

November 3, 2022

General Manager,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

Dear Sir,

Security Code : 502865  
Security ID : FORBESCO

**Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Dear Sir,

Pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at their meeting held on November 3, 2022 has approved the Unaudited Standalone and Consolidated Financial Results for the quarter and half year ended September 30, 2022.

We enclose copy of the Unaudited Standalone and Consolidated Financial Results for the quarter and half year ended September 30, 2022 along with the Limited Review Report dated November 3, 2022 of M/s. Sharp & Tannan Associates, statutory auditors of the Company in respect of the said Financial Results.

The Board Meeting commenced at 3.30 p.m. and concluded at 5.05 p.m.

Kindly acknowledge receipt.

Yours faithfully  
For Forbes & Company Limited



Rupa Khanna  
Company Secretary & Compliance Officer

Encl : As above

**Independent Auditor's Limited Review Report on Standalone Unaudited Financial results of FORBES & COMPANY LIMITED for the quarter and six months period ended on September 30, 2022, Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors  
**FORBES & COMPANY LIMITED**  
(CIN – L17110MH1919PLC000628)  
Forbes Building, Charanjit Rai Marg,  
Fort, Mumbai – 400 001

## Introduction

1. We have reviewed the accompanying statement of Unaudited Standalone Financial results of **FORBES & COMPANY LIMITED** ("the Company") for the quarter and six months period ended September 30, 2022, together with notes thereon ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations, 2015"), which has been initialled by us for identification purposes.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors on November 3, 2022, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, as amended ("the Act"), read with relevant rules issued there under and other recognised accounting practices and policies generally accepted in India and Regulation 33 of the Listing Regulations in this regard. Our responsibility is to express a conclusion on the Statement based on our review.

## Scope of Review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI"). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



#### Emphasis of Matter

4. We draw attention to Note 11 of the Statements in respect to the approved Scheme of Arrangement ("Scheme") between the Company ("FCL" or the "Demerged Company") and Forbes Precision Tools and Machine Parts Limited ("FPTL" or the "Resulting Company") and their respective shareholders under Section 230 to 232 of the Companies Act, 2013 matters. This scheme is subject to approval of Stock Exchanges, Securities and Exchange Board of India, Shareholders and creditors of the company, as may be applicable, Jurisdictional Bench of Hon'ble National Company Law Tribunal (NCLT) and such other statutory and regulatory approvals as may be required.

Our conclusion on the Statement is not modified in respect of the above emphasis of matters.

#### Conclusion

5. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 as prescribed under section 133 of the Act and other recognised accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations 2015, in this regard, including the manner in which it is to be disclosed, or that it contains any material misstatement.

#### Other matters

6. The Statement includes the results for the previous quarter ended June 30, 2022, corresponding quarter and six months period ended September 30, 2021, which have been reviewed by predecessor auditors who issued their unmodified conclusion vide their reports dated August 13, 2022 and November 13, 2021 respectively. The Statement also includes the results for the year ended March 31, 2022, which have been audited by predecessor auditors who issued their unmodified opinion vide their report dated May 30, 2022.

Our conclusion is not modified in respect of this other matters.

Mumbai, November 3, 2022

**Sharp & Tannan Associates**

Chartered Accountants

Firm's Reg. No.: 0109983W

by the hand of



**Parthiv S Desai**

Partner

Membership No.: (F) 042624

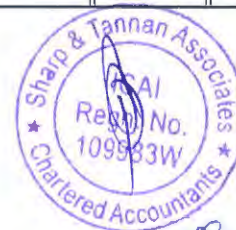
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Statement of Standalone Unaudited Financial Results for the quarter and half year ended 30th September, 2022

(Rs. in Lakhs)

Particulars	Quarter ended			Half year ended		Year ended
	30.09.2022 (Unaudited)	30.06.2022 (Unaudited)	30.09.2021 (Unaudited)	30.09.2022 (Unaudited)	30.09.2021 (Unaudited)	31.03.2022 (Audited)
<b>1 Income</b>						
Revenue from operations	6,319	6,393	6,202	12,712	11,632	23,505
Other income	238	20,722	434	20,960	546	1,370
<b>Total Income</b>	<b>6,557</b>	<b>27,115</b>	<b>6,636</b>	<b>33,672</b>	<b>12,178</b>	<b>24,875</b>
<b>2 Expenses</b>						
Real estate development costs	746	1,444	658	2,190	1,061	2,511
Cost of materials consumed	2,612	2,397	2,092	5,009	3,991	8,166
Purchases of stock-in-trade	105	142	78	247	89	273
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(1,107)	(1,388)	(494)	(2,495)	(1,006)	(2,214)
Employee benefits expense	1,305	1,294	1,135	2,599	2,236	4,880
Finance costs	172	230	321	402	649	1,235
Depreciation and amortisation expense	332	329	328	661	642	1,308
Other expenses	2,200	2,392	1,475	4,592	2,805	6,572
<b>Total expenses</b>	<b>6,365</b>	<b>6,840</b>	<b>5,593</b>	<b>13,205</b>	<b>10,467</b>	<b>22,731</b>
<b>3 Profit / (Loss) before exceptional items and tax</b>	<b>192</b>	<b>20,275</b>	<b>1,043</b>	<b>20,467</b>	<b>1,711</b>	<b>2,144</b>
<b>4 Exceptional items (Net) (Refer Note 5 below)</b>	<b>2,987</b>	<b>(42)</b>	<b>(7,445)</b>	<b>2,945</b>	<b>(9,155)</b>	<b>4,10,091</b>
<b>5 Profit / (Loss) before tax</b>	<b>3,179</b>	<b>20,233</b>	<b>(6,402)</b>	<b>23,412</b>	<b>(7,444)</b>	<b>4,12,235</b>
<b>6 Tax expense / (Reversal)</b>						
Current tax	(1,660)	2,170	281	510	281	-
Deferred tax	(1,110)	1,390	119	280	119	(1,059)
	(2,770)	3,560	400	790	400	(1,059)
<b>7 Profit / (Loss) after tax</b>	<b>5,949</b>	<b>16,673</b>	<b>(6,802)</b>	<b>22,622</b>	<b>(7,844)</b>	<b>4,13,294</b>
<b>8 Other Comprehensive Income</b>						
Items that will not be reclassified to Statement of Profit or Loss						
(a) Remeasurement of the defined benefit plans	(5)	52	1	47	1	22
(b) Fair value changes on Equity instruments through other comprehensive income	2,285	130	-	2,415	-	-
(c) Deferred Tax	(282)	-	-	(282)	-	-
<b>Other Comprehensive Income (net of tax)</b>	<b>1,998</b>	<b>182</b>	<b>1</b>	<b>2,180</b>	<b>1</b>	<b>22</b>
<b>9 Total Comprehensive Income / (Loss) for the period / year</b>	<b>7,947</b>	<b>16,855</b>	<b>(6,801)</b>	<b>24,802</b>	<b>(7,843)</b>	<b>4,13,316</b>
<b>10 Paid-up equity share capital</b> (Face Value of Rs. 10 each)	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>
<b>11 Other equity (excluding Revaluation Reserve)</b>						<b>2,612</b>
<b>12 Basic and diluted earnings per equity share (after exceptional items)</b>	<b>Rs.46.12</b>	<b>Rs.129.26</b>	<b>Rs.(52.73)</b>	<b>Rs.175.36</b>	<b>Rs.(60.81)</b>	<b>Rs.3,203.83</b>
<b>13 Basic and diluted earnings per equity share (before exceptional items)</b> (Quarterly and half year figures not annualised)	<b>Rs.22.96</b>	<b>Rs.129.59</b>	<b>Rs.4.99</b>	<b>Rs.152.53</b>	<b>Rs.10.16</b>	<b>Rs.24.83</b>

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**Reporting of Segment wise Revenue, Results, Assets and Liabilities**

Based on the evaluation of Ind AS 108 - Operating Segments, the management has identified two operating segments viz., Engineering and Real Estate.

(Rs. in Lakhs)

	Quarter ended			Half year ended		Year ended
	30.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1 Segment Revenue</b>						
(a) Engineering	5,948	5,823	5,238	11,771	9,746	20,632
(b) Real Estate	371	571	964	942	1,887	2,875
<b>Total</b>	<b>6,319</b>	<b>6,394</b>	<b>6,202</b>	<b>12,713</b>	<b>11,633</b>	<b>23,507</b>
Less: Inter Segment Revenue	-	1	-	1	1	2
<b>Total revenue from operations (net)</b>	<b>6,319</b>	<b>6,393</b>	<b>6,202</b>	<b>12,712</b>	<b>11,632</b>	<b>23,505</b>
<b>2 Segment Results [Profit / (Loss) before Tax and Interest from each Segment (Including exceptional items related to segments)]</b>						
(a) Engineering	620	493	852	1,113	1,559	2,975
(b) Real Estate	198	(409)	622	(211)	1,089	736
<b>Total segment results</b>	<b>818</b>	<b>84</b>	<b>1,474</b>	<b>902</b>	<b>2,648</b>	<b>3,711</b>
Less: Finance costs	(172)	(230)	(321)	(402)	(649)	(1,235)
<b>Balance</b>	<b>646</b>	<b>(146)</b>	<b>1,153</b>	<b>500</b>	<b>1,999</b>	<b>2,476</b>
Add: Unallocable income / (expense) (net) [including exceptional items]	2,533	20,379	(7,555)	22,912	(9,443)	4,09,759
<b>Profit / (Loss) before tax</b>	<b>3,179</b>	<b>20,233</b>	<b>(6,402)</b>	<b>23,412</b>	<b>(7,444)</b>	<b>4,12,235</b>
<b>3 Segment Assets</b>						
(a) Engineering	16,863	16,992	16,785	16,863	16,785	16,582
(b) Real Estate	18,050	17,253	14,775	18,050	14,775	15,775
(c) Unallocated	19,572	22,469	19,183	19,572	19,183	13,388
<b>Total Assets</b>	<b>54,485</b>	<b>56,714</b>	<b>50,743</b>	<b>54,485</b>	<b>50,743</b>	<b>45,745</b>
<b>4 Segment liabilities</b>						
(a) Engineering	5,628	6,996	9,232	5,628	9,232	8,316
(b) Real Estate	22,473	21,233	18,305	22,473	18,305	18,737
(c) Unallocated	6,062	7,727	14,019	6,062	14,019	14,790
<b>Total Liabilities</b>	<b>34,163</b>	<b>35,956</b>	<b>41,556</b>	<b>34,163</b>	<b>41,556</b>	<b>41,843</b>

**Notes on Segment Information:**

- Segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.
- Details of product categories included in each segment comprises:
  - Engineering Segment includes manufacture/ trading in Precision Cutting Tools, Spring Lock Washers and Marking Systems. The Company caters to the needs of domestic and export markets.
  - Real Estate includes income from renting out investment properties and revenue from real estate development project.
  - Unallocable Corporate Assets mainly comprises of investments, tax receivables and other unallocable assets.
  - Unallocable Liabilities comprise borrowings, provisions and other unallocable liabilities.
- Other income allocable to respective segments has been considered as part of Segment Results.

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## 1 Standalone Statement of Assets and Liabilities as at 30th September, 2022

Particulars	(Rs. in Lakhs)	
	As at 30.09.2022 (Unaudited)	As at 31.03.2022 (Audited)
<b>Assets</b>		
<b>1 Non-current assets</b>		
Property, plant and equipment	9,029	9,297
Right-of-use assets	38	41
Capital work-in-progress	58	82
Investment Properties	2,212	2,256
Other Intangible assets	124	149
Intangible assets under development	-	-
Financial Assets:		
i) Investments	9,727	3,661
ii) Loans	17	-
iii) Other financial assets	195	146
	9,939	3,807
Tax assets		
i) Deferred tax assets (net)	1,611	2,173
ii) Income tax assets (net)	1,262	952
	2,873	3,125
Other non-current assets	382	264
<b>Total Non-current assets</b>	<b>24,655</b>	<b>19,021</b>
<b>2 Current assets</b>		
Inventories	18,416	16,344
Financial Assets:		
i) Investments	2,670	-
ii) Trade receivables	3,593	3,144
iii) Cash and cash equivalents	1,345	611
iv) Bank balances other than (iii) above	2,241	288
v) Loans	11	1
vi) Other financial assets	161	98
	10,021	4,142
Other current assets	1,391	1,066
	11,412	5,208
Assets classified as held for sale	-	5,172
<b>Total Current assets</b>	<b>29,828</b>	<b>26,724</b>
<b>Total Assets</b>	<b>54,483</b>	<b>45,745</b>
<b>Equity and Liabilities</b>		
<b>Equity</b>		
Equity share capital	1,290	1,290
Other equity	19,031	2,612
<b>Total Equity</b>	<b>20,321</b>	<b>3,902</b>
<b>Liabilities</b>		
<b>1 Non-current liabilities</b>		
Financial liabilities:		
i) Borrowings	4,384	5,548
ii) Lease liability	16	19
iii) Other financial liabilities	139	140
	4,539	5,707
Provisions	767	536
<b>Total Non-current liabilities</b>	<b>5,306</b>	<b>6,243</b>
<b>2 Current liabilities</b>		
Financial liabilities:		
i) Borrowings	1,528	4,621
ii) Lease liability	7	7
iii) Trade payables		
a) total outstanding dues of micro enterprises and small enterprises; and	843	551
b) total outstanding dues of creditors other than micro enterprises and small enterprises	3,806	4,180
iv) Other financial liabilities	1,745	4,530
	7,929	13,889
Other current liabilities	20,390	21,274
Provisions	33	437
Current tax liabilities (net)	504	-
<b>Total Current Liabilities</b>	<b>28,856</b>	<b>35,600</b>
<b>Total Liabilities</b>	<b>34,163</b>	<b>41,843</b>
<b>Total Equity and Liabilities</b>	<b>54,483</b>	<b>45,745</b>

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2. Statement of Standalone Unaudited Cash flows for the half year ended 30th September, 2022

(Rs. in Lakhs)

