>Sub total</b>	<b>13</b>	<b>(334)</b>	<b>-</b>	<b>479</b>	<b>-</b>	<b>2,613</b>	<b>1,981</b>
<b>11 Net Profit / (Loss) from ordinary activities after tax (9-10)</b>	<b>(742)</b>	<b>(902)</b>	<b>482</b>	<b>3,135</b>	<b>473</b>	<b>8,255</b>	<b>4,863</b>
12 Extraordinary items (net of tax expense)	-	-	-	-	-	-	-
<b>13 Net Profit / (Loss) for the period / year (11+12)</b>	<b>(742)</b>	<b>(902)</b>	<b>482</b>	<b>3,135</b>	<b>473</b>	<b>8,255</b>	<b>4,863</b>
14 Share of profit of Associates						162	284
15 Net Minority Interest						138	104
<b>16 Net Profit after taxes, minority interest, and share of profit of associates</b>						<b>8,555</b>	<b>5,251</b>
17 Paid-up equity share capital (Face Value of ₹ 10 each)	1,290	1,290	1,290	1,290	1,290	1,273	1,273
18 Paid-up debt capital				10,000	-	-	-
19 Reserves excluding Revaluation Reserve as per balance sheet of the accounting year				15,459	12,400	40,969	33,019
20 Debenture Redemption Reserve (included in item 19 above)				2,500	-	-	-
<b>21 Basic and diluted Earnings per share (Face Value of ₹ 10 each) (Quarter figures not annualised)</b>	<b>₹ (5.75)</b>	<b>₹ (6.99)</b>	<b>₹ 3.74</b>	<b>₹ 24.30</b>	<b>₹ 3.66</b>	<b>₹ 67.19</b>	<b>₹ 41.24</b>
22 Debt Equity Ratio				0.84	0.71	-	-
23 Debt Service Coverage Ratio				1.11	0.87	-	-
24 Interest Service Coverage Ratio				6.65	2.35	-	-
Note: Chartering loss arising from the stand by charter agreement as stated in Note 3 included in these results	-	-	-	-	513	-	257
Paid-up debt capital = Non Convertible Debentures							
Debt Equity Ratio = Long Term Borrowings (including current maturities) / Equity Shareholders Fund							
Debt Service Coverage Ratio = Earnings Before Interest + Tax + Depreciation & amortisation expenses + prov. for Diminution in the value of Investment / (Interest + Repayment of Long Term Borrowings)							
Interest Service Coverage Ratio = Earnings Before Interest + Tax + Depreciation & Amortisation Expenses + Prov. for Diminution in the value of Investment / (Interest Expenses)							

## PART II - Select information for the quarter and year ended 31st March, 2013

Particulars	Quarter ended			Year ended	
	31.03.2013	31.12.2012	31.03.2012	31.03.2013	31.03.2012
	(Audited) [see Note 7]	(Unaudited)	(Audited) [see Note 7]	(Audited)	(Audited)
<b>A PARTICULARS OF SHAREHOLDING</b>					
<b>1 Public Shareholding</b>					
- Number of shares	3436925	3436925	3436925	3436925	3436925
- Percentage of shareholding	26.65%	26.65%	26.65%	26.65%	26.65%
<b>2 Promoters and Promoter Group Shareholding</b>					
<b>a) Pledged / Encumbered</b>					
- Number of shares	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-	-
<b>b) Non-encumbered</b>					
- Number of shares	9461691	9461691	9461691	9461691	9461691
- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the Company)	73.35%	73.35%	73.35%	73.35%	73.35%

Particulars	3 months ended 31.03.2013
<b>B INVESTOR COMPLAINTS</b>	
Pending at the beginning of the quarter	13 *
Received during the quarter	-
Disposed of during the quarter	1
Remaining unresolved at the end of the quarter	12 *
* 12 complaints related to court cases	

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## 1 Segment Revenue

- (a) Health, Hygiene, Safety Products and its services  
 (b) Engineering  
 (c) Shipping and Logistics Services  
 (d) Real Estate  
 (e) IT Enabled Services and Products  
 (f) Others

**Total**  
 Less: Inter Segment Revenue  
**Total income from operations (net)**

## 2 Segment Results [Profit / (Loss) before Tax and finance costs from each Segment (including exceptional items related to segments)]

- (a) Health, Hygiene, Safety Products and its services  
 (b) Engineering  
 (c) Shipping and Logistics Services  
 (d) Real Estate  
 (e) IT Enabled Services and Products  
 (h) Others

**Total**  
 Less: Exceptional items other than related to segments

Less: Finance costs  
**Balance**

Less: Unallocable expenses net of unallocable income  
**Profit / (Loss) from ordinary activities before Tax**

