

May 25, 2017

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 30 & 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

In compliance with the requirements of Regulations 30 & 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform you that the Board of Directors at its meeting held on May 24, 2017, which commenced at 2.00 p.m. and was adjourned to May 25, 2017 at 5.45 p.m. The adjourned meeting commenced at 4.00 p.m and concluded at 11.40 p.m. on May 25, 2017.

The Board has:

- a. Approved the Audited Standalone & Consolidated Financial Results for the quarter and financial year ended March 31, 2017. A copy of the aforesaid Financial Results along with the Reports by Statutory Auditors of the Company, a declaration with regard to Auditor's Report with unmodified opinion on Standalone Financial Results (Refer Annexure "A") and a Statement in the prescribed format showing impact of audit qualifications on the Consolidated Financial Results (Refer Annexure "B") is enclosed.
- b. Recommended Dividend of Rs. 2.50 (Rupees Two and Fifty Paise) per Equity Share of Rs. 10 each for the Financial Year ended March 31, 2017, which if approved by the Shareholders of the Company at the ensuing Annual General Meeting will be paid within the prescribed statutory timelines.

Kindly take the above information on your record.

Yours faithfully

For Forbes & Company Limited



Pankaj Khattar
Head Legal and Company Secretary

word-stockexchange-general

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

Date: 25th May, 2017

Dear Sirs,

Statement of Consolidated Financial Results for the year ended 31 March, 2017

(Rs. in Lakhs)

Particulars	Year ended	
	31.03.2017	31.03.2016
	(Audited) (see Note 4)	(Audited) (see Note 4)
1 Income		
a) Revenue from operations		
b) Other income	3,02,346	3,23,102
Total Income (a + b)	5,334	6,190
2 Expenses	3,07,680	3,29,292
a) Real estate development costs	8,821	481
b) Cost of materials consumed	73,034	73,029
c) Purchases of stock-in-trade	51,303	62,503
d) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(7,620)	(3,070)
e) Employee benefits expense	67,953	64,735
f) Finance costs	7,447	10,706
g) Depreciation and amortisation expense	7,066	7,469
h) Other expenses	98,382	1,12,291
Total expenses	3,06,386	3,28,144
3 Profit before exceptional items and tax (1-2)	1,294	1,148
4 Exceptional Items - Income/ (Expenses)	8,220	(2,090)
5 Profit/ (Loss) before tax (3+4)	9,514	(942)
6 Tax expense		
a) Current tax	3,630	3,788
b) Deferred tax	(1,238)	197
7 Profit/ (Loss) after tax for the year from continuing operations (5-6)	2,392	3,985
8 Share of net Profit of Associates accounted for using equity method	7,122	(4,927)
9 Share of net Profit of Joint ventures accounted for using equity method	-	-
10 Profit/ (Loss) for the year (7+8+9)	1,865	128
11 Other Comprehensive Income	8,987	(4,799)
A (i) Items that will not be reclassified to profit or loss	(104)	29
(ii) Income tax relating to items that will not be reclassified to profit or loss	48	24
B (i) Items that may be reclassified to profit or loss	1,057	207
(ii) Income tax relating to items that may be reclassified to profit or loss	-	-
12 Total Comprehensive Income (10+11)	1,001	260
13 Profit for the year attributable to:-	9,988	(4,539)
(i) Owners of the Company	8,500	(5,855)
(ii) Non controlling interests	487	1,056
14 Other comprehensive income for the year attributable to:-	8,987	(4,799)
(i) Owners of the Company	1,001	260
(ii) Non controlling interests	-	-
15 Total comprehensive income for the year attributable to:-	1,001	260
(i) Owners of the Company	9,501	(5,595)
(ii) Non controlling interests	487	1,056
Basic and diluted earnings per equity share	9,988	(4,539)
	70.58	(37.69)

See accompanying notes to the consolidated financial results.