	Half year ended 30th Sept., 2022 (Unaudited)	Half year ended 30th Sept., 2021 (Unaudited)
<b>Cash flows from operating activities</b>		
<b>Profit before tax</b>	23,412	(7,444)
<b>Adjustments for -</b>		
Depreciation and amortisation expense	661	642
Interest Income earned on financial assets that are not designated as at fair value through profit or loss :		
(i) Bank deposits	(49)	(27)
ii) Inter-corporate deposits	(2)	-
Interest on Income Tax refund	-	(95)
Finance costs	401	649
Dividend/ Interest Income from Mutual fund	(70)	-
(Gain)/loss on disposal of property, plant and equipment	(20,782)	(248)
Credit balances / excess provision written back	5	(36)
Provision for doubtful trade receivables	24	-
Gain on fair value / interest on long-term investments in a subsidiaries	-	(94)
Net unrealised exchange loss	(20)	19
	<u>(19,832)</u>	<u>810</u>
<b>Exceptional Items:</b>		
- Expected out flow for disputed matters	-	230
- Impairment of investments, loans (including interest accrued thereon) and other receivables in a subsidiary / provision for Guarantees given to a subsidiary (Forbes Technosys Ltd.)	401	7,614
- Gain on sale of Investment	(3,346)	-
- Impairment of Investments In a subsidiary (Shapoorji Pallonji Forbes Shipping Limited)	-	2,514
- Notional income on early redemption of debentures	-	(1,203)
	<u>(2,945)</u>	<u>9,155</u>
	<u>(22,777)</u>	<u>9,965</u>
<b>Operating profit before working capital changes</b>	635	2,521
<b>Changes in working capital:</b>		
Decrease / (increase) in trade and other receivables	(539)	587
(Increase) / decrease in Inventories	(2,072)	(1,764)
(Increase) / decrease in other assets	(338)	(8)
Increase / (decrease) in trade and other payables	204	1,892
Increase / (decrease) in provisions	(126)	(45)
Increase / (decrease) in other liabilities	(882)	2,243
	<u>(3,753)</u>	<u>2,905</u>
<b>Cash inflow / (outflow) from operations</b>	<u>(3,118)</u>	<u>5,426</u>
Income taxes (paid)/ refunds received (net)	<u>(316)</u>	<u>538</u>
<b>(a) Net cash flow inflow / (outflow) from operating activities</b>	<u>(3,434)</u>	<u>5,964</u>
<b>Cash flows from investing activities:</b>		
Payments for property, plant and equipment (net of capital creditors and including capital advances, capital work-in-progress, investment properties and intangible assets)	(766)	(468)
Proceeds from disposal of property, plant and equipment	29,312	251
<u>Proceeds from sale / capital reduction of long-term investments</u>		
Inter Corporate Deposits given to related parties	-	(2,652)
Loans and advances given to related parties realised	(3,185)	-
Debentures of related party redeemed	-	1,728
Investment in Equity shares	(3,650)	-
Investment in Mutual fund	(2,670)	-
Bank balances not considered as cash and cash equivalents	(1,952)	(2,021)
Interest received	20	25
Dividend/ Interest received from Mutual fund	70	-
<b>(b) Net cash (outflow) / inflow from Investing activities</b>	<u>17,179</u>	<u>(3,137)</u>

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(Rs. in Lakhs)

	Half year ended 30th Sept., 2022 (Unaudited)	Half year ended 30th Sept., 2021 (Unaudited)
<b>Cash flows from financing activities:</b>		
Proceeds from long-term borrowings	-	236
Repayment of long-term borrowings	(1,914)	(2,864)
Repayment of short-term borrowings	(2,344)	
Net Increase In cash credit, overdraft balances, credit card facilities and commercial papers	1	(1,209)
Finance costs paid	(365)	(621)
Payment of Lease Liabilities	(5)	(19)
Dividend paid on equity shares	(8,384)	-
<b>(c) Net cash inflow / (outflow) from financing activities</b>	<b>(13,011)</b>	<b>(4,477)</b>
<b>(d) Net increase/ (decrease) in cash and cash equivalents (a + b + c)</b>	<b>734</b>	<b>(1,650)</b>
<b>(e) Cash and cash equivalents as at the commencement of the year</b>	<b>611</b>	<b>2,171</b>
<b>(f) Cash and cash equivalents as at the end of the year (d + e) (Refer Note 13A)</b>	<b>1,345</b>	<b>521</b>

**Reconciliation of cash and cash equivalents as per the cash flow statements****Cash and cash equivalents as per above comprise of the following**

	30th Sept., 2022 Rs. in Lakhs	30th Sept., 2021 Rs. in Lakhs
Balances with bank		
- In current accounts	558	483
- In EEFC Accounts	110	38
- In deposit accounts (with original maturity upto 3 months)	677	-
<b>Balances as per statement of cash flows</b>	<b>1,345</b>	<b>521</b>

**Notes:**

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard - 7 on Statement of Cash Flows.
- Previous year figures have been regrouped/ reclassified, wherever necessary to confirm to current year classification.
- Other bank balances at the end of the year Includes: (i) earmarked balances towards unpaid dividends ₹ 24 Lakhs (Previous year ₹ 24 Lakhs) and (ii) margin money deposits ₹ 256 Lakhs (Previous year ₹ 258 Lakhs) includes security against license for import of goods under EPCG Scheme and hence are not available for immediate use by the Company.
- The Interest paid during the period excludes ₹ Nil (Previous year ₹ Nil) in respect of interest costs capitalised for property, plant and equipment in accordance with Ind AS 23 and interest expense on loans for real estate development activities amounting to ₹ Nil (Previous year ₹ Nil).



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**Notes:**

3. The above results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 3rd November 2022 and have been subjected to a Limited Review by the statutory auditors of the Company in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The above financial results of the Company have been prepared in accordance with Indian Accounting Standard ("Ind AS") as prescribed and Section 133 of Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India.
5. Exceptional items:

Particulars		Quarter ended			Half year ended		(Rs. in Lakhs)
		30.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	Year Ended
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
(i)	Provision for disputed matters	-	-	-	-	(230)	(230)
(ii)	Impairment of investments, loans (Including interest accrued thereon) and other receivables in a subsidiary/ Provision for Guarantees given to a subsidiary (Forbes Technosys Limited)	(215)	(186)	(6,134)	(401)	(7,614)	(7,517)
(iii)	Impairment of Investments in a subsidiary/ associate (Shapoorji Pallonji Forbes Shipping Limited)	-	-	(2,514)	-	(2,514)	(3,305)
(iv)	Gain on sale of Associate (Shapoorji Pallonji Forbes Shipping Limited)	-	144	-	144	-	-
(v)	Notional Income on early redemption of debentures (Forbes Campbell Finance Limited)	-	-	1,203	-	1,203	1,203
(vi)	Impairment of loans, financial assets and receivables in a subsidiary (Lux Group)	-	-	-	-	-	(32,936)
(vii)	Notional gain on distribution of demerged undertaking to owners (Refer note 8 below)	-	-	-	-	-	4,52,876
(viii)	Gain on Sale of shares of Forbes Facility Services Limited	3,202	-	-	3,202	-	-
(ix)	Capital reduction of Forbes Technosys Limited pursuant to Composite scheme of Arrangement	(13,183)	-	-	(13,183)	-	-
(x)	Reversal of provision for impairment of investment in Forbes Technosys Limited	13,183	-	-	13,183	-	-
	<b>TOTAL</b>	<b>2,987</b>	<b>(42)</b>	<b>(7,445)</b>	<b>2,945</b>	<b>(9,155)</b>	<b>4,10,091</b>

- (i) The Company had received Rs. 1,017 Lakhs in the year ended 31<sup>st</sup> March, 2016 from the Hon'ble Debt Recovery Tribunal, Mumbai, towards principal and interest for loan given to Coromandel Garments Limited (presently under liquidation).

The Company had made a provision of Rs. 365 Lakhs in earlier years which was reversed on receipt of Rs. 1,017 Lakhs from Coromandel Garments Limited and accounted the balance as interest income during the year ended 31<sup>st</sup> March, 2016.

In July 2018, in a separate proceeding the Hon'ble High Court, Mumbai had directed the Company to refund the aforesaid amount of Rs. 1,017 Lakhs with interest. Consequently, the Company refunded Rs. 1,056 Lakhs (including interest calculated from the date of the order till the date of payment aggregating Rs. 39 Lakhs) and recorded this as an exceptional expense during the year ended 31<sup>st</sup> March, 2019. The Company was subsequently directed by the Hon'ble High Court to pay interest from the date the amount was received by the Company amounting to Rs. 276 Lakhs (of which the Company had provided for Rs. 46 Lakhs and Rs. 230 Lakhs was disclosed as a contingent liability), which was appealed by the Company.

The Official Liquidator vide order dated 23<sup>rd</sup> December, 2019 adjudicated and admitted a claim of Rs. 744 Lakhs (comprising Rs. 325 Lakhs towards loan and Rs. 419 Lakhs as interest).

The appeal filed by the Company with the High Court with respect to the interest payment of Rs. 276 Lakhs was dismissed on 9<sup>th</sup> June, 2021. Thereafter the Official Liquidator filed a report seeking permission from the Hon'ble High Court, Mumbai for payment of an amount of Rs. 468 Lakhs after adjusting interest amount of Rs. 276 Lakhs from the total adjudicated claim of Rs. 744 Lakhs. The Hon'ble High Court, vide order dated 4<sup>th</sup> August 2021, had permitted the Official liquidator to pay an amount of Rs. 468 Lakhs to the Company within

Contd ...



two weeks from the date of the said Order. The Company has received the aforesaid amount of Rs 468 Lakhs in the year ended 31<sup>st</sup> March, 2022 and provided for Rs. 230 Lakhs in addition to Rs. 46 Lakhs provided earlier and recorded the expense as an exceptional item for year ended 31<sup>st</sup> March, 2022.

- (ii) Forbes Technosys Limited (FTL), a subsidiary, has incurred a net loss of Rs. 1,455 Lakhs for the quarter ended 30<sup>th</sup> September, 2022 and a net loss of Rs. 2,848 Lakhs for the half year ended 30<sup>th</sup> September, 2022. The Company's current liabilities exceeded its current assets by Rs. 17,155 Lakhs as at 30<sup>th</sup> September, 2022. The Company has accumulated losses of Rs. 17,739 Lakhs and its net worth is negative as at 30<sup>th</sup> September, 2022.

FTL has suffered a setback in the last few years due to covid and also the muted demand and stress in some of the key sectors that FTL has been traditionally dependent on, such as banking and telecom. The entry of several local players in the e-payments space and heightened competition has put additional pressure on the margins of FTL.

The operations of FTL were impacted by the covid-19 pandemic as its manufacturing units and offices had to be completely shut-down due to lockdowns/ emergency measures adopted by the government multiple times in 2020 and 2021. Supply chain for critical electronic components required for sales and services were affected since January 2020, which impacted business activities and overall performance of FTL, resulting in FTL realigning its market strategies, exited certain loss making business verticals and focusing on serving customer orders and providing logistics services to customers. Overall, the present situation coupled with the impact of covid-19 had resulted in a decline in the recoverable value of investment / other assets in FTL, consequent to which an impairment provision / loss allowance as follows have been created:

- The Company has granted additional inter-corporate deposits amounting to Rs. 215 Lakhs during the quarter ending 30<sup>th</sup> September, 2022 and Rs. 3,185 Lakhs for the half year ended 30<sup>th</sup> September 2022. Provision created for Guarantees given to FTL by the Company amounting to Rs. 2,784 Lakhs has been utilized for providing the inter-corporate deposits and provided additional balance provision amount of Rs. 186 Lakhs for the quarter ended 30<sup>th</sup> June 2022 and further additional provision for Rs. 215 Lakhs in the quarter ended 30<sup>th</sup> September 2022, total additional provision amounting to Rs. 401 Lakhs is provided for the half year ended 30<sup>th</sup> September 2022.
- Provision for inter-corporate deposits (including interest accrued thereon) of Rs. 2,652 Lakhs for the half year ended 30<sup>th</sup> September, 2021 and Rs. 4,733 Lakhs for the year ended 31<sup>st</sup> March, 2022 and guarantees given to FTL (against bank loans availed by FTL) provision aggregating Rs 4,962 Lakhs for half year ended 30<sup>th</sup> September, 2021 and additional provision of Rs. 2,784 Lakhs (net of utilization) has been created for during the six months period from October 2021 to March 2022 for the year ended 31<sup>st</sup> March 2022.

Additionally, inter-corporate deposits given to FTL (including interest accrued thereon) aggregating Rs. 4,800 Lakhs (which were fully provided) has been converted into equity investments during the year ended 31<sup>st</sup> March, 2022.

The board of directors of FTL have pursuant to provisions of Section 230 to 232 applied to the National Company Law Tribunal (NCLT) for merger of Forbes Campbell Service Limited ("FCSL") and FTL for a consideration of Rs. 3 Lakhs effective 1<sup>st</sup> October, 2021 and also proposed for reduction in the share capital of FTL. The NCLT, in its order dated 16<sup>th</sup> September, 2022 ('the Order') approved the Composite Scheme of Arrangement for amalgamation of Forbes Campbell Service Limited ('FCSL') into FTL and reduction of share capital of FTL. The appointed date of the Scheme is 1<sup>st</sup> October, 2021 and the scheme has been effective from 29<sup>th</sup> September, 2022 i.e., the last date on which the certified copy of the order was filed with the Registrar of Companies. Pursuant to scheme, the Company has written off the investment of Rs. 13,187 Lakhs and provision created for the investment amounting to Rs. 13,187 Lakhs is reversed.

- (iii) Pursuant to NCLT and Bombay High Court approval vide order dated 21<sup>st</sup> January, 2022 for capital reduction in Shapoorji Pallonji Forbes Shipping Limited ('SPFSL'), 2,01,25,000 equity shares of Rs. 10 each and 87,50,000 preference shares of Rs. 10 each were cancelled.

Further, SPFSL has incurred a loss of Rs. 880 Lakhs during the year ended 31<sup>st</sup> March, 2022 and SPFSL has sold some of its shipping vessels on which an exceptional loss was incurred in the previous as well as current year. As at the year ended 31<sup>st</sup> March, 2022, only one ship remains (which has been sold subsequent to the year ended 31<sup>st</sup> March, 2022). Consequently, the recoverable value from use/ sale of the remaining vessels in SPSFL is lower as compared to the carrying value of the investment value in SPFSL and hence, an impairment provision of Rs. 791 Lakhs and Rs. 3,305 Lakhs respectively for the quarter and year ended 31<sup>st</sup> March, 2022 was recorded as an exceptional expense.

Further, pursuant to the termination of the joint venture agreement between the shareholders of SPFSL during the year, SPFSL ceased to be a subsidiary of the Company effective 1<sup>st</sup> March, 2022.

- (iv) The Board of Directors of the Company, at their meeting held on 30<sup>th</sup> May, 2022, have approved the sale of the entire shareholding in SPFSL. The Company has sold 3,75,000 equity shares of Rs. 10 each and 2,21,50,000 Zero Percent Redeemable Preference Shares of Rs. 10 each of SPFSL to M/s G.S Enterprises, a related party for an aggregate purchase consideration of Rs. 2,900 Lakhs during the quarter ended 30<sup>th</sup> June, 2022. The net carrying value of the investments in SPFSL (reflected as asset held for sale on 31<sup>st</sup> March, 2022) as at the date of sale was Rs. 2,756 Lakhs and consequently, the Company has recognised an exceptional gain of Rs. 144 Lakhs for the quarter ended 30<sup>th</sup> June, 2022. The capital gains tax impact of the aforesaid transaction has been appropriately considered during the quarter ended 30<sup>th</sup> June, 2022.