## 3 Capital Employed (Segment assets less segment liabilities)

- (a) Health, Hygiene, Safety Products and its services  
 (b) Engineering  
 (c) Shipping and Logistics Services  
 (d) Real Estate  
 (e) IT Enabled Services and Products  
 (h) Others

Unallocated  
**Total Capital Employed**

	STANDALONE RESULTS				CONSOLIDATED RESULTS		
	Quarter ended			Year ended		Year ended	
	31.03.2013 (Audited) [see Note 7]	31.12.2012 (Unaudited)	31.03.2012 (Audited) [see Note 7]	31.03.2013 (Audited)	31.03.2012 (Audited)	31.03.2013 (Audited)	31.03.2012 (Audited)
1 Segment Revenue							
(a) Health, Hygiene, Safety Products and its services	-	-	-	-	-	1,38,926	1,29,946
(b) Engineering	6,862	5,408	4,784	18,839	15,536	21,053	17,817
(c) Shipping and Logistics Services	3,275	2,652	2,927	11,091	11,219	22,167	18,519
(d) Real Estate	246	257	398	1,104	1,655	1,100	1,699
(e) IT Enabled Services and Products	-	-	-	-	-	16,684	8,972
(f) Others	-	-	-	-	-	-	-
<b>Total</b>	<b>10,383</b>	<b>8,317</b>	<b>8,109</b>	<b>31,034</b>	<b>28,410</b>	<b>1,99,930</b>	<b>1,76,953</b>
Less: Inter Segment Revenue	-	-	-	-	-	-	-
<b>Total income from operations (net)</b>	<b>10,383</b>	<b>8,317</b>	<b>8,109</b>	<b>31,034</b>	<b>28,410</b>	<b>1,99,930</b>	<b>1,76,953</b>
2 Segment Results [Profit / (Loss) before Tax and finance costs from each Segment (including exceptional items related to segments)]							
(a) Health, Hygiene, Safety Products and its services	-	-	-	-	-	8,018	9,321
(b) Engineering	568	596	729	1,278	2,335	895	2,202
(c) Shipping and Logistics Services	159	149	339	517	(130)	(1,471)	(315)
(d) Real Estate	321	147	167	6,827	1,207	6,693	1,155
(e) IT Enabled Services and Products	-	-	-	-	-	510	(606)
(h) Others	-	-	-	-	-	(56)	(65)
<b>Total</b>	<b>1,048</b>	<b>892</b>	<b>1,235</b>	<b>8,622</b>	<b>3,412</b>	<b>14,589</b>	<b>11,692</b>
Less: Exceptional items other than related to segments	(830)	(1,470)	-	(2,300)	(58)	-	697
	<b>218</b>	<b>(578)</b>	<b>1,235</b>	<b>6,322</b>	<b>3,354</b>	<b>14,589</b>	<b>12,389</b>
Less: Finance costs	(590)	(408)	(322)	(1,530)	(1,285)	(3,187)	(4,159)
<b>Balance</b>	<b>(372)</b>	<b>(986)</b>	<b>913</b>	<b>4,792</b>	<b>2,069</b>	<b>11,402</b>	<b>8,230</b>
Less: Unallocable expenses net of unallocable income	(357)	(250)	(431)	(1,178)	(1,596)	(534)	(1,386)
<b>Profit / (Loss) from ordinary activities before Tax</b>	<b>(729)</b>	<b>(1,236)</b>	<b>482</b>	<b>3,614</b>	<b>473</b>	<b>10,868</b>	<b>6,844</b>
3 Capital Employed (Segment assets less segment liabilities)							
(a) Health, Hygiene, Safety Products and its services	-	-	-	-	-	28,055	33,966
(b) Engineering	10,084	10,289	6,774	10,084	6,774	11,798	8,968
(c) Shipping and Logistics Services	3,650	4,178	2,985	3,650	2,985	14,147	15,354
(d) Real Estate	(1,216)	(1,388)	(1,595)	(1,216)	(1,595)	(906)	(1,194)
(e) IT Enabled Services and Products	-	-	-	-	-	5,474	2,386
(h) Others	-	-	-	-	-	27	34
<b>Total</b>	<b>12,518</b>	<b>13,079</b>	<b>8,164</b>	<b>12,518</b>	<b>8,164</b>	<b>58,595</b>	<b>59,514</b>
Unallocated	20,324	21,491	19,069	20,324	19,069	25,440	16,754
<b>Total Capital Employed</b>	<b>32,842</b>	<b>34,570</b>	<b>27,233</b>	<b>32,842</b>	<b>27,233</b>	<b>84,035</b>	<b>76,268</b>

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1 Standalone and Consolidated Statement of assets and liabilities as at 31st March, 2013.

