



# FORBES & COMPANY LIMITED

Registered Office : Forbes Building, Charanjit Hai Marg, Fort, Mumbai - 400 001, India.  
Phone : +91 22 4074 9191 • Fax : +91 22 4074 9102

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

Date: 30th January, 2013

Dear Sirs,

**PART I - Statement of Standalone Unaudited Financial Results for the quarter and nine months ended 31st December, 2012**

(₹ in Lakhs)

Particulars	Quarter ended			Nine months ended		Previous year ended
	31.12.2012 (Unaudited)	30.09.2012 (Unaudited)	31.12.2011 (Unaudited)	31.12.2012 (Unaudited)	31.12.2011 (Unaudited)	31.03.2012 (Audited)
<b>1 Income from operations</b>						
a) Net sales / income from operations (net of excise duty)	8,046	5,673	6,513	19,749	18,991	26,676
b) Other operating income	271	280	450	902	1,310	1,734
<b>Total income from operations (net)</b>	<b>8,317</b>	<b>5,953</b>	<b>6,963</b>	<b>20,651</b>	<b>20,301</b>	<b>28,410</b>
<b>2 Expenses</b>						
a) Cost of materials consumed	3,817	1,784	1,282	6,651	3,487	5,355
b) Purchases of stock-in-trade	488	215	90	923	387	586
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(1,597)	(974)	(32)	(2,788)	195	150
d) Employee benefits expense	1,169	1,197	989	3,419	3,048	4,050
e) Depreciation and amortisation expense	340	340	304	976	907	1,211
f) Charter hire charges (see Note 3)	-	-	-	-	1,063	1,063
g) Transportation, freight, hire charges and other operating costs relating to Shipping and Logistics division	1,753	1,613	1,773	5,180	4,986	6,739
h) Other expenses	2,021	2,450	1,898	6,213	5,434	7,920
<b>Total expenses</b>	<b>7,991</b>	<b>6,634</b>	<b>5,304</b>	<b>20,574</b>	<b>19,507</b>	<b>27,074</b>
<b>3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)</b>	<b>326</b>	<b>(681)</b>	<b>659</b>	<b>77</b>	<b>794</b>	<b>1,336</b>
<b>4 Other income</b>	<b>316</b>	<b>318</b>	<b>29</b>	<b>645</b>	<b>152</b>	<b>298</b>
<b>5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)</b>	<b>642</b>	<b>(363)</b>	<b>688</b>	<b>722</b>	<b>946</b>	<b>1,634</b>
<b>6 Finance costs</b>	<b>408</b>	<b>261</b>	<b>358</b>	<b>940</b>	<b>963</b>	<b>1,314</b>
<b>7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)</b>	<b>234</b>	<b>(624)</b>	<b>330</b>	<b>(218)</b>	<b>(17)</b>	<b>320</b>
<b>8 Exceptional items (see Note 2)</b>	<b>(1,470)</b>	<b>(12)</b>	<b>-</b>	<b>4,561</b>	<b>10</b>	<b>153</b>
<b>9 Profit / (Loss) from ordinary activities before tax (7+8)</b>	<b>(1,236)</b>	<b>(663)</b>	<b>330</b>	<b>4,343</b>	<b>(7)</b>	<b>473</b>
<b>10 Tax expense / (credit)</b>						
- Current tax	(280)	(160)	-	520	-	-
- Income-tax adjustment in respect of an earlier year	(54)	-	-	(54)	-	-
<b>11 Net Profit / (Loss) from ordinary activities after tax (9-10)</b>	<b>(902)</b>	<b>(483)</b>	<b>330</b>	<b>3,877</b>	<b>(7)</b>	<b>473</b>
<b>12 Extraordinary items (net of tax expense)</b>						
<b>13 Net Profit / (Loss) for the period / year (11+12)</b>	<b>(902)</b>	<b>(483)</b>	<b>330</b>	<b>3,877</b>	<b>(7)</b>	<b>473</b>
<b>14 Paid-up equity share capital (Face Value of ₹ 10 each)</b>	<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>15 Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year</b>						<b>12,400</b>
<b>16 Basic and diluted Earnings per share (Face Value of ₹ 10 each) (Quarter and year to date figures not annualised)</b>	<b>₹ (6.99)</b>	<b>₹ (3.74)</b>	<b>₹ 2.56</b>	<b>₹ 30.06</b>	<b>₹ (0.06)</b>	<b>₹ 3.66</b>
<b>Note:</b> Chartering loss arising from the stand by charter agreement as stated in Note 3 included in these results					<b>513</b>	<b>513</b>