- (v) Forbes Campbell Finance Limited (FCFL), a subsidiary, has early redeemed 0.1% Optionally Convertible Redeemable Debentures at face value of Rs. 10 each during the year ended 31<sup>st</sup> March, 2022. The difference between the carrying amount of the debentures aggregating Rs. 525 Lakhs and the amount received from FCFL aggregating Rs. 1,728 Lakhs has been recognized as income received on early redemption from FCFL (i.e., Rs 1,203 Lakhs) during the year ended 31<sup>st</sup> March, 2022 and recorded as an exceptional item.



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(vi) Lux group is part of the Health and Hygiene business segment of the Group and was earlier part of the Eureka Forbes group of subsidiaries. Pursuant to the demerger of the major Health and Hygiene business in lines with the composite scheme (refer Note 8 below) from the Group, synergies which were expected to bring about business expansion and recovery for Lux Group might not be attainable. Accordingly, based on an assessment of the revised future projections carried out by the Company's management after considering current economic conditions and trends and estimated future operating results, an impairment loss of Rs. 32,936 Lakhs has been recorded as an exceptional item for the quarter and year ended 31<sup>st</sup> March, 2022 towards:

- Loans outstanding of Rs. 10,174 Lakhs.
- Financial assets aggregating Rs. 20,033 Lakhs
- Non-current assets aggregating Rs. 273 Lakhs
- Trade Receivables aggregating Rs. 2,456 Lakhs

6. Ind AS 115 'Revenue from Contracts with Customers', a new accounting standard notified by the Ministry of Corporate Affairs (MCA) on 28<sup>th</sup> March, 2018 was effective from accounting period beginning on or after 1<sup>st</sup> April, 2018 and replaced the then existing revenue recognition standards. The application of Ind AS 115 had significant bearing on the Company's accounting for recognition of revenue from real estate development projects.

Considering the terms of the contract, receipt of Occupancy Certificate for Phase I of the real estate development project, issuance of possession letters and transfer of control of the real estate units to the customers, the Company has recognised revenue of Rs. NIL for the quarter ended 30<sup>th</sup> September 2022, Rs. 201 Lakhs for the quarter ended 30<sup>th</sup> June, 2022, Rs. 1,155 Lakhs for the quarter ended 30<sup>th</sup> September 2021, Rs. 494 Lakhs for the quarter ended 30<sup>th</sup> June, 2021 and Rs. 1,491 Lakhs for the year ended 31<sup>st</sup> March, 2022.

7. The COVID-19 pandemic has severely disrupted the world's business operations due to global lockdown and other emergency measures imposed by the various governments. The operations of the Company were impacted due to the shutdown of plants, real estate development project and offices following the nationwide lockdown. The Company commenced with its operations in a phased manner in line with the directives from the authorities.

The Company has evaluated the impact of this pandemic (considering the current situation and likely future developments along with the expected impact of the new waves and strains of virus in the country) on its business operations, liquidity and recoverability/ carrying values of its assets including property, plant and equipment, trade receivables, inventory and investments as at the Balance Sheet date. Based on the management's review of the current indicators and economic conditions, there are no additional adjustments on the Company's financial results for the quarter ended 30<sup>th</sup> September, 2022. The Company has adequate liquidity and unutilized fund-based credit facilities available, to take care of any urgent requirement of funds.

The Company throughout the lockdown period and even subsequently has been able to maintain adequate control of its assets and there are no significant changes to its control environment during the period.

However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly, the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

8. The Board of Directors of the Company at their Board Meeting held on 8<sup>th</sup> September 2020 had, inter alia, approved the Composite Scheme of Arrangement ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder.

The Scheme provided for amalgamation and vesting of Aquaignis Technologies Private Limited ("ATPL") and Euro Forbes Financial Services Limited ("EFFSL") [the wholly owned subsidiaries of Eureka Forbes Limited ("EFL")] with and into EFL and amalgamation and vesting of EFL with and into the Company.

Further, upon the above part of the Scheme being effective, Demerger and vesting of Demerged Undertaking (as defined in the Scheme) of the Company into Forbes Enviro Solutions Limited ("FESL"), on a going concern basis took place in the year ended 31<sup>st</sup> March, 2022. Upon the entire scheme becoming effective, the name of FESL was changed to Eureka Forbes Limited.

On 19<sup>th</sup> September, 2021 a Share Purchase Agreement (SPA) was entered into between Lunolux Limited (Acquirer), an Advent International entity, Shapoorji Pallonji and Company Private Limited (Seller), the Company, EFL, FESL and Forbes Campbell Finance Limited ("FCFL") for sale of shares of FESL, post issuance and listing of the same pursuant to the Scheme becoming effective.

Pursuant to the aforesaid SPA, the Board of Directors of the Company vide resolution dated 10<sup>th</sup> October, 2021, approved the following amendments to the Scheme:

- certain identified investments of EFL shall not be demerged as part of the Demerged Undertaking (as defined in the Scheme) from the Company to FESL,
- "appointed date" as per the Scheme would be effective date or the first day of the calendar month immediately succeeding the month in which the effective date occurs, as may be decided by the Board.

Consequently, notices to equity shareholders, secured creditors and unsecured creditors were sent for the aforesaid modifications in the Scheme and necessary approvals from the stock exchange, regulators and other stakeholders were sought. On 6<sup>th</sup> October, 2021, the Company received an order from Hon'ble National Company Law Tribunal, Mumbai (NCLT) for convening meetings of equity shareholders, secured creditors and unsecured creditors and consequently the meetings were held on 22<sup>nd</sup> November, 2021, where the scheme was approved. EFL has deconsolidated FESL w.e.f. 1<sup>st</sup> December, 2021. Further, the Scheme was sanctioned by the NCLT vide order dated 25<sup>th</sup> January, 2022. Upon receipt of the certified copy of the said order, the Scheme was made effective by filing Form INC 28 with the Registrar of Companies, Mumbai, Maharashtra (ROC) on 1<sup>st</sup> February, 2022.



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The Board of Directors of the respective companies vide resolution dated 31<sup>st</sup> January, 2022 approved 1<sup>st</sup> February, 2022 as the Appointed Date, for the purposes of the Scheme. Consequently, with effect from 1<sup>st</sup> February, 2022, ATPL and EFFSL merged with EFL, followed by merger of EFL into the Company and demerger of the Demerged Undertaking on a going concern basis into FESL on the same date.

In accordance with the provisions of the Scheme, each shareholder of the Company as on the Record date i.e., 11<sup>th</sup> February, 2022 was allotted 15 shares each of FESL (Now EFL) which got listed on BSE Limited. The allotment of the aforesaid new shares was completed on 14<sup>th</sup> February, 2022 and each shareholder of Forbes & Company Limited became entitled to 15 shares of FESL (Now EFL) in the ratio to their original holding as per details specified in the scheme.

#### Merger

Merger as per the requirements of Appendix C to Ind AS 103 - Business Combinations, should be accounted for as if it had occurred from the beginning of the preceding period in the standalone financial results of the Company. However, in accordance with MCA circular dated 21<sup>st</sup> August, 2019, the Company has considered the appointed date i.e., 1<sup>st</sup> February, 2022 as the date of merger.

On account of merger, a net liability of Rs. 13,270 Lakhs of merged entities as on 1<sup>st</sup> February, 2022 (after eliminations of intercompany transactions) which includes Lux Group loans, receivables and liabilities Rs. 32,906 Lakhs, was taken over and the investment of the Company in EFL amounting to Rs. 6,573 Lakhs were eliminated.

#### Demerger

Post the merger scheme becoming effective, Demerger and vesting of Demerged Undertaking (as defined in the Scheme) of the Company into Forbes Enviro Solutions Limited ("FESL"), on a going concern basis took place on the appointed date of 1<sup>st</sup> February, 2022 as approved by the NCLT.

The demerger was considered as a distribution of non-cash assets to the owners of the Company and the difference in the fair value and the carrying amount of net assets of the Demerged Undertaking was recognised as Notional gain on demerger in the financial results for the quarter and year ended 31<sup>st</sup> March, 2022 as an exceptional item amounting to Rs. 4,52,876 Lakhs. Neither the Company nor the shareholders have received any cash or were they entitled to receive any cash in respect of this Composite Scheme.

	(Rs. in Lakhs)
Distribution of demerged undertaking to Shareholders of the Company	4,06,600
Carrying value of net assets/ (liabilities) of demerged entities	(46,276)
Notional gain on distribution of demerged undertaking to owners	4,52,876

The aforementioned merger and demerger have a net impact of Rs. 26,433 Lakhs on reserves as at 31<sup>st</sup> March, 2022. The total assets pertaining to the Lux Group retained by the Company in lines with the Composite Scheme are Rs. 32,936 Lakhs (Refer Note 5 (vi) above).

- The Board of Directors of the Company, in their meeting held on 22<sup>nd</sup> December, 2020, approved entering into a Memorandum of Understanding ("MOU") for sale of approximately 3.804 acres of land at Chandivali. Accordingly, the net carrying value aggregating Rs. 2,316 Lakhs [including Rs. 2,277 Lakhs paid towards seeking permission under the Urban Land (Ceiling & Regulation) Act, 1976 for the transfer/ sale/ development/ redevelopment of the land during the quarter ended 31<sup>st</sup> March, 2022], has been reflected as asset held for sale as on 31<sup>st</sup> March, 2022.

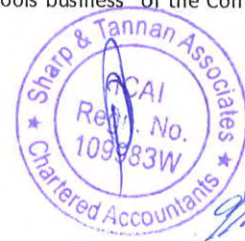
Pursuant to the Board of Directors meeting dated 24<sup>th</sup> March, 2022, the Company entered into a new Agreement for Sale (AFS) for the aforesaid land, with Equinix India Private Limited (Equinix) for an aggregate consideration of Rs. 23,500 Lakhs, which was executed on 24<sup>th</sup> March, 2022 and completion of the said transaction was subject to fulfilment of conditions precedent.

The transaction for sale of Chandivali land with Equinix got concluded on 28<sup>th</sup> June, 2022 post completion of the conditions precedent and the Company received entire consideration of Rs. 23,500 Lakhs during the quarter ended 30<sup>th</sup> June, 2022. The difference between the net disposal proceeds and the carrying amount of the land amounting to Rs. 20,684 Lakhs has been recognized as gain on disposal during the quarter ended 30<sup>th</sup> June, 2022 and reflected in Other income in these financial results. The capital gains tax impact of the aforesaid transaction has been appropriately considered during the quarter ended 30<sup>th</sup> June, 2022.

- The Board of Directors of the Company at their meeting held on 23<sup>rd</sup> February, 2022 has approved entering into a binding term sheet for sale of its entire shareholding in Forbes Facility Services Private Limited (FFSPL), a wholly owned subsidiary of the Company to SILA Solutions Private Limited. This binding term sheet has been executed on 23<sup>rd</sup> February, 2022 and agreement for sale executed on 20<sup>th</sup> May, 2022. The transaction has been completed on 1<sup>st</sup> July 2022 a sales consideration of Rs. 4,200 Lakhs. The Company has received the consideration of Rs.3,960 Lakhs after deduction of Rs. 240 Lakhs for the legal disputes with multiple customers. The difference between the net disposal proceeds and the carrying amount of investment and expenditure incurred on the transactions and provision made on account of the obligations undertaken by the company under the agreement for sale the net amount of Rs. 3,202 Lakhs has been recognized as gain on disposal during the quarter ended 30<sup>th</sup> September 2022 and reflected in Exceptional items in these financial results. The capital gains tax impact of the aforesaid transaction has been appropriately considered during the quarter ended 30<sup>th</sup> September 2022.

Additionally, as per the terms of the agreement to sale, the Company has taken-over current receivables and payable balances of FFSPL as on 31<sup>st</sup> December, 2021 to/ from related parties aggregating Rs. 122 Lakhs and Rs. 237 Lakhs respectively and receivable from non related party amounting to Rs. 54 Lakhs and the net amount of Rs. 60 Lakhs is received by the Company from FFSPL.

- The Board of Directors of the Company in their meeting dated 26<sup>th</sup> September, 2022 have approved the Scheme of Arrangement ("Scheme") between the Company ("FCL" or the "Demerged Company") and Forbes Precision Tools and Machine Parts Limited ("FPTL" or the "Resulting Company") and their respective shareholders under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions and the Rules framed thereunder. This Scheme is a Scheme of Arrangement involving demerger of "Precision Tools business" of the Company into Forbes Precision Tools and Machine Parts Limited.



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The Scheme is subject to necessary approvals by the Stock Exchanges, Securities and Exchange Board of India, Shareholders and Creditors of the Company, as may be applicable, Jurisdictional Bench of National Company Law Tribunal ("NCLT") and such other statutory and regulatory approvals as may be required.

The relevant documents for obtaining approval under Regulation 37 of the SEBI Listing Regulations are submitted to the Designated Stock Exchange.

The FPTL has been incorporated on 30<sup>th</sup> August, 2022 as a wholly owned subsidiary of the Company.

12. The Board of Directors of the Company in their meeting on dated 13<sup>th</sup> August, 2022 have approved in principle, a proposal to enter into a 50:50 Joint venture with MACSA ID for providing innovative laser marking and traceability solutions for the entire range of materials metal and non-metals.
13. During the quarter ended 30<sup>th</sup> September 2022, the Company has paid Special interim dividend of Rs. 65/- per fully paid equity share of Rs. 10 each for the financial year 2022-23 after completing all the necessary compliances.
14. The figures of the quarter ended 31<sup>st</sup> March, 2022 are balancing figures between the audited figures in respect of the full financial year ended on 31<sup>st</sup> March, 2022 as reported in these financial results and the unaudited published year to date figures up to third quarter ended on 31<sup>st</sup> December, 2021, which were subjected to Limited Review by the previous Statutory Auditors.,
15. Figures for the previous periods are re-classified/ re-arranged/ regrouped, wherever necessary, to correspond with the current period's classification/ disclosure.

Mumbai,  
3<sup>rd</sup> November, 2022



For Forbes & Company Limited

*Mahesh Tahilyani*  
(Mahesh Tahilyani)  
Managing Director  
DIN: 01423084

**Independent Auditor's Limited Review report on Consolidated Unaudited Financial results of FORBES & COMPANY LIMITED for the quarter and six months period ended on September 30, 2022, pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

**The Board of Directors**

**FORBES & COMPANY LIMITED**

(CIN – L17110MH1919PLC000628)

Forbes Building, Charanjit Rai Marg,

Fort, Mumbai – 400 001

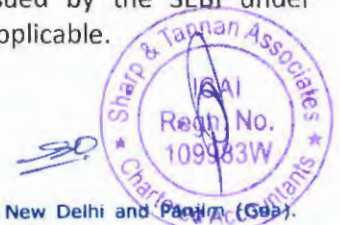
### Introduction

1. We have reviewed the accompanying statement of Consolidated Unaudited Financial results of the **FORBES & COMPANY LIMITED** (the "Parent") and its subsidiaries (the parent and its subsidiaries together referred to as "the Group"), which includes Group's share of profit/(loss) and total comprehensive income/(loss) of its associates and joint ventures for the quarter and six months period ended on September 30, 2022, together with notes thereon ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), which has been initialed by us for identification purposes.
2. The Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors on November 3, 2022 has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, ("the Act") as amended, read with rules issued there under and other recognised accounting practices and policies generally accepted in India and Regulation 33 of the Listing Regulations in this regard. Our responsibility is to express a conclusion on the Statement based on our review.