For Identification
Deloitte Haskins & Sells LLP
Mumbai



Consolidated Statements of Assets, Liabilities and Equity

Particulars	Rs in Lakhs	
	As at 31.03.2017 Audited	As at 31.03.2016 Audited
ASSETS		
1 Non-current assets		
a) Property, Plant and Equipment		
b) Capital work-in-progress	52,152	52,398
c) Investment Property	250	554
d) Goodwill	2,511	2,573
e) Other Intangible assets	43,935	44,437
f) Intangible assets under development	4,969	2,837
	7,167	6,688
g) Financial Assets:		
i) Investments		
a) Investments in joint ventures	6,717	6,153
b) Other Investments	543	438
ii) Trade receivables		
iii) Loans	4,094	4,608
iv) Other financial assets	276	613
	4,305	4,035
h) Tax assets		
i) Deferred tax assets (net)		
ii) Current tax assets (net)	2,498	1,442
	7,731	7,293
i) Other non-current assets		
	3,091	3,517
Total Non-current assets	1,40,239	1,37,586
2 Current assets		
a) Inventories		
b) Financial Assets:	43,785	35,445
i) Investments		
ii) Trade receivables	16	11
iii) Cash and cash equivalents	46,385	52,569
iv) Bank balances other than (iii) above	19,036	13,826
v) Loans	3,258	1,286
vi) Other financial assets	73	822
	2,919	2,021
c) Current tax assets (net)		
d) Other current assets		
	15,162	10,120
Assets classified as held for sale		
	205	4,511
Total Current assets	1,30,839	1,20,611
Total Assets	2,71,078	2,58,197
EQUITY AND LIABILITIES		
Equity		
a) Equity share capital	1,273	1,273
b) Other equity	30,173	20,625
Equity attributable to owners of the Company	31,446	21,898
Non-controlling interests		
	13,236	12,796
Total Equity	44,682	34,694
Liabilities		
1 Non-current liabilities		
a) Financial liabilities:		
i) Borrowings		
ii) Trade payables	77,490	73,404
iii) Other financial liabilities	1,479	1,341
	3,816	3,615
b) Provisions		
c) Deferred tax liabilities (net)	6,085	5,805
d) Other non-current liabilities	364	311
	8,677	8,180
Total Non-current liabilities	97,911	92,656
2 Current liabilities		
a) Financial liabilities:		
i) Borrowings		
ii) Trade payables	29,169	23,302
iii) Other financial liabilities	49,458	50,775
	11,183	19,358
b) Provisions		
c) Current tax liabilities (net)	4,576	3,595
d) Other current liabilities	1,858	1,220
	32,241	32,162
Liabilities directly associated with assets classified as held for sale		
		435
Total Current Liabilities	1,28,485	1,30,847
Total Liabilities	2,26,396	2,23,503
Total Equity and Liabilities	2,71,078	2,58,197

See accompanying notes to the consolidated financial results.

Contd

For Identification
Deloitte Haskins & Sells LLP
Mumbai

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, Shipping and Logistics Services, IT Enabled Services and Products and Real Estate.

The Group has reclassified the segment disclosure as prescribed under Ind AS 108 and accordingly previous year disclosure has been restated.