₹ in Lakhs

Particulars	STANDALONE		CONSOLIDATED	
	As at 31st March, 2013 Audited	As at 31st March, 2012 Audited	As at 31st March, 2013 Audited	As at 31st March, 2013 Audited
<b>I EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
a) Share capital	1,290	1,290	1,273	1,273
b) Reserves and surplus	15,459	12,400	40,969	33,019
<b>sub-total - Shareholders' funds</b>	<b>16,749</b>	<b>13,690</b>	<b>42,242</b>	<b>34,292</b>
<b>2 Preference shares issued by subsidiary Companies outside the group</b>				
	-	-	1,928	1,874
<b>3 Minority Interest</b>				
	-	-	178	210
<b>4 Non-current liabilities</b>				
a) Long-term borrowings	10,777	8,534	23,141	26,618
b) Deferred tax liabilities (net)	-	-	-	36
c) Other long-term liabilities	455	3,760	14,034	11,873
d) Long-term provisions	574	517	917	861
<b>sub-total - Non-current liabilities</b>	<b>11,806</b>	<b>12,811</b>	<b>38,092</b>	<b>39,388</b>
<b>3 Current liabilities</b>				
a) Short-term borrowings	2,000	3,760	7,596	10,433
b) Trade payables	4,004	3,369	30,223	20,962
c) Other current liabilities	8,838	3,881	39,016	23,136
d) Short-term provisions	1,636	1,335	3,644	3,254
<b>sub-total - Current liabilities</b>	<b>16,478</b>	<b>12,345</b>	<b>80,479</b>	<b>57,785</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>45,033</b>	<b>38,846</b>	<b>1,62,920</b>	<b>1,33,549</b>
<b>II ASSETS</b>				
<b>1 Non-current assets</b>				
a) Fixed assets	11,743	11,753	36,765	37,741
b) Goodwill on Consolidation	-	-	1,334	1,512
c) Non-current investments	15,440	14,640	6,760	6,529
d) Deferred tax assets (net)	-	-	461	413
e) Long-term loans and advances	3,071	2,882	11,086	12,289
f) Other non-current assets	-	-	14,067	13,120
<b>sub-total - Non-current assets</b>	<b>30,254</b>	<b>29,275</b>	<b>70,472</b>	<b>71,603</b>
<b>2 Current assets</b>				
a) Current investments	46	-	5,146	356
b) Inventories	3,393	1,853	31,347	21,105
c) Trade receivables	7,366	3,808	35,726	24,432
d) Cash and cash equivalents	1,195	1,149	14,167	11,067
e) Short-term loans and advances	2,496	2,661	5,682	4,814
f) Other current assets	283	100	379	171
<b>sub-total - Current assets</b>	<b>14,779</b>	<b>9,571</b>	<b>92,448</b>	<b>61,946</b>
<b>TOTAL - ASSETS</b>	<b>45,033</b>	<b>38,846</b>	<b>1,62,920</b>	<b>1,33,549</b>

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**NOTES:**

- The above financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 27<sup>th</sup> and 28<sup>th</sup> May, 2013 respectively.
- Exceptional items:

(₹ in Lakhs)

	STANDALONE					CONSOLIDATED	
	3 months ended 31.03.2013 (Audited) [see Note 7]	Previous 3 months ended 31.12.2012 (Unaudited)	Corresponding 3 months ended in the previous year 31.03.2012 (Audited) [see Note 7]	Year ended 31.03.2013 (Audited)	Previous accounting year ended 31.03.2012 (Audited)	Year ended 31.03.2013 (Audited)	Previous accounting year ended 31.03.2012 (Audited)
Termination benefits and one time settlement with employees	-	-	(17)	(13)	(75)	(13)	(75)
Profit on sale of land and building *(Including interest on delayed payment)	-	-	-	6,044 *	68	6,044	68
Provision for diminution in the value of investments in a jointly controlled entity	(830)	(1400)	-	(2,230)	-	-	-
Write off of investment in a subsidiary company	-	(70)	-	(70)	-	-	-
Prior period adjustments	-	-	46	-	46	-	77
Income on settlement of disputed matters	-	-	114	-	114	-	114
Settlement with erstwhile Joint Venture Partner	-	-	-	-	-	-	149
Gain on cessation of relationship with jointly controlled entity	-	-	-	-	-	-	658
Impairment of Goodwill on Consolidation	-	-	-	-	-	(178)	-
Change in the method of accounting of depreciation	-	-	-	-	-	(38)	-
<b>TOTAL</b>	<b>(830)</b>	<b>(1,470)</b>	<b>143</b>	<b>3,731</b>	<b>153</b>	<b>5,815</b>	<b>991</b>