### Scope of Review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE)2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations in this regard, to the extent applicable.



4. 'The Statement' includes the results of the entities mentioned below:

**Name of the related party**

**Parent Company:**

Forbes & Company Limited (FCL)

**Subsidiaries (Direct and Indirect):**

Forbes Campbell Finance Limited (FCFL)

Forbes Technosys Limited (FTL)

Forbes Lux International AG (FLIAG)

Lux International AG (LIAG)

Volkart Fleming Shipping & Services Limited (VFSSL)

Campbell properties & Hospitality Services Limited (CPHSL)

Forbes Precision Tools & Machine Parts Ltd. (FPTL)

(w.e.f August 30, 2022)

EFL Mauritius Limited (EFLML)

Lux International Services & Logistics GmbH

(Formerly Lux Services GmbH)

Lux Oesterreich GmbH

Lux Professional SA

Lux Schweiz AG

Lux Hungaria Kereskedelmi Kft

Lux del Paraguay SA

Lux Welity Polska sp z o o

**Associates Companies:**

Dhan Gaming Solution (India) Private Limited

Nuevo Consultancy Services Private Limited

Shapoorji Pallonji Forbes Shipping Limited (upto June 22, 2022)

**Joint Ventures:**

Forbes Bumi Armada Limited (FBAL)

Forbes Concept Hospitality Services Private Ltd (FCHAPL)

**Basis for Qualified Conclusion**

5. We draw your attention to the following qualification to the conclusion included in the review report dated September 23, 2022, issued by an independent firm of accountants on the consolidated financial results of Forbes Lux International AG, a subsidiary of the parent Company is reproduced as under:

*"Forbes Lux International AG has a direct investment in Lux International AG, a Swiss domiciled entity with operating subsidiaries in Europe and South America. The values attributable to the indirect investments are recognized as part of the carrying value of the Lux International AG investment, amounting to CHF 46.507 million. The following should be noted with regards to the valuation of the investment: Lux International AG and its subsidiaries are in the process of re-organizing and re-structuring. It is uncertain as to whether the current records will support the amount shown above. For June 30, 2022, no impairment assessment has been performed and we were therefore unable to perform the procedures we considered necessary and to obtain sufficient and appropriate audit evidence to verify the recoverability of the investment concerning the carrying amount of Forbes Lux International AG's investment in Lux International AG as of June 30, 2022. Consequently, we are unable to determine whether any adjustments are required with*



regards to the investment of Lux International AG. Had we been able to complete our review of the investment, matters might have come to our attention indicating that adjustments might be necessary to the interim financial information.”

6. We draw your attention to the following qualification to the conclusion included in the review report dated September 23, 2022, issued by an independent firm of accountants on the consolidated financial results of Lux International AG, a subsidiary of the parent Company is reproduced as under:

*“Lux International AG, a Swiss domiciled entity, has direct investments in entities in Europe and South America. As of June 30, 2022, Lux International AG recognizes deferred tax assets in the amount of EUR 1.895 million resulting from tax losses carried forward mainly from subsidiary in Austria. The following should be noted with regards to the valuation of the deferred tax assets: Lux Austria has recognized significant losses in the past. The financial performance as of June 30, 2022, is again negative resulting in a negative equity situation. We were informed that deferred tax assets from tax losses carried forward have no expiry date according to Austrian tax law. It is however uncertain as to whether the current records will support the amount shown above. For June 30, 2022, no impairment assessment has been performed and we were therefore unable to perform the procedures we considered necessary and to obtain sufficient and appropriate audit evidence to verify the recoverability of the carrying amount of the deferred tax assets. Consequently, we are unable to determine whether any adjustments are required with regards to the deferred tax assets. Had we been able to complete our review of the deferred tax assets, matters might have come to our attention indicating that adjustments might be necessary to the interim consolidated financial information.”*

#### **Qualified Conclusion**

7. *Except for the possible effects of matter specified under “Basis for qualified conclusion”, and based on our review conducted and procedures performed as stated in “Scope of review” paragraph above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34 as prescribed under section 133 of the Act and other recognised accounting practice and principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations in this regard, including the manner in which it is to be disclosed, or that it contains any material misstatement.*

#### **Material Uncertainty Related to Going Concern**

8. The following paragraph in respect of “material uncertainty related to going concern” was included in the audit report dated October 27, 2022, containing an unmodified audit conclusion on the financial results of Forbes Technosys Limited (“FTL”), a subsidiary of the Parent Company issued by an independent firm of Chartered Accountants is reproduced as under:

*“We draw attention to Note 3 of the Statement which indicates that the Company has incurred a net loss during the quarter and six months ended September 30, 2022 and the Company’s current liabilities exceeded its current assets as at September 30, 2022. The Company has accumulated losses and its net worth is negative as at September 30, 2022. The aforesaid conditions and financial stress indicate the existence of a material uncertainty that may cast a significant doubt about the Company’s ability to continue as a going concern. However, the financial results of the Company have been prepared on a going concern basis for the reasons stated in Note 3.”*





The Note 3 as described above has been reproduced as Note 8 to the Consolidated Financial results for the quarter ended September 30, 2022.

9. The following paragraph in respect of "material uncertainty related to going concern" was included in the audit report dated September 21, 2022, containing a qualified audit conclusion on standalone financial results of Forbes Lux International AG ("FLIAG"), a subsidiary of the Holding Company in the emphasis of matter paragraph, issued by an independent firm of accountants reproduced as under:

"We draw attention to note 16 in the interim financial information describing the liquidity, (re-) financing difficulties and the over-indebtedness the company faced during the past years, and the period ended June 30, 2022. This fact together with other matters disclosed in note 17 indicate the existence of a material uncertainty that may cast significant doubt about Forbes Lux International AG's ability to continue as a going concern. Our conclusion is not qualified in respect of this matter."

The Note 16 as described above has been reproduced as Note 7 to the Consolidated Financial results for the quarter ended September 30, 2022.

#### Emphasis of Matter

10. The following emphasis of matter included in the audit report dated October 27, 2022 containing an unmodified audit conclusion on the Standalone Financial results of Forbes Technosys Limited, erstwhile subsidiary of the Holding Company is reproduced as under:

"Note 5 of the Statement which describes the Composite Scheme of Arrangement for amalgamation of Forbes Campbell Service Limited into the Company and reduction of share capital of the Company which has been approved by National Company Law Tribunal – Mumbai Bench with appointed date of October 01, 2021 and is effective from September 29, 2022."

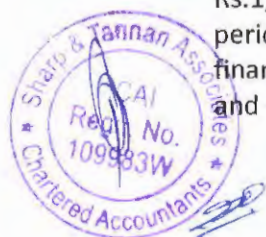
The Note 5 as described above has been reproduced as Note 10 to the Consolidated Financial results for the quarter ended September 30, 2022.

11. We draw attention to Note 16 of the Statements in respect to the approved Scheme of Arrangement ("Scheme") between the Company ("FCL" or the "Demerged Company") and Forbes Precision Tools and Machine Parts Limited ("FPTL" or the "Resulting Company") and their respective shareholders under Section 230 to 232 of the Companies Act, 2013 matters. This scheme is subject to approval of Stock Exchanges, Securities and Exchange Board of India, Shareholders and creditors of the company, as may be applicable, Jurisdictional Bench of National Company Law Tribunal (NCLT) and such other statutory and regulatory approvals as may be required.

Our conclusion on the Statement is not modified in respect of the above emphasis of matters.

#### Other Matters

12. We did not review the interim financial results of 2 subsidiaries included in the consolidated unaudited financial results, whose interim standalone financial results reflect total assets of Rs.10,536.58 Lacs, total revenues of Rs.96.14 Lacs & Rs. 257.45 Lacs, total net loss after tax of Rs. 1,269.37 Lacs & Rs. 3,726.35 Lacs, total comprehensive income of Rs. 1,884.31 Lacs & Loss Rs.1,847.59 and net cashflow of Rs. 173.22 Lacs & Rs. 186.82 Lacs, for the quarter and six months period ended September 30, 2022 respectively, as considered in the consolidated unaudited financial results. These interim standalone financial results have been reviewed by other auditors and their reports, vide which they have issued an unmodified conclusion, have been furnished to



us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

13. We did not review the interim standalone/consolidated financial results of 2 foreign subsidiaries included in the consolidated unaudited financial results, whose interim standalone/consolidated financial results reflect total assets of Rs.51,197.01 lacs, total revenues of Rs.5,517.38 Lacs & Rs. 11,008.12 Lacs, total net loss after tax of Rs. 827.20 Lacs & Rs. 1,190.88 Lacs, total comprehensive loss of Rs. 827.20 Lacs & Rs. 1,190.88 Lacs and total net cash outflow Rs.138.57 Lacs & Inflow of Rs. 500.00 Lacs, for the quarter and six months period ended September 30, 2022 respectively, as considered in the consolidated unaudited financial results. These interim standalone/consolidated financial results have been reviewed by other auditors and their reports, vide which they have issued a qualified conclusion, have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.
14. The consolidated unaudited financial results include the interim standalone financial information of 4 subsidiaries which have not been reviewed by their auditors, whose interim standalone financial information reflect total assets of Rs.662.48 Lacs, total revenue of Rs.39.89 Lacs & Rs. 79.87 Lacs, total net Profit after tax of Rs.5.50 Lacs & Loss Rs. 8.95 Lacs, total comprehensive Profit of Rs.5.50 Lacs & Loss Rs. 8.95 Lacs and total net cash outflow of Rs.19.13 Lacs & Inflow Rs.142.79 Lacs for the quarter and six months period ended September 30, 2022 respectively, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also include the Group's share of profit after tax of Rs. 95.13 Lacs & Rs. 230.11 Lacs and total comprehensive income of Rs.95.13 Lacs & Rs. 230.11 Lacs for the quarter and six months period ended September 30, 2022 respectively, as considered in the consolidated unaudited financial results, in respect of 3 associates (2 associates as on September 30, 2022) and 2 joint ventures, based on their interim financial results which have not been reviewed by their auditors and given by the management. According to the information and explanations given to us by the Management, this interim financial information is not material to the Group.
15. The Statement includes the results for the previous quarter ended June 30, 2022, corresponding quarter and six months ended September 30, 2021, which have been reviewed by predecessor auditors who issued their unmodified conclusion vide their reports dated August 13, 2022 and November 13, 2021 respectively. The Statement also includes the results for the year ended March 31, 2022, which have been audited by predecessor auditors who issued their modified conclusion vide their report dated May 30, 2022.

Our conclusion on the Statement is not modified in respect of the above matters.

**Sharp & Tannan Associates**

Chartered Accountants

Firm's Reg. No.: 0109983W

by the hand of



**Parthiv S Desai**  
Partner

Membership No.: (F) 042624

**UDIN: 22042624BBXAWU6101**

Mumbai, November 3, 2022

Statement of Consolidated Financial Results for the quarter and half year ended 30th September, 2022

(Rs. in Lakhs)