	(Rs. in Lakhs)	
	Year ended	
	31.03.2017 (Audited)	31.03.2016 (Audited)
1 Segment Revenue		
(a) Health, Hygiene, Safety Products and its services		
(b) Engineering	238,482	240,292
(c) Real Estate	17,363	18,465
(d) IT Enabled Services and Products	11,202	# 2,906
(e) Shipping and Logistics Services	25,192	34,552
(f) Others	10,536	28,605
Total	56	53
Less: Inter Segment Revenue	302,831	324,873
Total income from operations (net)	485	599
	302,346	324,274
2 Segment Results [(Profit/(Loss) before Tax and interest from each Segment (Including exceptional items related to segments)]		
(a) Health, Hygiene, Safety Products and its services		
(b) Engineering	3,209	7,766
(c) Real Estate	1,803	1,798
(d) IT Enabled Services and Products	5,294	2,137
(e) Shipping and Logistics Services	(522)	(1,814)
(f) Others	9,429	76
Total segment results	(4,414)	(1,181)
Add: Exceptional Items other than related to segments	14,798	8,782
Less: Finance costs	-	652
Balance	7,447	10,706
	7,351	(1,272)
Add: Unallocable income net of (expense)	2,163	330
Profit / (Loss) from ordinary activities before tax	9,514	(942)
3 Segment Assets		
(a) Health, Hygiene, Safety Products and its services		
(b) Engineering	144,941	140,923
(c) Real Estate	10,634	10,220
(d) IT Enabled Services and Products	12,368	5,299
(e) Shipping and Logistics Services	21,786	23,393
(d) Unallocated	30,340	38,796
	51,009	39,566
Total Assets	271,078	258,197
4 Segment liabilities		
(a) Health, Hygiene, Safety Products and its services		
(b) Engineering	92,974	87,092
(c) Real Estate	3,087	3,547
(d) IT Enabled Services and Products	6,895	3,608
(e) Shipping and Logistics Services	2,129	4,256
(d) Unallocated	20,260	14,705
	101,051	110,355
Total Liabilities	226,396	223,503

Includes Rs.1,172 Lakhs towards arrears of rental income classified as an exceptional item.

Contd ...

NOTES:

1. The above consolidated financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 24th May, 2017 which concluded on 25th May, 2017
2. Exceptional items:

		(Rs. in Lakhs)	
		Year ended	
		31.03.2017 (Audited)	31.03.2016 (Audited)
(i)	Termination benefits and one time settlement with employees	(430)	-
(ii)	Gain on loss of control in subsidiary / joint control in a joint venture (refer note 11)	2,861	184
(iii)	Arrears of rental income	-	1,172
(iv)	Impairment of Goodwill on Consolidation	-	(4,145)
(v)	Profit on sale of Logistic business (see Note 10)	331	-
(vi)	Profit on slump sale of Veshvi & Mundra CFS (see Note 10)	5,459	-
(vii)	Interest on dues from part settlement of Coromandal Garments Limited, a company under liquidation	-	652
(viii)	Income on settlement of dues	-	47
TOTAL (i to viii)		8,221	(2,090)

3. Standalone Information:

Particulars	(Rs. in Lakhs)	
	Year ended	
	31.03.2017	31.03.2016
Revenue from operations	28,347	19,941
Profit / (Loss) before tax (continuing & discontinued operations)	9,289	315
Profit / (Loss) after tax (continuing & discontinued operations)	9,661	315

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

4. The Group adopted Indian Accounting Standards ("Ind AS") from 1st April, 2016 and accordingly above consolidated financial results has been prepared in accordance with the Ind AS prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India.

The Ind AS compliant consolidated financial results for the year ended 31st March, 2017 and previous year ended 31st March, 2016 has been restated in terms of SEBI circular CIR/CFD/FAC/62/2016 dated 5th July, 2016.

5. Reconciliation of net profit for the previous year ended 31st March, 2016 between previous Indian GAAP and Ind AS is as under:

Particulars	(Rs. in Lakhs)	
	Year ended 31.03.2016	
Net Loss before minority interest as per previous Indian GAAP	(3,233)	
Expected credit loss on trade receivable & loans	(1,735)	
Measurement of borrowings at amortised cost	(53)	
Effect of foreign currency changes on goodwill	207	
Impact of taxes	(280)	
Others	295	
Net Loss as per Ind AS	(4,799)	
Other Comprehensive Income (net of tax):		
Actuarial gain/(loss) on employee defined benefit plans recognized in Other Comprehensive Income	(21)	
Net loss on equity investments measured at FVTOCI	(30)	
Exchange difference on translation recognized in OCI	207	
Others	104	
Total Comprehensive Income under Ind AS	(4,539)	

Contd...

