

April 28, 2023

To,

Corporate Relations Department BSE Limited P. J. Towers, Dalal Street Mumbai – 400 001 Scrip Code: 500945	Corporate Relations Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai – 400051 NSE Symbol: VALUEIND
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Dear Sir/Madam,

Sub.: Intimation under Regulation 30 and 33 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding consideration of un-audited financial results for the quarter ended on September 30, 2019 along with the Limited Review Report submitted by the Statutory Auditors of Value Industries Limited.

As the exchange is aware, pursuant to an application filed before the Hon'ble National Company Law Tribunal, Mumbai ("NCLT" / "Adjudicating Authority") under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC" / "the Code") against Value Industries Limited ("the **Company**" / the "Corporate Debtor"), the Adjudicating Authority had admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of the Corporate Debtor vide an order dated September 5, 2018 and appointed Mr. Dushyant Dave as the insolvency resolution professional.

Thereafter, separate applications were filed by State Bank of India (on behalf of all the financial creditors) and Mr. Venugopal Dhoot (one of the promoters of the Videocon group) for the consolidation of the Corporate Debtor along with other 12 Videocon group companies namely, Videocon Industries Limited, Videocon Telecommunications Limited, Evans Fraser & Co. (India) Limited, Millennium Appliances India Limited, Applicomp (India) Limited, Electroworld Digital Solutions Limited, Techno Kart India Limited, Century Appliances Limited, Techno Electronics Limited, PE Electronics Limited, CE India Limited and Sky Appliances Limited; (collectively referred to as the "**Videocon Group Entities**"). The Adjudicating Authority, vide its order dated August 8, 2019, allowed State Bank of India's application by, inter alia, (i) allowing the consolidation of the CIRP of the Corporate Debtor with Videocon

Group Entities and (ii) appointing Mr. Mahender Khandelwal as the insolvency resolution professional for the Videocon Group Entities.

Subsequently, the first meeting of the Consolidated Committee of Creditors of the Corporate Debtors (CoC) was held on September 16, 2019. At the first meeting of the CoC, the CoC approved the name of Mr. Abhijit Guhathakurta as the Resolution Professional for the Videocon Group Entities, including the Corporate Debtor in place of Mr. Mahender Khandelwal. Mr. Abhijit Guhathakurta's appointment as the Resolution Professional of the Videocon Group Entities (Resolution Professional) was approved by the Adjudicating Authority vide its order dated September 25, 2019. A copy of the said order of the Adjudicating Authority was made available to the Resolution Professional on September 27, 2019 when the same was uploaded on the website of the Adjudicating Authority. On and from the date of publication of the aforesaid order, the powers of the board of directors of the Corporate Debtor stand vested in the Resolution Professional.

Thereafter, CoC had approved the resolution plan submitted by Twin Star Technologies Limited (the "Resolution Plan"), by passing the requisite resolution with 95.09% majority/voting share in accordance with the provisions of Section 30(4) of the Code. The said Resolution Plan, as approved by the CoC, had been filed with the NCLT in accordance with the Section 30(6) of the Code for its approval on December 15, 2020. Further, NCLT vide order dated June 08, 2021 ("Approval Order"), approved the resolution plan submitted by Twin Star Technologies Limited ("Approved Plan"). In terms of the Approved Plan, a steering committee had been constituted ("Steering Committee"). The Steering Committee in its meeting held on June 18, 2021 had appointed the Resolution Professional, Mr. Abhijit Guhathakurta, as the interim manager of the Corporate Debtors ("Interim Manager"), for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan).

However, pursuant to the appeals filed by three dissenting financial creditors (among others) before the Hon'ble National Company Law Appellate Tribunal, New Delhi (the "NCLAT"), the Hon'ble NCLAT, vide its order dated July 19, 2021 in the said Appeals (the "Stay Order"), inter-alia stayed the operation of the NCLT Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the NCLT Approval Order. Further, as per the Stay Order, the Resolution

Professional was directed to continue to manage the 13 Videocon Group Entities as per the provisions of the Code till the next date of hearing.

Later on, the NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the COC for completion of the process relating to CIRP in accordance with the provisions of the Code (the, "NCLAT Final Order").

Subsequently, pursuant to the NCLAT Final Order, the COC in their meeting held on January 12, 2022, decided to invite afresh expressions of interest for submission of a consolidated resolution plan for Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Hon'ble Supreme Court ("SC Appeals"). The SC Appeals were listed on February 14, 2022, on which date, the Hon'ble Supreme Court made oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Corporate Debtors till any further orders in subsequent hearings. Pursuant to these oral remarks of the Hon'ble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Hon'ble Supreme Court. Therefore, the Resolution Professional continues to manage the Videocon Group Entities (including the Company), as per the provisions of the Code. As a result, the powers of board of directors of the Corporate Debtor are being exercised by the Resolution Professional in terms of provisions of Section 25 of the Code.