Particulars	Quarter ended			Half year ended		Year ended
	30.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Continuing Operations</b>						
<b>1 Income</b>						
Revenue from operations (Refer Note 11 below)	11,473	12,185	13,136	23,658	26,148	51,473
Other income	597	20,857	1,092	21,454	73	3,444
<b>Total Income</b>	<b>12,070</b>	<b>33,042</b>	<b>14,228</b>	<b>45,112</b>	<b>26,221</b>	<b>54,917</b>
<b>2 Expenses</b>						
Real estate development costs	746	1,444	658	2,190	1,061	2,512
Cost of materials consumed	2,657	2,402	2,074	5,059	4,099	8,384
Purchases of stock-in-trade	1,410	2,133	2,159	3,543	4,124	7,299
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(605)	(1,459)	(450)	(2,064)	(1,028)	(1,866)
Employee benefits expense	3,762	3,888	4,185	7,650	8,490	17,290
Finance costs	516	651	1,038	1,167	2,214	4,198
Depreciation and amortisation expense	681	682	1,123	1,363	2,195	4,144
Other expenses	4,403	3,768	2,911	8,171	6,163	12,910
<b>Total expenses</b>	<b>13,570</b>	<b>13,509</b>	<b>13,698</b>	<b>27,079</b>	<b>27,318</b>	<b>54,871</b>
<b>3 Profit/ (Loss) before exceptional Items, Share of net profits of investments accounted for using equity method and tax</b>	<b>(1,500)</b>	<b>19,533</b>	<b>530</b>	<b>18,033</b>	<b>(1,097)</b>	<b>46</b>
<b>4 Share of Profit of Associates / Joint ventures (net)</b>	<b>94</b>	<b>181</b>	<b>146</b>	<b>275</b>	<b>350</b>	<b>1,204</b>
<b>5 Profit before exceptional items and tax</b>	<b>(1,406)</b>	<b>19,714</b>	<b>676</b>	<b>18,308</b>	<b>(747)</b>	<b>1,250</b>
<b>6 Exceptional items (Net) (Refer Note 5 below)</b>	<b>2,918</b>	<b>(1,586)</b>	<b>(8,029)</b>	<b>1,332</b>	<b>(8,259)</b>	<b>(34,641)</b>
<b>7 Profit/ (Loss) before tax from continuing operations</b>	<b>1,512</b>	<b>18,128</b>	<b>(7,353)</b>	<b>19,640</b>	<b>(9,006)</b>	<b>(33,391)</b>
<b>8 Tax expense / (Reversal)</b>						
Current tax	(1,591)	2,233	352	642	458	391
Deferred tax	(899)	1,379	205	480	(238)	(1,421)
	<b>(2,490)</b>	<b>3,612</b>	<b>557</b>	<b>1,122</b>	<b>220</b>	<b>(1,030)</b>
<b>9 Profit/ (Loss) after tax from continuing operations</b>	<b>4,002</b>	<b>14,516</b>	<b>(7,910)</b>	<b>18,518</b>	<b>(9,226)</b>	<b>(32,361)</b>
<b>10 Discontinued operations</b>						
Profit/ (Loss) before tax from discontinued operations (Refer Note 14 below)	-	69	3,843	69	5,197	4,57,306
Tax Expense/ (Benefit) of Discontinued Operations	-	(20)	(1,255)	(20)	(1,762)	(2,080)
<b>Profit/ (Loss) from discontinued operations</b>	<b>-</b>	<b>49</b>	<b>2,588</b>	<b>49</b>	<b>3,435</b>	<b>4,55,226</b>
<b>Profit/ (Loss) for the period/ year</b>	<b>4,002</b>	<b>14,565</b>	<b>(5,322)</b>	<b>18,567</b>	<b>(5,791)</b>	<b>4,22,865</b>
<b>11 Other Comprehensive Income</b>						
<b>A (i) Items that will not be reclassified to statement of profit or loss</b>						
(a) Remeasurement of the defined benefit plans	(5)	52	1	47	1	(207)
(b) Equity instruments through other comprehensive income	4,850	(1,129)	-	3,721	-	9,767
(c) Income Tax relating to the above items	(282)	-	-	(282)	-	59
<b>B (i) Items that may be reclassified to statement of profit or loss</b>						
(a) Exchange differences in translating the financial statements of foreign operations	(530)	(224)	420	(754)	(562)	(3,120)
<b>Other Comprehensive Income (net of tax)</b>	<b>4,033</b>	<b>(1,301)</b>	<b>421</b>	<b>2,732</b>	<b>(561)</b>	<b>6,499</b>
<b>12 Total Comprehensive Income/ (Loss) for the period / year</b>	<b>8,035</b>	<b>13,264</b>	<b>(4,901)</b>	<b>21,299</b>	<b>(6,352)</b>	<b>4,29,364</b>
<b>13 Profit/ (Loss) for the period/ year attributable to:-</b>						
<b>(i) Owners of the Company</b>	<b>4,002</b>	<b>14,578</b>	<b>(4,969)</b>	<b>18,580</b>	<b>(5,403)</b>	<b>4,22,970</b>
<b>(ii) Non controlling interests</b>	<b>-</b>	<b>(13)</b>	<b>(353)</b>	<b>(13)</b>	<b>(388)</b>	<b>(105)</b>
	<b>4,002</b>	<b>14,565</b>	<b>(5,322)</b>	<b>18,567</b>	<b>(5,791)</b>	<b>4,22,865</b>
<b>14 Other comprehensive income for the period/ year attributable to:-</b>						
<b>(i) Owners of the Company</b>	<b>4,033</b>	<b>(1,301)</b>	<b>424</b>	<b>2,732</b>	<b>(561)</b>	<b>6,499</b>
<b>(ii) Non controlling interests</b>	<b>-</b>	<b>-</b>	<b>(3)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>4,033</b>	<b>(1,301)</b>	<b>421</b>	<b>2,732</b>	<b>(561)</b>	<b>6,499</b>
<b>15 Total comprehensive income/ (loss) for the period/ year attributable to:-</b>						
<b>(i) Owners of the Company</b>	<b>8,035</b>	<b>13,277</b>	<b>(4,545)</b>	<b>21,312</b>	<b>(5,964)</b>	<b>4,29,469</b>
<b>(ii) Non controlling interests</b>	<b>-</b>	<b>(13)</b>	<b>(356)</b>	<b>(13)</b>	<b>(388)</b>	<b>(105)</b>
	<b>8,035</b>	<b>13,264</b>	<b>(4,901)</b>	<b>21,299</b>	<b>(6,352)</b>	<b>4,29,364</b>
<b>16 Paid-up equity share capital</b> (Face Value of Rs. 10 each)	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>	<b>1,290</b>
<b>17 Other equity (excluding Revaluation Reserve)</b>						<b>7,354</b>
<b>18 Basic and diluted earnings/ (loss) per equity share attributable to owners of the Company (after exceptional Items) - continuing operations</b>	<b>Rs. 31.53</b>	<b>Rs. 114.01</b>	<b>Rs. (59.36)</b>	<b>Rs. 145.54</b>	<b>Rs. (69.43)</b>	<b>Rs. (253.34)</b>
<b>19 Basic and diluted earnings/ (loss) per equity share attributable to owners of the Company (after exceptional Items) - discontinued operations</b>	<b>-</b>	<b>Rs. 0.38</b>	<b>Rs. 20.33</b>	<b>Rs. 0.38</b>	<b>Rs. 26.98</b>	<b>Rs. 3,575.39</b>
<b>20 Basic and diluted earnings/ (loss) per equity share attributable to owners of the Company (after exceptional Items) - continuing and discontinued operations</b>	<b>Rs. 31.53</b>	<b>Rs. 114.39</b>	<b>Rs. (39.03)</b>	<b>Rs. 145.92</b>	<b>Rs. (42.45)</b>	<b>Rs. 3,322.05</b>

(Quarter and year to date figures not annualised)

See accompanying notes to the consolidated financial results.

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**Reporting of Segment wise Revenue, Results, Assets and Liabilities**

Based on the evaluation of Ind AS 108 - Operating Segments, the management has identified the following operating segments viz., Health, Hygiene, Safety Products and its services, Engineering, Real Estate, IT Enabled Services and Products and Shipping and Logistics Services.

(Rs. in Lakhs)

	Quarter ended			Half year ended		Year ended
	30.09.2022 (Unaudited)	30.06.2022 (Unaudited)	30.09.2021 (Unaudited)	30.09.2022 (Unaudited)	30.09.2021 (Unaudited)	31.03.2022 (Audited)
<b>1 Segment Revenue</b>						
(a) Health, Hygiene, Safety Products and its services	5,032	5,596	5,760	10,628	11,670	22,404
(b) Engineering	5,948	5,823	5,238	11,771	9,746	20,631
(c) Real Estate	412	612	985	1,024	1,929	2,972
(d) IT Enabled Services and Products	86	160	167	246	551	1,066
(e) Shipping and Logistics Services	-	-	997	-	2,275	4,443
(f) Others	-	8	7	8	14	29
<b>Total</b>	<b>11,478</b>	<b>12,199</b>	<b>13,154</b>	<b>23,677</b>	<b>26,185</b>	<b>51,545</b>
Less: Inter Segment Revenue	(5)	(14)	(18)	(19)	(37)	(72)
<b>Total income from operations (net)</b>	<b>11,473</b>	<b>12,185</b>	<b>13,136</b>	<b>23,658</b>	<b>26,148</b>	<b>51,473</b>
<b>2 Segment Results Profit/(Loss) before Tax and Interest from each Segment (Including exceptional items related to segments)</b>						
(a) Health, Hygiene, Safety Products and its services	% 1,898	221 *	(7,182)	% 2,119	* (8,473)	* (31,941)
(b) Engineering	(141)	506	856	365	1,569	2,969
(c) Real Estate	226	(413)	635	(187)	1,109	753
(d) IT Enabled Services and Products	@ & (1,037)	# @ (1,005)	(384)	# & @ (2,042)	(730)	> # & (2,179)
(e) Shipping and Logistics Services	-	-	(211)	-	31	+ \$ ^ 926
(f) Others	-	(12)	(9)	(12)	(15)	(15)
<b>Total segment results</b>	<b>946</b>	<b>(703)</b>	<b>(6,295)</b>	<b>243</b>	<b>(6,509)</b>	<b>(29,487)</b>
Add: Share of profit of joint ventures and associates accounted for using equity method	94	181	146	275	350	1,204
Add: Exceptional items	88	(886)	-	(798)	(230)	(230)
Less: Finance costs	(516)	(651)	(1,038)	(1,167)	(2,214)	(4,198)
<b>Balance</b>	<b>612</b>	<b>(2,059)</b>	<b>(7,187)</b>	<b>(1,447)</b>	<b>(8,603)</b>	<b>(32,711)</b>
Add: Unallocable income / (expense) (net)	900	20,187	(166)	21,087	(403)	(680)
<b>Profit / (Loss) from continuing activities before tax</b>	<b>1,512</b>	<b>18,128</b>	<b>(7,353)</b>	<b>19,640</b>	<b>(9,006)</b>	<b>(33,391)</b>
Profit / (Loss) from discontinued operations	-	69	3,843	69	5,197	4,57,306
<b>Profit / (Loss) before tax from continuing and discontinued operations</b>	<b>1,512</b>	<b>18,197</b>	<b>(3,510)</b>	<b>19,709</b>	<b>(3,809)</b>	<b>4,23,915</b>
<b>3 Segment Assets</b>						
(a) Health, Hygiene, Safety Products and its services	14,807	15,409	42,770	14,807	42,770	14,045
(b) Engineering	16,863	16,992	16,785	16,863	16,785	16,582
(c) Real Estate	18,582	17,781	15,321	18,582	15,321	16,331
(d) IT Enabled Services and Products	2,221	3,268	6,448	2,221	6,448	4,087
(e) Shipping and Logistics Services	-	-	16,395	-	16,395	-
(f) Others	46	37	8	46	8	40
(g) Unallocated	24,497	24,734	7,713	24,497	7,713	23,211
<b>Total Assets</b>	<b>77,016</b>	<b>78,221</b>	<b>1,05,440</b>	<b>77,016</b>	<b>1,05,440</b>	<b>74,296</b>
Assets pertaining to discontinued operations	-	5,833	91,284	-	91,284	5,422
<b>Total Assets</b>	<b>77,016</b>	<b>84,054</b>	<b>1,96,724</b>	<b>77,016</b>	<b>1,96,724</b>	<b>79,718</b>
<b>4 Segment Liabilities</b>						
(a) Health, Hygiene, Safety Products and its services	10,725	10,050	10,876	10,725	10,876	10,283
(b) Engineering	5,627	6,996	9,227	5,627	9,227	8,316
(c) Real Estate	22,567	20,846	18,381	22,567	18,381	18,838
(d) IT Enabled Services and Products	10,923	11,129	15,969	10,923	15,969	13,431
(e) Shipping and Logistics Services	-	-	10,087	-	10,087	-
(f) Others	3	3	1,144	3	1,144	3,500
(g) Unallocated	5,525	8,223	9,089	5,525	9,089	11,769
<b>Total Liabilities</b>	<b>55,370</b>	<b>57,247</b>	<b>74,773</b>	<b>55,370</b>	<b>74,773</b>	<b>66,137</b>
Liabilities pertaining to discontinued operations	-	5,305	1,36,009	-	1,36,009	4,957
<b>Total Liabilities</b>	<b>55,370</b>	<b>62,552</b>	<b>2,10,782</b>	<b>55,370</b>	<b>2,10,782</b>	<b>71,094</b>

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**Notes on Segment Information:**

1. The Chief Operating Decision maker of the Group examines the Group's performance from a product portfolio and the industries in which they operate and has identified five major reportable segments at the group level.
2. Details of product categories included in each segment comprises:
  - a) Health, Hygiene, Safety Products and its services includes manufacturing, selling, renting and servicing of vacuum cleaners, water filter cum purifiers, water and waste water treatment plant, trading in electronic air cleaning systems, small household appliances, digital security system and fire extinguisher etc. Major part of this business has been demerged/held for sale/discontinued. The segment results, segment assets and segment liabilities from the discontinued operations have been disclosed separately.
  - b) Engineering Segment includes manufacture/ trading in Precision Cutting Tools, Spring Lock Washers and Marking Systems.
  - c) Real Estate includes income from renting out investment properties and revenue from real estate development project.
  - d) IT Enabled Services and Products includes trading of note counting machines, electronic cash register, point of sale machine, manufacturing of different types of kiosks, Forbes Xpress consisting of sale of mobile recharge, bill payments and money transfer, transaction network and services comprising of maintenance, servicing and support services for kiosks and other devices. During the previous year the Group has decided to discontinue operations relating to Forbes Express. The segment results, segment assets and segment liabilities from the discontinued operations have been disclosed separately.
  - e) Shipping and Logistics Services segment carries on business of ship owners, charterers etc. Pursuant to the termination of the joint venture agreement between the shareholders of SPFSL during the year, SPFSL ceases to be a subsidiary of the Company.
  - f) Unallocable Corporate Assets mainly comprises of investments, tax receivables and other unallocable assets.
  - g) Unallocable Liabilities comprise borrowings, provisions and other unallocable liabilities.
3. Segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis considering the product portfolio and reportable segments when evaluated from the group perspective. Accordingly, certain amounts considered as unallocated by individual subsidiaries of the group have been classified for the purposes of the consolidated segment disclosure based on the product portfolio and industry of the respective subsidiary as this would be more relevant to the users of these financial results.
  - \* Includes a non-cash charge of impairment of goodwill/ investment in Joint Venture of Rs. 33,767 Lakhs for the year ended 31st March, 2022 and Rs. 8,029 lakhs for quarter and half year ended 30th September, 2021.
  - # Includes a non-cash charge of impairment of intangible assets and intangible assets under development of Rs. 161 Lakhs for the year ended 31st March, 2022 and Rs. 500 Lakhs for the quarter ended 30th June, 2022 and half year ended 30th September, 2022.
  - & Includes provision for slow-moving damaged or obsolete inventories of Rs. 1,158 Lakhs for the year ended 31st March, 2022 and Rs. 97 lakhs for quarter ended and half year ended 30th September, 2022.
  - \$ Includes a provision for shortfall in expected recoverable value for assets held for sale/ loss on sale of assets of Rs. 664 Lakhs for the year ended 31st March, 2022.
  - ^ Includes gain on capital reduction of Shapoorji Pallonji Forbes Shipping Limited (SPFSL) of Rs. 793 Lakhs for the year ended 31st March, 2022.
  - % Includes gain on sale on FFSP of Rs. 2,987 lakhs for quarter ended and half year ended 30th September, 2022.
  - @ Includes Provision for Sales Tax for Rs. 200 Lakhs for the quarter ended 30th June, 2022 and Rs 60 lakhs for the quarter ended 30th September, 2022 and Rs. 260 for the half year ended 30th September, 2022.
  - > Includes gain on capital reduction of Forbes Technosys Limited Rs. 380 Lakhs for the year ended 31st March, 2022.
  - + Includes gain on loss of control of SPFSL Rs 166 Lakhs for the year ended 31st March, 2022.

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## 1. Consolidated Statement of Assets and Liabilities as at 30th September, 2022.