For Identification
Deloitte Haskins & Sells LLP
Mumbai

6. Reconciliation of total equity as at 31st March, 2016 between previous Indian GAAP and Ind AS is as under :-

Particulars	(Rs. in Lakhs)
	As at 31.3.2016 (End of last period presented under previous GAAP)
Total equity (shareholders' funds & minority interest) under previous Indian GAAP	44,067
Measurement of financial assets/ liabilities at fair value including deemed capital contribution	6,268
Capitalization of dry-dock expenses	696
Expected credit loss on trade receivable & loans	(16,702)
Effect of foreign currency changes on goodwill	(1,028)
Others *	1,393
Total adjustments to equity	(9,373)
Total equity under Ind AS	34,694

*Represents measurement of borrowings at amortised cost, impact of taxes, Net gain/loss on fair value of equity instruments.

7. Eureka Forbes Limited, a subsidiary Company has a total receivable of Rs.24,746 Lakhs. This include receivable from government institutions like Indian Railways, Canteen Stores Department, Central Police Canteen and receivable from various projects for installing water plants of Rs. 5,032 Lakhs. Receivable from Government institutions have been excluded for determining loss allowance for expected credit losses since the management of a subsidiary Eureka Forbes Limited believes that the due dues from the government is certainly receivable. Water Projects receivable comprise of various components including retention money which is not due for collection. The other part of the receivable is governed by individual contracts and agreements. The company has written off / provided for receivable where non-recoverability is established.

Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour.

The Statutory auditors have expressed a qualified opinion in respect of the above matter in their report on the consolidated Ind AS financial statements.

8. The Statutory auditors have drawn an emphasis of matter in respect of the below items in their report on the consolidated Ind AS financial statements in relation to Eureka Forbes Group:

(i) Forbes Lux International AG (FLIAG) is an investment entity which derives its value mainly through it's investments in the operating subsidiaries Lux International AG, Baar (LIAG). As per the latest audited financials as on 31st December, 2016, accumulated losses of Lux International AG Consolidated is Rs. 7,345 Lakhs (Euro 10.30 Million) and the accumulated losses of FLIAG at 31.12.2016 aggregate Rs. 3,857 Lakhs (CHF 5.80 Million).

Lux Group's Management has been revamped under a new CEO and has drawn out plans to expand its reach focusing on retail opportunity, rental business and overseas markets. Key support functions are integrated with the group now and are in the process of revamping the systems and processes. The management of Lux Group is confident of breaking even in 2017-2018.

Going forward in the opinion of the management, with all the above initiatives, the situation of the European operations will improve significantly and turn positive. Moreover, the management of FLIAG have valued the business at the year end and arrived at the conclusion that no impairment is required this year, which has been also concurred by their auditors. Hence, the Management is of the view that no further impairment provision is considered necessary on the Goodwill on consolidation arising out of its investments in Lux Group.

(ii) Forbes Facility Services Private Limited, a subsidiary had entered into an agreement with G B Pant Hospital for providing the Sanitary House Keeping Services at their hospital. There is a dispute regarding minimum wages payable by G B Pant Hospital to the subsidiary, as a result of which an amount of Rs. 315 Lakhs has been withheld by G B Pant Hospital. This matter has been referred for arbitration. Based on legal advice received by the subsidiary, the management is of the opinion that no provision is required for the above amount.

9. In the last financial year 2015-16, the statutory auditors had issued a qualified opinion in respect of an overseas subsidiary, namely Forbes Lux FZCO on the recoverability of the dues from ASEAN countries which were classified under the head other financial assets under non-current assets.

The management had given an explanatory note on the above qualification giving suitable explanations for supporting the management views as to the recoverability of the above dues and hence no provision is required to be made.

For Identification
Deloitte Haskins & Sells LLP
Mumbai

Contd ...

The accounts of Eureka Forbes group (EFL) have been prepared under IND AS for the year 2016-17. Consequently, the financial statements of all subsidiaries of EFL have been prepared under Ind AS. Under the Ind AS, all financial assets have to be fair valued and loss allowance for expected credit losses needs to be provided under Ind AS 109. While the management is reasonably sure of recovering the receivables as mentioned in the explanation given in the last financial year, Ind AS 109 requires determination of loss allowance for expected credit losses, which has been determined on the above receivables.