- To secure the lenders of SCI Forbes Limited (SFL), a jointly controlled entity, amongst other undertakings, two of the joint venture partners, including the Company, had to, sign a standby charter agreement, under which, in the event the vessels were not on charter with a lender approved third party at anytime during the pendency of the loan, two vessels each would come on automatic charter to the joint venture partners at rates specified in the standby charter agreement. Immediately thereafter the global financial crisis occurred with shipping being badly hit with charter rates crashing. The lenders sought a change in some commercial terms for agreeing to approve charterers and other forms of vessel deployment. Whilst this negotiation was going on, the loan covenant had got activated and the Company (as also its other JV partner) had to take the vessels on charter at standby charter rates and deploy them on market rates resulting in the loss of ₹ 513 Lakhs on standalone basis and ₹ 257 Lakhs on consolidated financial statement basis during the previous year ended 31<sup>st</sup> March, 2012. With effect from 1st July, 2011, the aforesaid standby charter agreement has been suspended and consequently the ships have been re-delivered by the Company as also by the joint venture partner to SFL. Non-provision of estimated loss arising from the aforesaid onerous standby charter agreements not being in accordance with the requirements of Accounting Standard 29, 'Provisions, Contingent Liabilities and Contingent Assets' (AS-29) was a subject matter of a qualification in the audit report for the year ended 31st March, 2011.
- Account balances of trade payables, trade receivables and other balances relating to the Shipping and Logistics division were in the process of detailed review and reconciliation. This was a subject matter of qualification in the audit report for the year ended 31<sup>st</sup> March, 2012 and limited review reports for the quarters ended 30<sup>th</sup> June, 2012 and 30<sup>th</sup> September, 2012. During the current period, the Management has completed the detailed review of open items including reconciling balances with parties' statement of accounts wherever available and also instituted stringent process in place. The Management is of the view that presently the account balances are in order and the net effect on these results arising from review and reconciliation process is not material. Accordingly, the subject matter of qualification has been resolved.

5. The Audit Report of the statutory auditors on the Consolidated Financials for the year ended 31st March, 2013 had the following as subject matter of qualification:-
- (a) A subsidiary, namely, Forbes Facility Services Private Ltd., a wholly owned subsidiary, has given an unsecured loan to a joint venture company, namely, Forbes Concept Hospitality Services Private Ltd. (FCHSPL) of ₹ 40.39 Lakhs. Based on the financial statements of FCHSPL, the losses have exceeded the net worth and it has ceased the business operations. In the opinion of the Management of the FCHSPL, the Company is under revival and expected to start catering business in overseas markets and thus, no provision is required to be made in consolidated financial statements.
  - (b) Trade receivables of Forbes Facility Services Private Ltd., a wholly owned subsidiary, include ₹ 104.00 Lakhs (as at 31st March 2012 ₹ 78.91 lakhs) outstanding for more than 365 days which are doubtful of recovery. No provision for the doubtful trade receivables has been made by the company.
  - (c) The business operations of Forbes Concept Hospitality Services Private Limited have been discontinued w.e.f. 1st April, 2011 and the losses as at 31st March, 2013 have exceeded the net worth by ₹ 67.22 Lakhs (as at 31st March 2012 ₹ 69.85 Lakhs). However, the financial statements of the company for the year ended have been prepared on a going concern basis.
  - (d) In respect of subsidiary, Forbes Edumetry Limited, which incurred substantial losses and the accumulated losses far exceed the Paid up capital of the company. Further, the subsidiary has not received any fresh business during the year under review and as such there is no immediate visibility of business in the near term, giving rise to the doubt about the entity's ability to continue as a going concern. The subsidiary is however supported financially by its holding Company, and as such there is no doubt that the company would be able to meet all its financial obligations to its creditors. Further, the management of the subsidiary is making efforts to revive the company by procuring fresh business. Under these circumstances, the accounts of the company have been prepared on a going concern basis.
  - (e) The Consolidated Financial Statements do not include the effect, if any, of equity accounting for the group's investment of ₹ 178 Lakhs in an associate, namely, The Svadeshi Mills Company Limited, in respect of which full provision has been made, in the absence of the financial statements being made available.
6. The Board of Directors of the Company has recommended a dividend of ₹ 0.50 (5%) per equity share of ₹ 10 each for the year ended 31<sup>st</sup> March, 2013 (*Previous year ₹1 (10%) per equity share of ₹10 each*).
7. The figures for the last quarter are the balancing figures between the audited figures in respect of the full financial year and year to date figures up to the third quarter of the financial year.
8. Figures for the previous period are re-classified / re-arranged / regrouped, wherever necessary, to correspond with the current year's classification / disclosure.

For Forbes & Company Limited

  
(Ashok Barat)  
Managing Director

Mumbai, 28<sup>th</sup> May, 2013