*For Identification*  
**Deloitte Haskins & Sells**

PART II - Select information for the quarter and nine months ended 31st December, 2012

Particulars	Quarter ended			Nine months ended		Previous year ended
	31.12.2012 (Unaudited)	30.09.2012 (Unaudited)	31.12.2011 (Unaudited)	31.12.2012 (Unaudited)	31.12.2011 (Unaudited)	31.03.2012 (Audited)
<b>A PARTICULARS OF SHAREHOLDING</b>						
<b>1 Public Shareholding</b>						
- Number of shares	3436925	3436925	3436925	3436925	3436925	3436925
- Percentage of shareholding	26.65%	26.65%	26.65%	26.65%	26.65%	26.65%
<b>2 Promoters and Promoter Group Shareholding</b>						
<b>a) Pledged / Encumbered</b>						
- Number of shares	-	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-	-	-
<b>b) Non-encumbered</b>						
- Number of shares	9461691	9461691	9461691	9461691	9461691	9461691
- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the Company)	73.35%	73.35%	73.35%	73.35%	73.35%	73.35%

Particulars	3 months ended 31.12.2012
<b>B INVESTOR COMPLAINTS</b>	
Pending at the beginning of the quarter	12 *
Received during the quarter	15
Disposed of during the quarter	-
Remaining unresolved at the end of the quarter	13 *
* 12 complaints related to court cases	
§ Subsequently resolved	

  
 For Identification  
 Deloitte Haskins & Sells

Reporting of Segment wise Revenue, Results and Capital Employed

(₹ in lakhs)

	Quarter ended			Nine months ended		Previous year ended
	31.12.2012 (Unaudited)	30.09.2012 (Unaudited)	31.12.2011 (Unaudited)	31.12.2012 (Unaudited)	31.12.2011 (Unaudited)	31.03.2012 (Audited)
<b>1 Segment Revenue</b>						
(a) Engineering	7,436	1,053	3,008	11,977	10,752	15,536
(b) Shipping and Logistics Services	2,852	1,411	2,860	7,816	8,292	11,219
(c) Real Estate	257	255	431	858	1,257	1,655
<b>Total</b>	<b>8,317</b>	<b>2,953</b>	<b>6,963</b>	<b>20,651</b>	<b>20,301</b>	<b>28,410</b>
Less: Inter Segment Revenue	-	-	-	-	-	-
<b>Total income from operations (net)</b>	<b>8,317</b>	<b>2,953</b>	<b>6,963</b>	<b>20,651</b>	<b>20,301</b>	<b>28,410</b>
<b>2 Segment Results (Profit / (Loss) before Tax and finance costs from each Segment (including exceptional items related to segments))</b>						
(a) Engineering	399	(310)	327	710	1,606	2,350
(b) Shipping and Logistics Services	14	-	211	358	(469)	(130)
(c) Real Estate	211	191	330	6,506	1,040	1,207
<b>Total</b>	<b>607</b>	<b>(177)</b>	<b>1,063</b>	<b>7,574</b>	<b>2,177</b>	<b>3,427</b>
Less: Exceptional items other than related to segments	(1,408)	(122)	(1,063)	(1,470)	(58)	(58)
	(1,578)	(122)	(1,063)	(6,104)	(2,119)	(3,369)
Less: Finance costs	(913)	(241)	(358)	(940)	(963)	(1,314)
<b>Balance</b>	<b>(986)</b>	<b>(383)</b>	<b>705</b>	<b>5,164</b>	<b>1,156</b>	<b>2,055</b>
Less: Unallocable expenses net of unallocable income	(210)	(260)	(375)	(821)	(1,163)	(1,582)
<b>Profit / (Loss) from ordinary activities before Tax</b>	<b>(1,236)</b>	<b>(643)</b>	<b>330</b>	<b>4,343</b>	<b>(7)</b>	<b>473</b>
<b>3 Capital Employed (Segment assets less segment liabilities)</b>						
(a) Engineering	10,289	8,340	5,988	10,289	5,988	6,774
(b) Shipping and Logistics Services	2,178	3,891	3,033	4,178	3,033	2,985
(c) Real Estate	(1,488)	(1,377)	(2,517)	(1,388)	(2,511)	(1,595)
	<b>13,079</b>	<b>10,801</b>	<b>6,510</b>	<b>13,079</b>	<b>6,510</b>	<b>8,164</b>
Unallocated	21,491	21,219	18,332	21,491	18,332	19,069
<b>Total Capital Employed</b>	<b>34,570</b>	<b>33,130</b>	<b>24,842</b>	<b>34,570</b>	<b>24,842</b>	<b>27,233</b>