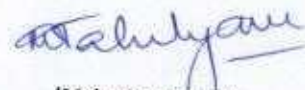
Based on Ind AS 109, adequate provision has been made in the books of accounts of EFL group for the ASEAN dues.

10. In January 2016, the Board of Parent Company had granted its approval for sale of the Shipping business comprising Container Freight Station (CFS) at Veshvi and Mundra and Logistics Service business on a slump sale basis. The Parent Company also executed an Agreement to transfer assets dated 18th April, 2016 pertaining to its Logistics business and simultaneously completed the transaction.

The Group has completed the slump sale of Mundra CFS in April, 2016 and Veshvi CFS in August, 2016. Accordingly, profit for the year ended 31st March, 2017 includes profit on slump sale of Veshvi and Mundra CFS and profit on sale of Logistics business amounting to Rs.5,459 Lakhs and Rs.331 Lakhs respectively. The same has been disclosed as an exceptional item in the Statement of Consolidated Audited Financial Results for the year ended 31st March, 2017.

11. During the year,
- Forbes Bumi Armada Offshore Limited, a joint venture of Company was divested w.e.f. 12th October, 2016.
 - Forbes Container Line Pte. Ltd. Singapore ("FCLPL"), a foreign subsidiary of the Company has been ordered to be wound by the High Court of Republic of Singapore vide their order dated 19th August 2016.
 - Lux Aqua Paraguay SA, Paraguay, a subsidiary of EFL's subsidiary Lux Professional International GmbH, Switzerland was incorporated w.e.f. 1st December, 2016.
 - Lux Waterline GmbH, Germany, a subsidiary of EFL's subsidiary Lux Professional International GmbH, Switzerland was incorporated w.e.f. 29th April, 2016.
 - Lux Professional GmbH, Germany, a subsidiary of EFL's subsidiary Lux Professional International GmbH, Switzerland was incorporated w.e.f. 22nd December, 2016.
 - Lux Osterreich Professional GmbH, Austria, a subsidiary of EFL's subsidiary Lux Professional International GmbH, Switzerland was incorporated w.e.f. 15th December, 2016.
 - Lux Aqua Czech s.r.o., Czech Republic, a subsidiary of EFL's subsidiary Lux Professional International GmbH, Switzerland was incorporated w.e.f. 6th May, 2016.
 - Brightyclean (Spain) S.L., Spain, of EFL's subsidiary Lux Professional International GmbH, Switzerland was incorporated w.e.f. 10th August, 2016.
12. The Board of Directors of the Company has recommended a dividend of Rs. 2.50 (25%) per equity share for the year ended 31st March, 2017.

For Forbes & Company Limited



(Mahesh Tahilyani)
Managing Director
DIN: 01423084

Mumbai, 25th May, 2017

9

For Identification
Deloitte Haskins & Sells LLP
Mumbai



INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF FORBES & COMPANY LIMITED

1. We have audited the accompanying Statement of Consolidated Financial Results of **FORBES & COMPANY LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the profit of its joint ventures and associates for the year ended March 31, 2017 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.

2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Parent's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 6 below, is sufficient and appropriate to provide a basis for our audit opinion.

3. We draw attention to Note 7 to the consolidated financial results, regarding an Indian subsidiary, namely, Eureka Forbes Limited, where the consolidated Ind AS financial statements have been audited by other auditors, the other auditors have qualified their opinion stating that certain trade receivables aggregating to Rs. 5,032 lakhs have been excluded for the purpose of determining loss allowance as required under Ind AS 109. The other auditor are unable to comment the impact thereof.

