



Date: 28th May, 2013

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

Dear Sirs,

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

₹ in Lakhs

Particulars	STANDALONE RESULTS					CONSOLIDATED RESULTS	
	Quarter ended			Year ended		Year ended	
	31.03.2013 (Unaudited)	31.12.2012 (Unaudited)	31.03.2012 (Unaudited)	31.03.2013 (Audited)	31.03.2012 (Audited)	31.03.2013 (Audited)	31.03.2012 (Audited)
1 Income from operations	10,082	8,046	7,685	29,831	26,676	1,97,659	1,74,157
a) Net sales / income from operations (net of excise duty)	307	271	424	1,203	1,231	7,271	2,796
b) Other operating income							
Total income from operations (net)	10,389	8,317	8,109	31,034	28,410	1,99,930	1,76,953
2 Expenses	1,495	3,817	1,867	8,146	5,345	52,426	45,765
a) Cost of materials consumed	577	488	199	1,500	586	40,065	25,346
b) Purchases of stock-in-trade							
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2,740	(1,597)	(45)	(48)	150	(9,161)	(996)
d) Employee benefits expense	1,105	1,169	1,007	4,524	4,050	30,566	27,638
e) Depreciation and amortisation expense	347	340	304	1,318	1,211	4,466	4,442
f) Charter hire charges (see Note 3)					1,063	41	820
g) Transportation, freight, hire charges and other operating costs relating to Shipping and Logistics division	2,238	1,753	1,752	7,418	6,739	14,794	12,749
h) Other expenses	1,643	2,021	2,501	7,856	7,935	61,755	54,119
Total expenses	10,140	7,991	7,580	30,714	27,089	1,94,852	1,69,893
3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	249	326	529	320	1,321	5,078	7,060
4 Other income	448	316	192	1,093	284	3,162	1,952
5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	697	642	721	1,413	1,605	8,240	10,012
6 Finance costs	590	408	327	1,530	1,285	3,187	4,259
7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	107	234	394	(117)	320	5,053	5,753
8 Exceptional items (see Note 2)	(830)	(1,470)	143	3,731	153	5,815	991
9 Profit / (Loss) from ordinary activities before tax (7+8)	(723)	(1,236)	487	3,614	473	10,868	6,744
10 Tax expense / (Benefit)	25	(280)	-	545	-	2,783	2,020
- Current tax expense for current year						(70)	(6)
- Less: MAT credit entitlement	(12)	(54)	-	(66)	-	2,697	2,007
- Excess provision for tax relating to prior years	13	(334)	-	479	-	(84)	(26)
- Deferred tax	19	(334)	-	479	-	2,613	1,981
Sub total	(742)	(902)	482	3,135	473	8,255	4,863
11 Net Profit / (Loss) from ordinary activities after tax (9-10)	(10)	(102)	969	(117)	848	2,613	1,881
12 Extraordinary items (net of tax expense)	(742)	(902)	482	3,135	473	8,255	4,863
13 Net Profit / (Loss) for the period / year (11+12)	(752)	(1,004)	1,451	3,018	921	10,868	6,744
14 Share of profit of Associates						167	284
15 Net Minority Interest						138	104
16 Net Profit after taxes, minority interest, and share of profit of associates	1,290	1,290	1,290	1,290	1,290	1,773	1,773
17 Paid-up equity share capital (Face Value of ₹ 10 each)				10,000			
18 Paid-up debt capital							
19 Reserves excluding Revaluation Reserve as per balance sheet of the accounting year				15,459	12,400	40,969	33,019
20 Debenture Redemption Reserve (Included in Item 19 above)				2,500			
21 Basic and diluted earnings per share (Face Value of ₹ 10 each) (Quarter figures not annualised)	₹ (5.75)	₹ (6.99)	₹ 3.74	₹ 24.30	₹ 3.66	₹ 67.19	₹ 41.24
22 Debt Equity Ratio				0.84	0.71	-	-
23 Debt Service Coverage Ratio				1.11	0.87	-	-
24 Interest Service Coverage Ratio				6.65	2.35	-	-
Note: Chartering loss arising from the stand by charter agreement as stated in Note 3 included in these results						513	257
Paid-up debt capital = Non Convertible Debentures							
Debt Equity Ratio = Long Term Borrowings (including current maturities) / Equity Shareholders Fund							
Debt Service Coverage Ratio = Earnings Before Interest + Tax + Depreciation & amortisation expenses + prov. for Diminution in the value of investment / (Interest + Repayment of Long Term Borrowings)							
Interest Service Coverage Ratio = Earnings Before Interest + Tax + Depreciation & Amortisation Expenses + Prov. for Diminution in the value of Investment / (Interest Expenses)							

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

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

Particulars	3 months ended 31.03.2013
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	19 *
Received during the quarter	-
Disposed of during the quarter	1
Remaining unresolved at the end of the quarter	12 *
* 12 complaints related to court cases	

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Reporting of Segment wise Revenue, Results and Capital Employed

(' in Lakhs)

