

104TH **ANNUAL REPORT**

2022-23

Forbes & Company Limited

- Precision Cutting Tools
- Hand Tools
- Marking & Traceability Solutions
- Industry Automation



TOTEM

High Performance Cutting Tools



**COMPLETE TOOLING SOLUTIONS FOR
YOUR BUSINESS**

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TOTEM

High Performance Cutting Tools

THREADING

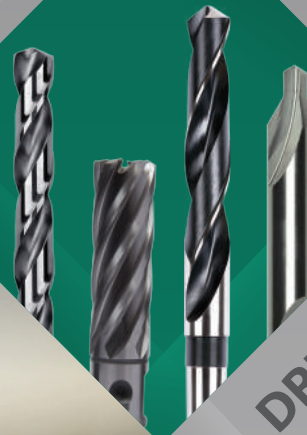


MILLING



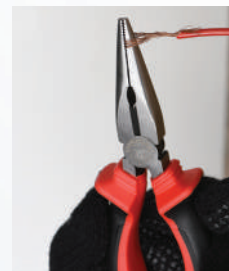
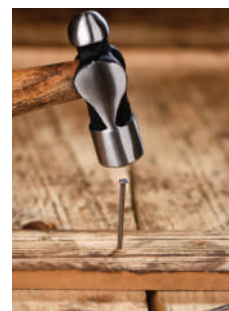
DEBURRING

DRILLING

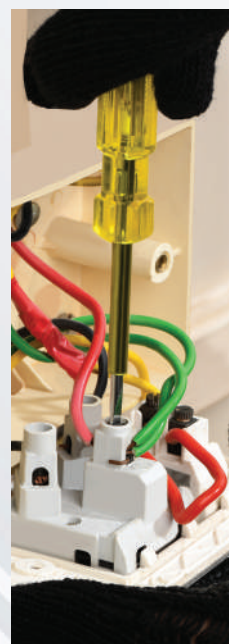




HAND TOOLS



- TOOL STORAGE AND ASSORTMENTS
- FASTENING TOOLS
- VDE TOOLS
- MECHANIC TOOLS
- STRIKING TOOLS
- CUTTING TOOLS
- PLUMBING TOOLS
- SAWING TOOLS
- FINISHING TOOLS
- MASONRY AND PAINTING TOOLS



www.forbeskendo.com



"BBBB"



SPRING LOCK WASHERS



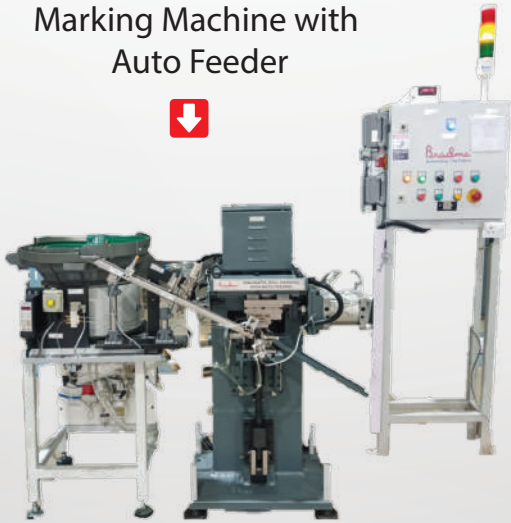
Forbes & Company Limited

Bradma

Automating The Future

INDUSTRY AUTOMATION

Pneumatic Roll
Marking Machine with
Auto Feeder



Hydraulic Roll
Marking Machine
(7 Ton Capacity)



Dot Peen Marking
SPM of Billet
for Atomic Energy Plant



Name Plate Marking
SPM for Curved Plate



Dual Head Dot Peen
Marking Machine for
Frame Component

Board of Directors

Shapoor P. Mistry	Chairman
M. C. Tahilyani	Managing Director
D. Sivanandhan	Independent Director
Jai L. Mavani	Non-Executive Director
Rani Ajit Jadhav	Independent Director
Nikhil Bhatia	Independent Director

Chief Financial Officer

Nirmal Jagawat

Company Secretary & Compliance Officer

Rupa Khanna

Statutory Auditors

M/s. Sharp & Tannan Associates

Registered Office

Forbes' Building, Charanjit Rai Marg, Fort, Mumbai 400 001
Tel: +91 22 6135 8900
Fax: +91 22 6135 8901
Email: investor.relations@forbes.co.in
Website: www.forbes.co.in/

Registrars & Share Transfer Agents

TSR Consultants Private Limited
Unit: Forbes & Company Limited,
C- 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West).
Mumbai - 400083
Tel: +91 81081 18484
Fax: +91 22 66568494
Email: csg-unit@tcplindia.co.in
Website: www.tcplindia.co.in

104th Annual General Meeting of Forbes & Company Limited will be held on Thursday, August 10, 2023 at 2.00 pm (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM')

The General Circulars issued by the Ministry of Corporate Affairs (MCA) Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 ("MCA Circulars") and Securities and Exchange Board of India (SEBI) Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars"), permit convening of Annual General Meeting through Video Conferencing and sending of the Annual Report (including the Notice of Annual General Meeting) upto September 30, 2023 to Members through electronic mode only.