4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate/consolidated Ind AS financial statements of the subsidiaries, associates and joint ventures referred to in paragraphs 6 below, except for the possible effects of the matters described in paragraph 3 above, the Statement:

a. includes the results of the following entities:

No.	Name of the entity
	Holding Company
1	Forbes & Company Limited
	Subsidiaries
2	Campbell Properties & Hospitality Services Limited
3	Eureka Forbes Limited
4	Aquamall Water Solutions Limited
5	Aquadiagnostics Water Research & Technology Centre Limited
6	Forbes Facility Services Private Limited
7	Euro Forbes Financial Services Limited
8	Forbes Enviro Solutions Limited
9	EFL Mauritius Limited
10	Euro Forbes Limited
11	Forbes Lux FZCO
12	Lux Schweiz AG
13	Lux Italia s.r.l.
14	Lux (Deutschland) GmbH
15	Lux SK s.r.o.
16	Lux Service GmbH
17	Lux Norge A/S
18	Lux Osterreich GmbH
19	Lux CZ s.r.o.
20	Lux International AG
21	Lux Hungária Kereskedelmi Kft.
22	Lux Professional International GmbH (formerly Lux Aqua GmbH)
23	Lux Aqua Hungaria Kft
24	LIAG Trading & Investment Limited
25	Lux Professional GmbH (w.e.f. December 22, 2016)
26	Lux Osterreich Professional GmbH (w.e.f. December 15, 2016)
27	Lux Aqua Paraguay S.A. (w.e.f. December 1, 2016)
28	Lux Waterline GmbH (w.e.f. April 29, 2016)
29	Brightyclean (Spain) S.L. (w.e.f. August 10, 2016)
30	Lux del Paraguay S.A
31	Forbes Lux International AG, BAAR
32	Forbes International AG (formerly Forbes Lux Group AG)
33	Lux Aqua Czech s.r.o (w.e.f. May 6, 2016)
34	Forbes Campbell Finance Limited
35	Forbes Campbell Services Limited
36	Forbes Technosys Limited
37	Shapoorji Pallonji Forbes Shipping Limited
38	Volkart Fleming Shipping and Services Limited
	Joint Ventures

2

Ⓟ

39	Forbes Aquatech Limited
40	Forbes Concept Hospitality Services Private Limited
41	Forbes Bumi Armada Limited
42	Forbes Bumi Armada Offshore Limited (upto October 12, 2016)
43	Infinite Water Solutions Private Limited
44	Forbes G4S Solutions Private Limited
45	Aquaignis Technologies Private Limited
46	AMC Cookware Pty Limited
	Associates
47	Nuevo Consultancy Services Limited
48	Dhan Gaming Solution (India) Private Limited (a wholly owned subsidiary of Nuevo Consultancy Services Limited)
49	Euro P2P Direct (Thailand) Company Limited

The above does not include Forbes Container Line Pte. Limited (FCLPL) and its subsidiary, Forbesline Shipping Services LLC as FCLPL is under liquidation.

- b. is presented in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
- c. except for the possible effects of the matter described in paragraph 3 above, gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit, total comprehensive income and other financial information of the Group for the year ended March 31, 2017.
5. We draw attention to the following in the consolidated financial results in respect of one subsidiary group, namely, Eureka Forbes Limited Group, where the consolidated financial statements have been audited by other auditors, the other auditors have drawn emphasis of matter in their report:
- (a) Note 8(i) in respect of no further impairment of goodwill on consolidation for the reasons stated therein.
- (b) Note 8(ii) in respect of legal dispute of Rs. 315 lakhs pending under arbitration between one of the subsidiary i.e. Forbes Facility Services Private Limited and their customer.
- Our opinion is not modified in respect of these matters.
6. We did not audit the financial statements of 36 subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 224,750 lakhs as at March 31, 2017, total revenues of Rs. 252,140 lakhs, total net (loss) after tax of Rs. 2,754 lakhs and total comprehensive loss of Rs. 731 lakhs for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit of Rs. 1,865 lakhs and total comprehensive income of Rs. 1,850 lakhs for the year ended March 31, 2017, as considered in the consolidated financial results, in respect of 2 associates and 8 joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, is based solely on the reports of the other auditors.