Particulars	(Rs. in Lakhs)	
	As at 30.09.2022 (Unaudited)	As at 31.03.2022 (Audited)
<b>Assets</b>		
<b>1 Non-current assets</b>		
a) Property, Plant and Equipment	9,749	9,887
b) Right-of-use assets	1,662	1,664
c) Capital work-in-progress	58	82
d) Investment Properties	2,216	2,259
e) Goodwill	-	-
f) Other Intangible assets	1,218	2,011
g) Intangible assets under development	-	-
h) <b>Financial Assets:</b>		
i) Investments	14,776	11,709
ii) Trade receivables	822	1,097
iii) Loans	17	-
iv) Other financial assets	538	499
	16,153	13,305
i) <b>Tax assets</b>		
i) Deferred tax assets (net)	3,176	3765
ii) Income tax assets (net)	1,811	1,471
	4,987	5,236
j) Other non-current assets	690	665
<b>Total Non-current assets</b>	<b>36,733</b>	<b>35,109</b>
<b>2 Current assets</b>		
a) Inventories	21,603	20,158
b) <b>Financial Assets:</b>		
i) Investments	2,670	-
ii) Trade receivables	8,111	8,698
iii) Cash and cash equivalents	2,174	1,731
iv) Bank balances other than (iii) above	2,391	448
v) Loans	11	1
vi) Other financial assets	199	185
	15,556	11,063
c) Other current assets	3,124	2,895
	18,680	13,958
Assets classified as held for sale	-	5,071
Assets pertaining to discontinued operations	-	5,422
<b>Total Current assets</b>	<b>40,283</b>	<b>44,609</b>
<b>Total Assets</b>	<b>77,016</b>	<b>79,718</b>
<b>Equity and Liabilities</b>		
<b>Equity</b>		
a) Equity share capital	1,290	1,290
b) Other equity	20,356	7,354
Equity attributable to owners of the Company	21,646	8,644
Non-controlling interests	-	(20)
<b>Total Equity</b>	<b>21,646</b>	<b>8,624</b>
<b>Liabilities</b>		
<b>1 Non-current liabilities</b>		
a) <b>Financial liabilities:</b>		
i) Borrowings	5,177	6,350
ii) Lease Liabilities	1,187	1,190
iii) Other financial liabilities	323	250
	6,687	7,790
b) Provisions	1,303	1,059
c) Deferred tax liabilities (net)	987	768
	8,977	9,617
<b>Total Non-current liabilities</b>	<b>8,977</b>	<b>9,617</b>
<b>2 Current liabilities</b>		
a) <b>Financial liabilities:</b>		
i) Borrowings	12,410	20,783
ii) Trade payables		
a) total outstanding dues of micro enterprises and small enterprises; and	551	1,367
b) total outstanding dues of creditors other than micro enterprises and small enterprises	6,480	6,728
iii) Lease Liabilities	506	503
iv) Other financial liabilities	2,869	2,806
	22,816	32,187
b) Provisions	407	966
c) Current tax liabilities (net)	673	174
d) Other current liabilities	22,497	23,193
	46,393	56,520
Liabilities pertaining to discontinued operations	-	4,957
<b>Total Current Liabilities</b>	<b>46,393</b>	<b>61,477</b>
<b>Total Liabilities</b>	<b>55,370</b>	<b>71,094</b>
<b>Total Equity and Liabilities</b>	<b>77,016</b>	<b>79,718</b>

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2. Consolidated Statement of Cash flows for the half year ended 30th September, 2022

(Rs. in Lakhs)

	Half year ended 30.09.2022 (Unaudited)	Half year ended 30.09.2021 (Unaudited)
<b>Cash flows from operating activities</b>		
<b>Profit/ (Loss) before tax from continuing and discontinued operations</b>	19,709	(3,809)
<b>Adjustments for -</b>		
Depreciation and amortisation expense (including depreciation pertaining to discontinued operations)	1,407	3,573
Post acquisition share of (profit) of Joint Venture (using Equity Method)	(275)	(350)
Interest income earned on financial assets that are not designated as at fair value through profit or loss		
i) Bank deposits	(51)	(52)
ii) Interest income from financial assets and others at amortised cost	(2)	(3)
Interest on Income Tax/ Wealth Tax refund	-	(98)
Finance costs	1,167	3,650
(Gain) on disposal of property, plant and equipment	(20,782)	(377)
(Gain) on disposal of Right of use assets	-	(5)
(Gain) on disposal/ fair value of current investments	-	(121)
Provision/ write offs (net) for trade receivables and advances	814	889
Credit balances/ excess provision written back	(5)	(85)
Net foreign exchange (gain)/ loss including effect of exchange difference on consolidation of foreign entities	(733)	(106)
	(18,460)	6,915
<b>Exceptional items:</b>		
- Provision for disputed matter	-	230
- Impairment of Goodwill/ Investment in Joint Venture	-	8,029
- Gain on sale of subsidiary	(2,987)	-
- Gain on sale of associate	(98)	-
- Provision for slow-moving damaged or obsolete inventories	97	-
- Provision for impairment of certain intangible assets and Intangible assets under development	500	-
-Provision for settlement of disputed Value Added Tax (VAT)	260	-
-Loss on sale of investments	895	-
	(1,332)	8,259
	(19,792)	15,174
<b>Operating profit before working capital changes</b>	(83)	11,365
<b>Changes in working capital:</b>		
(Increase)/ decrease in trade and other receivables	(389)	(1,366)
(Increase)/ decrease in inventories	(1,547)	(5,386)
(Increase)/ decrease in other loans and advances	(27)	2
(Increase)/ decrease in other financial assets	5	503
(Increase)/ decrease in other assets	(153)	438
Increase/ (decrease) in trade and other payables	(1,150)	4,419
Increase/ (decrease) in other financial liabilities	844	8,500
Increase/ (decrease) in provisions	(244)	31
Increase/ (decrease) in other liabilities	2,213	821
	(448)	7,962
<b>Cash generated from operations</b>	(531)	19,327
Income taxes (paid)/ refunds received (net)	(548)	(1,562)
<b>(a) Net cash flow generated from operating activities</b>	(1,079)	17,765
<b>Cash flows from investing activities:</b>		
Payments for property, plant and equipment including assets held for sale (net of capital creditors and including capital advances, capital work-in-progress, investment properties and intangible assets)	(915)	(2,254)
Proceeds from disposal of property, plant and equipment (including investment properties and intangible assets)	19,114	454
Purchase of non-current investments	(3,645)	-
Purchase of current investments	(2,670)	(6,500)
Proceeds from sale of current investments	-	7,591
Proceeds from sale of non-current investments	3,630	-
Payments for sale of investment in associate	2,900	-
Proceeds from sale of investments in subsidiary	4,200	-
Bank balances not considered as cash and cash equivalents	(1,943)	(1,316)
Interest received	22	64
<b>(b) Net cash flow generated from Investing activities</b>	20,693	(1,961)

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(Rs. in Lakhs)

	Half year ended 30.09.2022 (Unaudited)	Half year ended 30.09.2021 (Unaudited)
<b>Cash flows from financing activities:</b>		
Proceeds from borrowings	-	235
Repayment of borrowings	(8,188)	(10,405)
Net increase/ (decrease) in Cash credit facilities, Buyers Credit, Overdraft facility, credit card facilities and Loans repayable on demand	(1,187)	(4,847)
Finance costs paid	(1,301)	(3,275)
Payment of Lease Liabilities	(272)	(829)
Expenses on Issue of Shares by subsidiary	-	(48)
Dividend paid on equity shares	(8,278)	-
<b>(c) Net cash flow (used) in financing activities</b>	<b>(19,226)</b>	<b>(19,168)</b>
<b>(d) Net increase/ (decrease) in cash and cash equivalents (a + b + c)</b>	<b>388</b>	<b>(3,364)</b>
<b>(e) Cash and cash equivalents as at the commencement of the period</b>	<b>1,822</b>	<b>8,359</b>
<b>(f) Cash and cash equivalents on disposal of subsidiaries</b>	<b>(36)</b>	<b>-</b>
<b>(g) Effects of exchange rate changes on cash and cash equivalents</b>	<b>-</b>	<b>10</b>
<b>(h) Cash and cash equivalents as at the end of the period (d + e + f + g)</b>	<b>2,174</b>	<b>5,005</b>

**Reconciliation of cash and cash equivalents as per the cash flow statements**

	As at 30.09.2022 (Unaudited)	As at 30.09.2021 (Unaudited)
<b>Cash and cash equivalents as per above comprise of the following</b>		
<b>Balances with Banks</b>		
- In current accounts	1,387	3,364
- In EEFC accounts	110	38
- In Deposits accounts (with original maturity upto 3 months) *	676	1,347
Cheques, drafts on hand	-	153
Cash on hand *	1	103
<b>Cash and cash equivalents</b>	<b>2,174</b>	<b>5,005</b>
<b>Cash and cash equivalents held under assets pertaining to discontinued business</b>	<b>-</b>	<b>-</b>
<b>Balances as per statement of cash flows</b>	<b>2,174</b>	<b>5,005</b>

**Notes:**

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard - 7 on Statement of Cash Flows.
- Previous year figures have been regrouped/ reclassified, wherever necessary to conform to current year classification.
- Other bank balances at the end of the year includes: (i) earmarked balances towards unpaid dividends Rs. 24 Lakhs (Previous period Rs. 24 Lakhs) and (ii) margin money deposits Rs. 256 Lakhs (Previous period Rs. 258 Lakhs).
- The interest paid during the year excludes interest expense on loans for real estate development activities amounting to Rs. Nil Lakhs (Previous period Rs. 53 Lakhs).

\* Amount is below rounding off norms of the Group.

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**Notes:**

3. The above results of Forbes & Company Limited ('the parent' or 'the Company') and its subsidiaries (together referred to as "Group") and its joint ventures and associates for the quarter ended 30<sup>th</sup> September, 2022 were reviewed by the Audit Committee and thereafter approved at the meeting of the Board of Directors held on Thursday, 3<sup>rd</sup> November, 2022. The results for the quarter ended 30<sup>th</sup> September, 2022 have been reviewed by the auditors in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The above financial results of the Group, its joint ventures and associates have been prepared in accordance with Indian Accounting Standard ("Ind AS") as prescribed under Section 133 of Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
5. Exceptional items:

		Quarter ended			Half year ended		Year ended
		30.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
(i)	Provision for disputed matter	-	-	-	-	(230)	(230)
(ii)	Impairment of Goodwill/ Investment in Joint Venture	-	-	(8,029)	-	(8,029)	(33,767)
(iii)	Provision for impairment of certain intangible assets and intangible assets under development (FTL)	-	(500)	-	(500)	-	(161)
(iv)	Provision for slow-moving damaged or obsolete inventories (FTL)	(97)	-	-	(97)	-	(1,158)
(v)	Provision for settlement of disputed Value Added Tax (VAT) (FTL)	(60)	(200)	-	(260)	-	-
(vi)	Provision for shortfall in expected recoverable value of assets sold/ Loss on sale of asset	-	-	-	-	-	(664)
(vii)	Gain on capital reduction of Shapoorji Pallonji Forbes Shipping Limited (SPFSL)	-	-	-	-	-	793
(viii)	Impact of loss of control in SPFSL	-	-	-	-	-	166
(ix)	Gain on sale of associate (SPFSL)	-	98	-	98	-	-
(x)	Gain /(Loss) on sale of investments	88	(984)	-	(896)	-	-
(xi)	Gain on sale of Subsidiary (FFSPL)	2,987	-	-	2,987	-	-
(xii)	Gain on extinguishment of NCRPS (FTL)	-	-	-	-	-	380
	<b>TOTAL</b>	<b>2,918</b>	<b>(1,586)</b>	<b>(8,029)</b>	<b>1,332</b>	<b>(8,259)</b>	<b>(34,641)</b>

- (i) The Company had received Rs. 1,017 Lakhs in the year ended 31<sup>st</sup> March, 2016 from the Hon'ble Debt Recovery Tribunal, Mumbai, towards principal and interest for loan given to Coromandel Garments Limited (presently under liquidation).

The Company had made a provision of Rs. 365 Lakhs in earlier years which was reversed on receipt of Rs. 1,017 Lakhs from Coromandel Garments Limited and accounted the balance as interest income during the year ended 31<sup>st</sup> March, 2016.

In July 2018, in a separate proceeding the Hon'ble High Court, Mumbai had directed the Company to refund the aforesaid amount of Rs. 1,017 Lakhs with interest. Consequently, the Company refunded Rs. 1,056 Lakhs (including interest calculated from the date of the order till the date of payment aggregating Rs. 39 Lakhs) and recorded this as an exceptional expense during the year ended 31<sup>st</sup> March, 2019. The Company was subsequently directed by the Hon'ble High Court to pay interest from the date the amount was received by the Company amounting to Rs. 276 Lakhs (of which the Company had provided for Rs. 46 Lakhs and Rs. 230 Lakhs was disclosed as a contingent liability), which was appealed by the Company.

The Official Liquidator vide order dated 23<sup>rd</sup> December, 2019 adjudicated and admitted a claim of Rs. 744 Lakhs (comprising Rs. 325 Lakhs towards loan and Rs. 419 Lakhs as interest).

The appeal filed by the Company with the High Court with respect to the interest of Rs. 276 Lakhs was dismissed on 9<sup>th</sup> June, 2021. Thereafter the Official Liquidator filed a report seeking permission from the Hon'ble High Court, Mumbai for payment of an amount of Rs. 468 Lakhs after adjusting interest amount of Rs. 276 Lakhs from the total adjudicated claim of Rs. 744 Lakhs. The Hon'ble High Court, vide order dated 4<sup>th</sup> August 2021, has permitted the Official Liquidator to pay an amount of

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Rs. 468 Lakhs to the Company within two weeks from the date of the said Order. The Company received the aforesaid amount of Rs 468 Lakhs during the year ended 31<sup>st</sup> March, 2022. Basis the above, the Company has provided for Rs. 230 Lakhs in addition to Rs. 46 Lakhs provided earlier and recorded the expense as an exceptional item for year ended 31<sup>st</sup> March, 2022.

(ii) **Before Appointed Date of the Composite Scheme (1<sup>st</sup> February, 2022)**

The Management of Lux group approved the disposal of investment in shares of AMC Cookware (PTY) Limited, South Africa for a consideration of Rs. 777 Lakhs during the year ended 31<sup>st</sup> March, 2022. The sale transaction was executed in the month of December 2021.

Exceptional item represents impairment aggregating Rs. 8,236 Lakhs during the year ended 31<sup>st</sup> March, 2022 comprising impairment of investment value in joint venture AMC Cookware (PTY) Limited of Rs. 4,419 Lakhs and corresponding impairment of goodwill on consolidation of Rs. 3,817 Lakhs and impairment of investment aggregating Rs. 207 Lakhs during the quarter ended 31<sup>st</sup> March, 2022.

**After Appointed Date of the Composite Scheme (1<sup>st</sup> February, 2022)**

Lux group is part of the Health and Hygiene business segment of the Group and was earlier part of the Eureka Forbes group of subsidiaries. Pursuant to the demerger of the major Health and Hygiene business in lines with the composite scheme (refer Note 13 below) from the Group, synergies which were expected to bring about business expansion and recovery for the Lux Group may not be attainable. Accordingly, based on an assessment of the revised future projections carried out by the Company's management after considering the current economic conditions and trends and estimated future operating results, an impairment loss on goodwill of Rs. 25,531 Lakhs for the quarter and year ended 31<sup>st</sup> March, 2022 was recorded as an exceptional item.