104th ANNUAL REPORT 2022-23

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NOTICE

NOTICE is hereby given that the 104th Annual General Meeting of the Members of Forbes & Company Limited will be held on Thursday, August 10, 2023 at 2.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Shapoor P. Mistry (DIN: 00010114), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS

3. Ratification of remuneration to Cost Auditor

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Section 148 (3) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof), read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 4.00 Lakhs plus applicable taxes and out of pocket expenses payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost accounts of the Company for the financial year ending March 31, 2024 be and is hereby ratified and confirmed.

Resolved further that the Board of Directors of the Company (including any duly constituted Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Rupa Khanna

Company Secretary & Compliance Officer
Mumbai, May 26, 2023

Registered Office:

Forbes' Building, Charanjit Rai Marg, Fort,
Mumbai 400 001
Tel: +91 22 6135 8900, Fax: +91 22 6135 8901
Email: investor.relations@forbes.co.in
CIN: L17110MH1919PLC000628
Website: www.forbes.co.in/

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR] in respect of Director seeking re-appointment at the Annual General Meeting (AGM) is annexed as Annexure to this Notice.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and in accordance with the General Circular No.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto September 30, 2023 without the physical presence of members. In compliance with the applicable provisions of the Act, MCA & SEBI circulars, the 104th AGM of the Company is held through VC/OAVM on Thursday, August 10, 2023 at 2.00 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Forbes' Building, Charanjit Rai Marg, Fort, Mumbai 400 001, which shall be the deemed venue for the AGM.

In compliance with the aforesaid circulars, Notice of the AGM along with the Annual Report for the Financial Year ended March 31, 2023 is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / TSR Consultants Private Limited or the Depository Participant(s). The physical copies of Annual Report will be sent only to those shareholders who request for the same. Notice and Annual Report for the Financial Year 2022-23 are also available on the website of the Company www.forbes.co.in/

Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail id viz., investor.relations@forbes.co.in clearly mentioning their Folio number / DP and Client ID.

Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with TSR Consultants Private Limited (RTA) at csg-unit@tcplindia.co.in or investor.relations@forbes.co.in, by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register/update their email address with the relevant Depository Participants.

3. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote through remote e-voting.
4. Institutional / Corporate Members are requested to send to the Company a scanned copy (pdf/jpg format) of certified Authorisation / Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorised to participate in the AGM through VC/OAVM on their behalf and to vote through remote e-voting to the Scrutinizer by email to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in/
5. **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday August 04, 2023 to Thursday, August 10, 2023 (both days inclusive).**
6. Members are requested to immediately notify the REGISTRARS AND SHARE TRANSFER AGENTS or the DEPOSITORY PARTICIPANTS (in case of shares which have been dematerialised) of any change in their address.
7. Members are requested to update their email address with Depository Participant/Company to enable us to send Annual Report and other communications electronically.
8. Members who wish to claim dividend of earlier years, which remain unclaimed, are requested to either correspond with the Company or the Registrar and Share Transfer Agents, TSR Consultants Private Limited, Unit: Forbes & Company Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai 400 083.

In terms of Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund

(IEPF). Members are requested to ensure that they claim the dividends referred above, before it is transferred to the said Fund.

Due dates for transfer of unclaimed and unpaid dividends declared by the Company to IEPF are as under:

Financial Year ended	Date of declaration of dividend	Due date for transfer to IEPF
March 31, 2017	August 24, 2017	September 28, 2024
March 31, 2018	September 25, 2018	October 30, 2025
March 31, 2019	August 26, 2019	September 30, 2026
Special Interim Dividend for FY 2022-2023	August 13, 2022	September 18, 2029

Members are requested to send their request for claiming unclaimed dividend atleast 10 (ten) days before the date of transfer to IEPF.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on March 31, 2023 on the website of the Company, www.forbes.co.in/

Members are requested to note that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

Members whose unclaimed dividends/shares have been transferred to IEPF, can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>

9. As per Regulation 40 of SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019. Members may please note that SEBI, vide it's Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; consolidation of securities certificate/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website, www.forbes.co.in/ and on the website of the Company's RTA at <https://www.tcplindia.co.in>. Kindly note that any service request can be processed only after the Folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of this and to