  
 For Identification  
 Deloitte Haskins & Sells

**NOTES:**

- The above results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 30<sup>th</sup> January, 2013 and subjected to a Limited Review by the statutory auditors.
- Exceptional items:

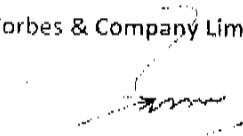
	Quarter ended			Nine months ended		Previous year ended
	31.12.2012	30.09.2012	31.12.2011	31.12.2012	31.12.2011	31.03.2012
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Termination benefits and one time settlement with employees	-	(13)	-	(13)	(58)	(75)
Profit on sale of land and building *(Including interest on delayed payment)	-	(6)	-	6,044 *	68	68
Provision for diminution in the value of investments in a jointly controlled entity	(1,400)	-	-	(1,400)	-	-
Write off of investment in a subsidiary company	(70)	-	-	(70)	-	-
Prior period adjustment – written down value of fixed assets written off in an earlier year, written back in previous year	-	-	-	-	-	46
Income on settlement of disputed matters	-	-	-	-	-	114
<b>TOTAL</b>	<b>(1,470)</b>	<b>(19)</b>	<b>-</b>	<b>4,561</b>	<b>10</b>	<b>153</b>

- To secure the lenders of SCI Forbes Limited (SFL), a jointly controlled entity, amongst other undertakings, two of the joint venture partners, including the Company, had to, sign a standby charter agreement, under which, in the event the vessels were not on charter with a lender approved third party at anytime during the pendency of the loan, two vessels each would come on automatic charter to the joint venture partners at rates specified in the standby charter agreement. Immediately thereafter the global financial crisis occurred with shipping being badly hit with charter rates crashing. The lenders sought a change in some commercial terms for agreeing to approve charterers and other forms of vessel deployment. Whilst this negotiation was going on, the loan covenant had got activated and the Company (as also its other JV partner) had to take the vessels on charter at standby charter rates and deploy them on market rates resulting in the loss of ₹ 513 Lakhs during previous nine months ended 31<sup>st</sup> December, 2011 and previous year ended 31<sup>st</sup> March, 2012. With effect from 1<sup>st</sup> July, 2011, the aforesaid standby charter agreement has been suspended and consequently the ships have been re-delivered by the Company as also by the joint venture partner to SFL. Non-provision of estimated loss arising from the aforesaid onerous standby charter agreements not being in accordance with the requirements of Accounting Standard 29, 'Provisions, Contingent Liabilities and Contingent Assets' (AS-29) was a subject matter of a qualification in the audit report for the year ended 31<sup>st</sup> March, 2011.

For Identification  
Deloitte Haskins & Sells


4. Account balances of trade payables, trade receivables and other balances relating to the Shipping and Logistics division were in the process of detailed review and reconciliation. This was a subject matter of qualification in the audit report for the year ended 31<sup>st</sup> March, 2012 and limited review reports for the quarters ended 30<sup>th</sup> June, 2012 and 30<sup>th</sup> September, 2012. During the current period, the Management has completed the detailed review of open items including reconciling balances with parties' statement of accounts wherever available and also instituted stringent process in place. The Management is of the view that presently the account balances are in order and the net effect on these results arising from review and reconciliation process is not material. Accordingly, the subject matter of qualification has been resolved.
5. Figures for the previous periods / year are re-classified / re-arranged / regrouped, wherever necessary.

For Forbes & Company Limited



(Ashok Barát)  
Managing Director

Mumbai, 30<sup>th</sup> January, 2013

  
For Identification  
Deloitte Haskins & Sells

**AUDITORS' REPORT  
TO THE BOARD OF DIRECTORS OF  
FORBES & COMPANY LIMITED  
ON LIMITED REVIEW OF UNAUDITED FINANCIAL RESULTS**

We have reviewed the accompanying statement of Standalone Unaudited Financial Results of **FORBES & COMPANY LIMITED** ("the Company") for the quarter and nine months ended 31<sup>st</sup> December, 2012 ("the Statement"). This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

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 is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an opinion.

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 Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement with BSE Limited, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreement and the particulars relating to undisputed investor complaints from the details furnished by the Registrars.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Registration No. 117366W)



Rajesh K Hiranandani  
Partner  
(Membership No.: 36920)

MUMBAI, 30<sup>th</sup> January, 2013