- (iii) In Forbes Technosys Limited ('FTL'), a subsidiary, based on FTL management's assessment about expected future revenues from intangible assets concluded that one of its intangible assets has impaired. The estimated impairment expense of Rs. 500 Lakhs in respect of the said intangible asset is presented as an exceptional item in the financial results for the quarter ended 30<sup>th</sup> June 2022. Further, during the year ended 31<sup>st</sup> March, 2022 based on FTL management's assessment about the current stage of development, expected time and cost required to complete and expected revenues from projects concluded that certain projects were impaired and loss on the same aggregating Rs. 161 Lakhs were considered as an exceptional item.
- (iv) In FTL, expense in respect of write down of slow-moving, damaged or obsolete inventories to their net realisable value amounting to Rs. 1,158 Lakhs for the year ended 31<sup>st</sup> March, 2022 was presented in financial results as an exceptional item. During the quarter ended 30<sup>th</sup> September 30, 2022, FTL has re-assessed the net realizable value of balance inventory and accordingly has made an additional provision of 97 Lakhs which has been presented as an exceptional item in the financial results.
- (v) FTL has made an estimated provision of Rs. 60 Lakhs for the quarter ended 30<sup>th</sup> September 2022 and Rs 200 Lakhs for the quarter ended 30<sup>th</sup> June 2022, totaling to Rs. 260 Lakhs for the half year ended 30<sup>th</sup> September 2022 for settlement of disputed Value Added Tax (VAT) dues including penalty and interest under the amnesty scheme introduced by the State Government of Maharashtra, which has been presented as exceptional item.
- (vi) During the year ended 31<sup>st</sup> March, 2022, Shapoorji Pallonji Forbes Shipping Limited ('SPFSL') sold its Neelambari vessel for an aggregate consideration of USD 7.60 million. The vessel was delivered to the buyer on 17<sup>th</sup> March, 2022 and loss on sale aggregating Rs. 664 Lakhs were recorded as an exceptional loss being the difference between net book value and net sale value during the quarter and year ended 31<sup>st</sup> March, 2022.

During the year ended 31<sup>st</sup> March, 2022, SPFSL resolved to sell its remaining vessel, Saranga for an aggregate net consideration of USD 12.36 million and Memorandum of Understanding signed with the buyer for sale of the vessel. The net book value (NBV) as on 31<sup>st</sup> March, 2022 of the vessel is USD 8.80 million. The sale transaction was completed during the quarter ended 30<sup>th</sup> June 2022 and net gain recorded in the books of SPFSL.

- (vii) Pursuant to NCLT and Bombay High Court approval vide order dated 21<sup>st</sup> January, 2022 for capital reduction in SPFSL, 8,05,00,000 equity shares of Rs. 10 each and 3,50,00,000 preference shares of Rs. 10 each were cancelled for a consideration of Rs. 0.10 per share. Accordingly, Rs. 793 Lakhs pertaining to interest accrued on the preference shares was also written back as exceptional income during the quarter and year ended 31<sup>st</sup> March, 2022.
- (viii) Pursuant to the termination of the joint venture agreement between the shareholders of SPFSL during the year ended 31<sup>st</sup> March, 2022, SPFSL ceased to be a subsidiary of the Company effective 1<sup>st</sup> March, 2022 and stood as an associate. Accordingly, the net assets of SPFSL as at 1<sup>st</sup> March, 2022 aggregating Rs. 8,608 Lakhs and the non-controlling interest of SPFSL aggregating Rs. 6,019 Lakhs were derecognized and investment in SPFSL as an associate was recognized at fair value amounting to Rs. 2,755 Lakhs. Gain on loss of control over SPFSL was recorded as an exceptional item in the financial results amounting to Rs. 166 Lakhs for the quarter and year ended 31<sup>st</sup> March, 2022.
- (ix) The Board of Directors of the Company, at their meeting held on 30<sup>th</sup> May, 2022, have approved the sale of the entire shareholding in Shapoorji Pallonji Forbes Shipping Limited, an associate as at 31<sup>st</sup> March, 2022 of the Group. The Company has sold 3,75,000 equity shares of Rs. 10 each and 2,21,50,000 Zero Percent Redeemable Preference Shares of Rs. 10 each of Shapoorji Pallonji Forbes Shipping Limited to M/s G.S Enterprises, a related party for an aggregate purchase consideration of Rs. 2,900 Lakhs during the quarter ended 30<sup>th</sup> June, 2022. The net carrying value of the investments in associate (reflected as asset held for sale as on 31<sup>st</sup> March, 2022) as at the date of sale was Rs. 2,802 Lakhs and hence the Company has recognised an exceptional gain of Rs. 98 Lakhs during the quarter ended 30<sup>th</sup> June, 2022.



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- (x) During the quarter ended 30<sup>th</sup> September 2022 and 30<sup>th</sup> June, 2022, Forbes Campbell Finance Limited (FCFL), a subsidiary, sold 10,00,000 equity shares and 2,00,000 equity shares respectively of Eureka Forbes Limited (EFL), of Rs. 10 each at the then prevailing market price of EFL on BSE Limited. The difference between the net disposal proceeds on sale of EFL shares in the open market and the carrying amount of EFL investments in FCFL books, amounting to Rs. 984 Lakhs has been recognized as an exceptional loss on sale of investments during the quarter ended 30<sup>th</sup> June, 2022 and Rs. 88 Lakhs has been recognized as an exceptional gain for the quarter ended 30<sup>th</sup> September 2022.
- (xi) Pursuant to the sale of entire shareholding in Forbes Facility Services Private Limited (FFSPL) to SILA Solutions Private Limited during the quarter ended 30<sup>th</sup> September 2022, FFSPL ceased to be a subsidiary of the Company effective 1<sup>st</sup> July, 2022. Accordingly, the net assets of FFSPL as at 1<sup>st</sup> July, 2022 aggregating Rs.313 Lakhs were derecognized, expenses incurred on and in relation to the transactions amounting to Rs. 301 Lakhs are provided for. The company has undertaken the certain obligations with respect to the transaction and accordingly provision of Rs. 599 Lakhs has been made. The investment in FFSPL as a subsidiary was recognized at gross fair value amounting to Rs.4,200 Lakhs. Gain on sale of entire shareholding of FFSPL is recorded as an exceptional item in the financial results amounting to Rs. 2,987 Lakhs (Net of expenses & provisions as explained above) for the quarter and year ended 30<sup>th</sup> September, 2022.
- (xii) During the quarter ended 30<sup>th</sup> September, 2022 capital reduction pursuant to the Composite Scheme of Arrangement resulted into extinguishment of liability portion of the composite financial instruments NCRPS as at Appointed Date. Accordingly, the gain on such extinguishment of Rs. 380 Lakhs have been presented as exceptional item in the Statement.

6. Standalone Information:

Particulars	(Rs. in Lakhs)					
	Quarter ended			Half year ended		Year ended
	31.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
Revenue from operations	6,319	6,393	6,202	12,712	11,632	23,505
Profit before tax	3,179	20,233	(6,402)	23,412	(7,444)	4,12,235
Profit after tax	5,949	16,673	(6,802)	22,622	(7,844)	4,13,294

Investors can view the standalone results of the Company on the Company's website ([www.forbes.co.in](http://www.forbes.co.in)) or BSE website ([www.bseindia.com](http://www.bseindia.com)).

7. Financial difficulties in certain downstream entities acquired from EFL - Forbes Lux International Ltd. (FLIAG):

Forbes Lux International Ltd. and its direct subsidiaries (Lux Group) faced financial difficulties during the last years including period ended 30<sup>th</sup> June, 2022. The Board of Directors of Lux International AG have taken necessary steps to revive and stabilize the business of Lux Group. If Forbes Lux International Ltd. is not able to continue as a going concern, the financial statement must be prepared at liquidation values. The impact of such change in basis of accounting could be material and the necessary provisions would have to be followed by the Board of Directors.

Presently considering FLIAG and Lux group management's assessment on the business outlook, liquidity assessment and projected volumes and profitability, the financial results of these entities have been included in the consolidated financial results of the Group for the quarter ended 30<sup>th</sup> September, 2022 on a going concern basis.

8. The following matter has been included in the financial results of Forbes Technosys Limited (FTL) which is reproduced as follows: "The Company has incurred a net loss of Rs. 1,455 Lakhs during the quarter ended 30<sup>th</sup> September, 2022 and a net loss of Rs. 2,848 Lakhs for the half year ended 30<sup>th</sup> September, 2022. The Company's current liabilities exceeded its current assets by Rs. 17,155 Lakhs as at 30<sup>th</sup> September, 2022. The Company has accumulated losses of Rs. 17,739 Lakhs and its net worth is negative as at 30<sup>th</sup> September, 2022. These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern.

The Management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position for the quarter and half year ended 30<sup>th</sup> September, 2022. The Company has used the principles of prudence in applying judgments, estimates and assumptions based on current assessments in preparation of these financial results.

The Company, in the recent previous years, has exited loss-making business verticals and is now focusing on serving customer orders based on regular supply of raw materials and logistics services. The Company has assessed recoverability of its assets such as trade receivables, inventory, other current assets and loans and advances and believes that it will recover the carrying cost of all its assets. The management will continue to closely monitor any material changes arising out of future economic conditions and impact on its operations.

During the year, the Parent Company has provided additional Inter Corporate Deposits ("ICDs") aggregating to Rs. 3,185 Lakhs to support the repayment of maturities/settlement of long-term debts

The Company has received the approval from the National Company Law Tribunal- Mumbai Bench (the NCLT) for the Composite Scheme of Arrangement to improve the position of the Company.

The Company is confident of repayment of all liabilities, as and when due, from business operations and/ or financial support from the Parent Company and other shareholders and accordingly, the financial results of the Company have been prepared on a going concern basis."



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Note 4 and 5 as described above has been reproduced as Note 9 and 10 respectively in this statement.

9. During the month of October 2020, owing to the financial difficulties arising from operational losses, FTL had made an application to its bankers/debenture-holders for invoking One Time Restructuring (OTR) under the 'Resolution Framework for COVID-19 related Stress' as prescribed by the Reserve Bank of India (RBI) vide its notification dated 6<sup>th</sup> August, 2020 for outstanding term loans, cash credit, debentures and other non-fund-based facilities. The aforesaid restructuring process was implemented during the month of March 2021 and April 2021 with respective lenders and as a result, the repayment of term loans and debentures were deferred to begin from 30<sup>th</sup> June, 2021 and are payable in 6 equal quarterly instalments. Limits of certain cash credit facilities were reduced and new working capital facilities were granted. Subsequently, 4 instalments upto 31<sup>st</sup> March, 2022 were paid within due dates as per OTR terms and the Company with financial support from its Parent Company in the form of ICDs as mentioned in the Note 8 above, has prepaid its remaining 2 instalment obligations under the aforesaid OTR including payment to debenture-holders and exited the OTR. Post OTR exit, borrowing limits have been revised and reduced. The Company is in the process of satisfaction/revision of charges created against these borrowings.
10. The Board of Directors of FTL, in its meeting held on 27<sup>th</sup> December, 2021, after considering the rationale and pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification and re-enactment thereof for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016, enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders of the Company and the sanction of the jurisdictional National Company Law Tribunal and such other competent authority as may be applicable, approved the Composite Scheme of Arrangement between Forbes Campbell Service Limited ("FCSL") and FTL and their respective shareholders ('the Scheme'). The Scheme was, subsequently, approved by the shareholders of the Company.

The Scheme inter-alia proposes for amalgamation of FCSL into FTL and reduction of share capital of FTL before the said amalgamation. Subject to the requisite approvals, through the above-mentioned Scheme, FTL has proposed to proportionately reduce capital by cancelling –

- 9,39,48,228 equity shares of Rs. 10 each out of the existing 9,48,97,200 equity shares of Rs. 10 each fully paid up for a consideration of Rs. 0.001 for each equity share so cancelled.
- 6,13,80,000 "10% Optionally Convertible Redeemable Preference Shares" (OCRPS) of Rs. 10 each out of the existing 6,20,00,000 OCRPS of Rs. 10 each fully paid up for a consideration of Rs. 0.001 for each OCRPS so cancelled.
- 99,00,000 "0.10% Non-Convertible Redeemable Preference shares" (NCRPS) of Rs. 10 each out of the existing 1,00,00,000 NCRPS of Rs. 10 each fully paid up for a consideration of Rs. 0.001 for each NCRPS so cancelled.

The Scheme proposes that a consideration of Rs. 3 Lakhs "6% Non-cumulative Non-Convertible Redeemable Preference Shares" (NCRPS) of Rs. 10 each of FTL shall be issued and allotted to the Equity Shareholders of the FCSL in proportion to their holding in FCSL as on the Record Date for Amalgamation.

Subsequently, The NCLT, in its order dated 16<sup>th</sup> September, 2022 ('the order') approved the Composite Scheme of Arrangement for amalgamation of Forbes Campbell Services Limited ('FCSL') into FTL and reduction of share capital of FTL ('the scheme'). Pursuant to the order, the Appointed Date of the Scheme is fixed at 1<sup>st</sup> October 2022 and the Scheme become effective from 29<sup>th</sup> September 2022 i.e., the last date on which the certified copy of the order was filed with the Registrar of Companies by both the companies.

The amalgamation has been accounted by applying the principle as set out in Appendix C of IND AS 103 "Business Combinations" and in accordance with the Ministry of Corporate Affairs (MCA) circular dated 21<sup>st</sup> August, 2019, FTL has considered the Appointed date i.e., 1<sup>st</sup> October 2021 as the date of amalgamation.

Accordingly, FTL has prepared its financial results for the quarter and half year ended 30<sup>th</sup> September, 2022 after giving effect of the aforesaid scheme and corresponding figures for the quarter ended 30<sup>th</sup> June 2022 and for the year and for the year ended 31<sup>st</sup> March 2022 have been restated to give effect of the scheme with effect from 1<sup>st</sup> October 2021. On the Scheme becoming effective and with effect from the Appointed Date, the FTL has-

- Accounted an aggregate gain of Rs. 16,417 Lakhs directly in retained earnings to the extent pertaining to equity portion and a gain of Rs. 380 Lakhs on reduction of liability portion of preference share, on proportionate reduction of –
  - its equity share capital by cancelling 9,39,48,228 equity shares of Rs. 10 each for a consideration of Rs. 0.001 per share.
  - its preference share capital by cancelling 6,13,80,000 10% Optionally Convertible Redeemable Preference Shares (OCRPS) of Rs. 10 each for a consideration of Rs. 0.001 per share.
  - its preference share capital by cancelling 99,00,000 0.10% Non-Convertible Redeemable Preference shares (NCRPS) of Rs. 10 each for consideration of Rs. 0.001 per share.
- Accounted for amalgamation of FCSL as per pooling of interest method by combining the assets, liabilities and reserves of the FCSL at their carrying amounts with only such adjustments which are required to harmonise the accounting policies. The consideration for amalgamation is payable to the shareholders of FCSL in the form of 2,60,000 6% Non-cumulative Non-convertible Redeemable Preference Shares (NCRPS) of Rs. 10 each in proportion of their holdings in FCSL on Record Date. Until the date of allotment of such NCRPS, the Company has accounted a financial liability of Rs. 26 Lakhs for the consideration issuable under the Scheme. The difference between the consideration issuable and the capital of FCSL, after adjustments for changes in deferred taxes, have been transferred to capital reserve on amalgamation (debit balance).