	STANDALONE RESULTS					CONSOLIDATED RESULTS	
	Quarter ended			Year ended		Year ended	
	31.03.2013 (Unaudited)	31.12.2012 (Unaudited)	31.03.2012 (Unaudited)	31.03.2013 (Audited)	31.03.2012 (Audited)	31.03.2013 (Audited)	31.03.2012 (Audited)
1 Segment Revenue							
(a) Health, Hygiene, Safety Products and its services						1,48,926	1,29,946
(b) Engineering	6,862	5,408	4,784	18,889	18,536	21,053	17,817
(c) Shipping and Logistics Services	3,275	2,657	2,927	11,091	11,219	77,167	18,519
(d) Real Estate	246	257	398	1,104	1,655	1,100	1,699
(e) IT Enabled Services and Products	-	-	-	-	-	16,684	8,972
(f) Others	-	-	-	-	-	-	-
Total	10,383	8,317	8,109	31,034	28,410	1,99,930	1,76,953
Less: Inter Segment Revenue							
Total Income from operations (net)	10,383	8,317	8,109	31,034	28,410	1,99,930	1,76,953
2 Segment Results (Profit / (Loss) before Tax and finance costs from each Segment (Including exceptional items related to segments))							
(a) Health, Hygiene, Safety Products and its services						8,018	9,321
(b) Engineering	568	596	729	1,718	2,343	895	2,702
(c) Shipping and Logistics Services	169	149	339	517	(130)	(1,471)	(315)
(d) Real Estate	321	147	167	6,827	1,207	6,693	1,155
(e) IT Enabled Services and Products	-	-	-	-	-	510	(606)
(f) Others	-	-	-	-	-	(56)	(55)
Total	1,048	892	1,235	8,622	3,412	14,589	11,692
Less: Exceptional items other than related to segments	(830)	(1,470)	-	(2,300)	(58)	-	697
	218	(578)	1,235	6,322	3,354	14,589	12,389
Less: Finance costs	(590)	(408)	(322)	(1,530)	(1,285)	(3,187)	(4,159)
Balance	(372)	(986)	913	4,792	2,069	11,402	8,230
Less: Unallocable expenses net of unallocable income	(357)	(250)	(431)	(1,178)	(1,595)	(534)	(1,384)
Profit / (Loss) from ordinary activities before Tax	(729)	(1,236)	482	3,614	479	10,868	6,844
3 Capital Employed (Segment assets less segment liabilities)							
(a) Health, Hygiene, Safety Products and its services						28,055	33,968
(b) Engineering	10,084	10,289	6,774	10,084	6,774	11,798	8,968
(c) Shipping and Logistics Services	3,550	4,178	2,985	3,650	2,985	14,147	15,354
(d) Real Estate	(1,216)	(1,388)	(1,595)	(1,216)	(1,595)	(908)	(1,194)
(e) IT Enabled Services and Products	-	-	-	-	-	5,474	2,386
(f) Others	-	-	-	-	-	77	34
Total	12,518	13,079	8,164	12,518	8,164	58,595	59,514
Unallocated	20,324	21,491	19,069	20,324	19,069	75,440	16,754
Total Capital Employed	32,842	34,570	27,233	32,842	27,233	84,035	76,268

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

₹ in Lakhs

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

NOTES:

1. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 27th and 28th May, 2013 respectively.

2. Exceptional items:

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

3. To secure the lenders of SCI Forbes Limited (SFL), a jointly controlled entity, amongst other undertakings, two of the joint venture partners, including the Company, had to, sign a standby charter agreement, under which, in the event the vessels were not on charter with a lender approved third party at anytime during the pendency of the loan, two vessels each would come on automatic charter to the joint venture partners at rates specified in the standby charter agreement. Immediately thereafter the global financial crisis occurred with shipping being badly hit with charter rates crashing. The lenders sought a change in some commercial terms for agreeing to approve charterers and other forms of vessel deployment. Whilst this negotiation was going on, the loan covenant had got activated and the Company (as also its other JV partner) had to take the vessels on charter at standby charter rates and deploy them on market rates resulting in the loss of ₹ 513 Lakhs on standalone basis and ₹ 257 Lakhs on consolidated financial statement basis during the previous year ended 31st March, 2012. With effect from 1st July, 2011, the aforesaid standby charter agreement has been suspended and consequently the ships have been re-delivered by the Company as also by the joint venture partner to SFL. Non-provision of estimated loss arising from the aforesaid onerous standby charter agreements not being in accordance with the requirements of Accounting Standard 29, 'Provisions, Contingent Liabilities and Contingent Assets' (AS-29) was a subject matter of a qualification in the audit report for the year ended 31st March, 2011.
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 31st March, 2012 and limited review reports for the quarters ended 30th June, 2012 and 30th 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.

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5. The Audit Report of the statutory auditors on the Consolidated Financials for the year ended 31st March, 2013 had the following as subject matter of qualification:-

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

For Forbes & Company Limited



(Ashok Barát)
Managing Director

Mumbai, 28th May, 2013