In case of one subsidiary group, namely, Eureka Forbes Limited Group (EFL Group), where the consolidated financial statements have been audited by other auditors, the other auditors have stated that certain of subsidiaries/associates of EFL group are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by their auditors under generally accepted auditing standards applicable in their respective countries. The management of EFL Group has converted the financial statements of such subsidiaries/associates located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Auditors of EFL Group have audited these conversion adjustments made by the Company's management. Auditor of EFL group has stated that their opinion in so far as it relates to the balances and affairs of such subsidiaries/associates located outside India is based on the report of their auditor and the conversion adjustments prepared by the management of the EFL group and audited by them.

Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

7. The consolidated financial results include the Group's share of Rs. Nil for the year ended March 31, 2017 as considered in the consolidated financial results, in respect of 1 Associate whose financial statements and other financial information have not been audited by us. These financial statements / financial information is unaudited and have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this associate, is based solely on such unaudited financial statements/ financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/ financial information are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the financial statements / financial information certified by the Management.

8. The comparative financial information for the year ended March 31, 2016 in respect of 32 subsidiaries, 8 joint ventures and 3 associates included in this Statement prepared in accordance with the Ind AS have been audited by other auditors and have been relied upon by us.

Our opinion on the Statement is not modified in respect of this matter.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No.117366W/W-100018

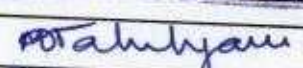
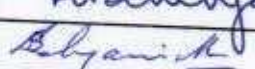


N. Shah

Nilesh Shah
Partner
Membership No. 49660

MUMBAI, May 25, 2017

ANNEXURE I

**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted
along-with Annual Audited Financial Results - Consolidated**

Statement on Impact of Audit Qualifications on the Consolidated Financial Results for the year ended 31 March, 2017				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (₹ in lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (₹ in lakhs)
	1.	Total Income *		3,07,680
	2.	Total Expenditure *	3,07,680	
	3.	Net Profit/(Loss) after Share of Associates and Minority Interest	3,06,387	3,06,387
	4.	Earnings per share (Face Value of ₹ 10 each) in Rupees	8,987	8,987
	5.	Total Assets	70.58	70.58
	6.	Total Liabilities	2,71,078	2,71,078
	7.	Total Equity	2,26,396	2,26,396
	8.	Any other financial item(s):	44,682	44,682
		* excludes Exceptional items.	-	-
II.	Audit Qualification (each audit qualification separately):			
	a. Details of Audit Qualification: In respect of a subsidiary, Eureka Forbes Limited where the Consolidated Ind AS financial statements have been audited by other auditors, the other auditors have qualified their opinion stating that certain trade receivables aggregating Rs. 5031.94 lakhs have been excluded for the purpose of determining loss allowance for expected credit losses as required under Ind AS 109. The other auditors are unable to comment on the impact thereof on the Consolidated Ind AS financial statements.			
	b. Type of Audit Qualification : Qualified Opinion			
	c. Frequency of qualification: First time			
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: N.A.			
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:			
	(i) Management's estimation on the impact of audit qualification: Impact will be Nil, reasons as stated below: The Company has a total receivable of Rs.24746.35 Lakhs. This include receivable from government institutions like Indian Railways , Canteen Stores Department , Central Police Canteen and receivable from various projects for installing water plants of Rs 5031.94 Lakhs. Receivable from Government institutions have been excluded for determining loss allowance for expected credit losses since the dues from the government is certainly receivable. Water Projects receivable comprise of various components including retention money which is not due for collection. The other part of the receivable is governed by individual contracts and agreements. The company has written off / provided for receivable where non-recoverability is established. Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour.			
	(ii) If management is unable to estimate the impact, reasons for the same: N.A.			
	(iii) Auditors' Comments on (i) or (ii) above: Refer para 3 and 4 of the Auditor's Report dated 25th May, 2017 on the Consolidated Financial Results for the year ended 31 March, 2017			
III.	Signatories:			
	• Managing Director	For FORBES & COMPANY LIMITED		
	• Audit Committee Chairman		Mahesh Tahilyani	
	• CFO		Kaiwan D. Kalyaniwalla	
	• Statutory Auditor		Nirmal Jagawat	
	Place: MUMBAI		Nilesh Shah	
	Date: 25th May, 2017			