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11. Ind AS 115 'Revenue from Contracts with Customers', a new accounting standard notified by the Ministry of Corporate Affairs (MCA) on 28<sup>th</sup> March, 2018 was effective from accounting period beginning on or after 1<sup>st</sup> April, 2018 and replaced the then existing revenue recognition standards. The application of Ind AS 115 had significant bearing on the Company's accounting for recognition of revenue from real estate development projects.

Considering the terms of the contract, receipt of Occupancy Certificate for Phase I of the real estate development project, issuance of possession letters and transfer of control of the real estate units to the customers, the Company has recognised revenue of Rs. NIL for the quarter ended 30<sup>th</sup> September 2022, Rs. 201 Lakhs for the quarter ended 30<sup>th</sup> June, 2022, Rs. 1155 Lakhs for the quarter ended 30<sup>th</sup> September 2021, Rs. 494 Lakhs for the quarter ended 30<sup>th</sup> June, 2021 and Rs. 1,491 Lakhs for the year ended 31<sup>st</sup> March, 2022.

12. The COVID-19 pandemic has severely disrupted the world's business operations due to global lockdown and other emergency measures imposed by the various governments. The operations of the Group, its joint ventures and associates were impacted due to the shutdown of plants, real estate development project and offices following the nationwide lockdown. The Group commenced with its operations in a phased manner in line with the directives from the authorities.

The Group has evaluated the impact of this pandemic (considering the current situation and likely future developments along with the expected impact of new waves and strains of virus) on its business operations, liquidity and recoverability/ carrying values of its assets including property, plant and equipment, intangible including goodwill, trade receivables, inventory and investments as at the Balance Sheet date. Based on the management's review of the current indicators and economic conditions there are no additional adjustments on its financial results for the quarter ended 30<sup>th</sup> June, 2022. The Group has adequate unutilized fund-based credit facilities available, to take care of any urgent requirement of funds.

The Group throughout the lockdown period and even subsequently has been able to maintain adequate control of its assets and there are no significant changes to its control environment during the period.

However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly, the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

13. The Board of Directors of the Company at their Board Meeting held on 8<sup>th</sup> September, 2020 had, inter alia, approved the Composite Scheme of Arrangement ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder.

The Scheme provided for amalgamation and vesting of Aquagnis Technologies Private Limited ("ATPL") and Euro Forbes Financial Services Limited ("EFFSL") [the wholly owned subsidiaries of Eureka Forbes Limited ("EFL")] with and into EFL and amalgamation and vesting of EFL with and into the Company.

Further, upon the above part of the Scheme being effective, Demerger and vesting of Demerged Undertaking (as defined in the Scheme) of the Company into Forbes Enviro Solutions Limited ("FESL"), on a going concern took place in the previous year. Upon the entire scheme becoming effective, the name of FESL was changed to Eureka Forbes Limited.

On 19<sup>th</sup> September, 2021 a Share Purchase Agreement (SPA) was entered into between Lunolux Limited (Acquirer), an Advent International entity, Shapoorji Pallonji and Company Private Limited (Seller), the Company, EFL, FESL and Forbes Campbell Finance Limited ("FCFL") for sale of shares of FESL, post issuance and listing of the same pursuant to the Scheme becoming effective.

Pursuant to the aforesaid SPA, the Board of Directors of the Company vide resolution dated 10<sup>th</sup> October, 2021, approved the following amendments to the Scheme:

- certain identified investments of EFL shall not be demerged as part of the Demerged Undertaking (as defined in the Scheme) from the Company to FESL,
- "appointed date" as per the Scheme would be effective date or the first day of the calendar month immediately succeeding the month in which the effective date occurs, as may be decided by the Board.

Consequently, notices to equity shareholders, secured creditors and unsecured creditors went for the aforesaid modifications in the Scheme and necessary approvals from the stock exchange, regulators and other stakeholders were sought. On 6<sup>th</sup> October, 2021, the Company received an order from Hon'ble National Company Law Tribunal, Mumbai (NCLT) for convening meetings of equity shareholders, secured creditors and unsecured creditors and consequently the meetings were held on 22<sup>nd</sup> November, 2021, where the scheme was approved. EFL has deconsolidated FESL w.e.f. 1<sup>st</sup> December, 2021. Further, the Scheme was sanctioned by the NCLT vide order dated 25<sup>th</sup> January, 2022. Upon receipt of the certified copy of the said order, the Scheme was made effective by filing Form INC 28 with the Registrar of Companies, Mumbai, Maharashtra (ROC) on 1<sup>st</sup> February, 2022.

The Board of Directors of the respective companies vide resolution dated 31<sup>st</sup> January, 2022 approved 1<sup>st</sup> February, 2022 as the Appointed Date, for the purposes of the Scheme. Consequently, with effect from 1<sup>st</sup> February, 2022, ATPL and EFFSL merged with EFL, followed by merger of EFL into the Company and demerger of the Demerged Undertaking as defined in the Scheme on a going concern basis into FESL on the same date.

In accordance with the provisions of the Scheme, each shareholder of the Company as on the Record date i.e., 11<sup>th</sup> February, 2022 was allotted 15 shares each of FESL (Now EFL) which got listed on BSE Limited. The allotment of the aforesaid new shares was completed on 14<sup>th</sup> February, 2022 and each shareholder of Forbes & Company Limited became entitled to 15 shares of FESL (Now EFL) in the ratio to their original holding as per details specified in the scheme.

Post the merger scheme becoming effective, Demerger and vesting of Demerged Undertaking (as defined in the Scheme) of the Company into Forbes Enviro Solutions Limited ("FESL"), on a going concern basis took place on the appointed date of 1<sup>st</sup> February, 2022 as approved by the NCLT.



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The demerger was considered as a distribution of non-cash assets to the owners of the Company and the difference in the fair value and the carrying amount of net assets of the Demerged Undertaking was recognised as Notional gain on demerger in the financial results for the quarter and year ended 31<sup>st</sup> March, 2022 as an exceptional item amounting to Rs. 4,52,929 Lakhs. Neither the Company nor the shareholders received any cash amount nor were they entitled to receive any cash in respect of this Composite Scheme.

(Rs. in Lakhs)	
Distribution of demerged undertaking to Shareholders of the Company	4,06,600
Carrying value of net assets/ (liabilities) of demerged entities	(46,329)
Notional gain on distribution of demerged undertaking to owners	4,52,929

#### 14. Discontinued Operations

##### Health and Hygiene Business

Pursuant to the composite scheme of arrangement as described above, EFL and related entities in the Health and Hygiene segment as described in the scheme will be demerged into FESL. The aforesaid scheme has been approved by the Honorable National Company Law Tribunal as at 25<sup>th</sup> January, 2022 and meets the criteria prescribed in Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations" to be considered as discontinued operations. Accordingly, the Demerged Undertaking as defined in the Scheme has been disclosed as discontinued operations in these financial results.

The Board of Directors of the Company at their meeting held on 23<sup>rd</sup> February, 2022 has approved entering into a binding term sheet for sale of its entire shareholding in Forbes Facility Services Private Limited (FFSPL), a wholly owned subsidiary of the Company to SILA Solutions Private Limited. This binding term sheet has been executed on 23<sup>rd</sup> February, 2022 and agreement for sale was executed on 20<sup>th</sup> May, 2022. The transaction has been completed on the fulfillment of all conditions at a sales consideration of Rs. 4,200 Lakhs effective 1<sup>st</sup> July, 2022. Accordingly, the carrying value of the assets and liabilities of Rs. 5,833 Lakhs and Rs. 5,305 Lakhs respectively has been classified as pertaining to discontinued operations as on 30<sup>th</sup> June, 2022.

Additionally, as per terms of the agreement to sale, the Company has taken-over current receivables and payable balances of FFSPL as on 31<sup>st</sup> December, 2021 to/ from related parties aggregating Rs. 122 Lakhs and Rs. 237 Lakhs respectively and receivable from ONGC aggregating Rs. 54 Lakhs and the net amount of Rs. 60 Lakhs is received by the Company from FFSPL.

Accordingly, the previous periods have been reclassified and the amount pertaining to discontinued operations has been disclosed as a single line in the financial results.

The summary of results of the aforesaid discontinued operations, as included under the results, is as follows:

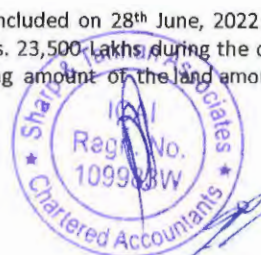
Particulars	Quarter ended			Half year ended		Year ended
	30.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
Revenue (Including Other Income)	-	4,515	62,840	4,515	1,05,435	1,82,308
Expenses	-	(4,446)	(58,997)	(4,446)	(1,00,238)	(1,77,931)
Profit/ (Loss) before tax, Share of profit of joint ventures and associates accounted for using equity method and Exceptional items from discontinued operations	-	69	3,843	69	5,197	4,377
Share of profit of joint ventures and associates accounted for using equity method	-	-	-	-	-	-
Profit/ (Loss) before tax and Exceptional items from discontinued operations	-	69	3,843	69	5,197	4,377
Exceptional Items (refer Note 13)	-	-	-	-	-	4,52,929
Profit/ (Loss) before tax from discontinued operations	-	69	3,843	69	5,197	4,57,306
Tax expense	-	(20)	(1,255)	(20)	(1,762)	(2,080)
Profit/ (Loss) after tax from discontinued operations	-	49	2,588	49	3,435	4,55,226

15. The Board of Directors of the Company, in their meeting held on 22<sup>nd</sup> December, 2020, approved entering into a Memorandum of Understanding ("MOU") for sale of approximately 3.804 acres of land at Chandivali. Accordingly, the net carrying value aggregating Rs. 2,316 Lakhs [including Rs. 2,277 Lakhs paid towards seeking permission under the Urban Land (Ceiling & Regulation) Act, 1976 for the transfer/ sale/ development/ redevelopment of the land during the quarter ended 31<sup>st</sup> March, 2022], has been reflected as asset held for sale as on 31<sup>st</sup> March, 2022.

Pursuant to the Board of Directors meeting dated 24<sup>th</sup> March, 2022, the Company entered into a new Agreement for Sale (AFS) for the aforesaid land, with Equinix India Private Limited (Equinix) for an increased consideration of Rs. 23,500 Lakhs, which was executed on 24<sup>th</sup> March, 2022 and completion of the said transaction was subject to fulfilment of conditions precedent.

The transaction for sale of Chandivali land with Equinix got concluded on 28<sup>th</sup> June, 2022 post completion of the conditions precedent and the Company received entire consideration of Rs. 23,500 Lakhs during the quarter ended 30<sup>th</sup> June, 2022. The difference between the net disposal proceeds and the carrying amount of the land amounting to Rs. 20,684 Lakhs has been

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recognized as gain on disposal during the quarter ended 30<sup>th</sup> June, 2022 and reflected in Other income in these financial results. The capital gains tax impact of the aforesaid transaction has been appropriately considered during the quarter ended 30<sup>th</sup> June, 2022 and appropriately adjusted in the half year ended 30<sup>th</sup> September 2022.

16. The Board of Directors of the Company in their meeting dated 26<sup>th</sup> September, 2022 have approved the Scheme of Arrangement ("Scheme") between the Company ("FCL" or the "Demerged Company") and Forbes Precision Tools and Machine Parts Limited ("FPTL" or the "Resulting Company") and their respective shareholders under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions and the Rules framed thereunder. This Scheme is a Scheme of Arrangement involving demerger of Precision Tools business of the Company into Forbes Precision Tools and Machine Parts Limited. The Scheme is subject to necessary approvals by the Stock Exchanges, Securities and Exchange Board of India, Shareholders and Creditors of the Company, as may be applicable, Jurisdictional Bench of National Company Law Tribunal ("NCLT") and such other statutory and regulatory approvals as may be required. The relevant documents for obtaining approval under Regulation 37 of the SEBI Listing Regulations are submitted to the Designated Stock Exchange. The FPTL has been incorporated on 30<sup>th</sup> August, 2022 as a wholly owned subsidiary of the Company.
17. The Board of Directors of the Company in their meeting on dated 13<sup>th</sup> August, 2022 have approved in principle, a proposal to enter into a 50:50 joint venture with MACSA ID for providing innovative laser marking and traceability solutions for the entire range of materials metal and non-metals.
18. The Indian Parliament has approved the Code on Social Security, 2020 ("the code") which, inter alia, deals with employees benefits during employment and post-employment. The code has been published in the Gazette of India. The effective date of the code is yet to be notified and the rules for quantifying the financial impact are also yet to be issued. In view of this, the impact of change, if any, will be assessed and recognised post notification of the relevant provisions.
19. Pursuant to the Composite Scheme of Arrangement as described in Note 13 above, the following are not subsidiaries/ associates of the Company as at 31<sup>st</sup> March, 2022:
- Eureka Forbes Limited
  - Aquaignis Technologies Private Limited
  - Euro Forbes Financial Services Limited
  - Infinite Water Solutions Private Limited
  - Forbes Aquatech Limited
  - Forbes Lux FZCO
  - Euro Forbes Limited
  - Forbes Enviro Solutions Limited
  - Euro P2P Direct (Thailand) Company Limited
  - AMC Cookware PTY Ltd (joint venture) has been sold in December 2021
20. Other income includes net realized/ unrealized foreign exchange gains/ (losses) incurred by the Group.
21. During the quarter ended 30<sup>th</sup> September 2022, the Company has paid Special interim dividend of Rs. 65/- per fully paid equity share of Rs. 10 each for the financial year 2022-23 after completing all the necessary compliances.
22. The figures of the quarter ended 31<sup>st</sup> March, 2022 are balancing figures between the audited figures in respect of the full financial year ended on 31<sup>st</sup> March, 2022 as reported in these financial results and the unaudited published year to date figures up to third quarter ended on 31<sup>st</sup> December, 2021, which were subjected to Limited Review by the previous Statutory Auditors.
23. Figures for the previous periods are re-classified / re-arranged / regrouped, wherever necessary, to correspond with the current period's classification / disclosure.

Mumbai.  
3<sup>rd</sup> November, 2022



For Forbes & Company Limited

  
(Mahesh Tahilyani)  
Managing Director  
DIN: 01423084