We refer to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and our intimation under regulation 29 of SEBI LODR Regulations dated April 21, 2023.

In this connection, in accordance with Regulation 30 and 33 of the SEBI LODR Regulations and the provisions of the SEBI LODR Regulations, we wish to inform you that based on the confirmations provided by the group resources (employees, officials and consultants handling accounts and secretarial compliances of Videocon Group Entities), the Resolution Professional has considered, signed and taken on record the Un-Audited Financial Results of the Company for the quarter ended September 30, 2019, along with the Limited Review Report thereon ("**Financial Results**").

Accordingly, we enclose herewith the following:

- (i) Limited Review Report on un-audited financial results for the quarter ended on September 30, 2019.
- (ii) The un-audited financial results of the Company for the quarter ended on September 30, 2019.

Kindly consider the same for your records.

Thanking you,

Yours truly,

For **VALUE INDUSTRIES LIMITED**
(A Company under Corporate Insolvency Resolution
Process by NCLT order dated 05th September, 2018
read with order dated 08th August, 2019)

SHYAM RAMESH LALSARE
DIRECTOR
DIN: 08901418

Encl: As above



KVA & COMPANY
CHARTERED ACCOUNTANTS

C570 First Floor
Saraswati Vihar, Pitampura
Delhi- 110034, Tel: 01147081081
E-mail: kvaandcompany@gmail.com

Independent Auditor's Report on Quarterly and Six Month Ended Unaudited Standalone Financial Results of Value Industries Limited (30th September 2019) Pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

To
The Resolution Professional (RP)
Value Industries Limited

1. Material Background for this Review Report

Pursuant to an application filed before the Hon'ble National Company Law Tribunal, Mumbai ("NCLT" / "Adjudicating Authority") under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC" / "the Code") against Value Industries Limited (the "Corporate Debtor") / "the Company", the Adjudicating Authority had admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of the Corporate Debtor vide an order dated September 5, 2018 and appointed Mr. Dushyant Dave as the insolvency resolution professional.

Thereafter, separate applications were filed by State Bank of India (on behalf of all the financial creditors) and Mr. Venugopal Dhoot (one of the promoters of the Videocon group) for the consolidation of the Corporate Debtor along with other group companies. The Adjudicating Authority, vide its order dated August 8, 2019, allowed State Bank of India's application by, inter alia, (i) allowing the consolidation of the CIRP of the Corporate Debtor with that of 12 other Videocon group companies namely, Videocon Industries Limited, Videocon Telecommunications Limited, Evans Fraser & Co. (India) Limited, Millennium Appliances India Limited, Applicomp (India) Limited, Electroworld Digital Solutions Limited, Techno Kart India Limited, Century Appliances Limited, Techno Electronics Limited, PE Electronics Limited, CE India Limited and Sky Appliances Limited; (collectively referred to as the "**Corporate Debtors**" / "**Videocon Group Entities**") and (ii) appointing Mr. Mahender Khandelwal as the insolvency resolution professional for the Videocon Group Entities.

Subsequently, the first meeting of the Consolidated Committee of Creditors of the Corporate Debtors (CoC) was held on September 16, 2019. At the first meeting of the CoC, the CoC approved the name of Mr. Abhijit Guhathakurta as the Resolution Professional for the Videocon Group Entities, including the Corporate Debtor in place of Mr. Mahender Khandelwal. Mr. Abhijit Guhathakurta's appointment as the Resolution Professional of the Videocon Group Entities ("**Resolution Professional**" / "**RP**") was approved by the Adjudicating Authority vide its order dated September 25, 2019. A copy of the said order of the Adjudicating Authority was made available to the Resolution Professional on September 27, 2019 when the same was uploaded on the website of the Adjudicating Authority. On and from the date of publication of the aforesaid order, the powers of the board of directors of the Corporate Debtor stand vested in the Resolution Professional.



Thereafter, CoC had approved the resolution plan submitted by Twin Star Technologies Limited (the "**Resolution Plan**"), by passing the requisite resolution with 95.09% majority/voting share in accordance with the provisions of Section 30(4) of the Code. The said Resolution Plan, as approved by the CoC, had been filed with the NCLT in accordance with the Section 30(6) of the Code for its approval on December 15, 2020. Further, NCLT vide order dated June 08, 2021 ("**Approval Order**"), approved the resolution plan submitted by Twin Star Technologies Limited ("**Approved Plan**").

In terms of the Approved Plan, a steering committee had been constituted ("**Steering Committee**"). The Steering Committee in its meeting held on June 18, 2021 had appointed the Resolution Professional, Mr. Abhijit Guhathakurta, as the interim manager of the Corporate Debtors ("**Interim Manager**"), for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan).

However, pursuant to the appeals filed by three dissenting financial creditors (among others) before the Hon'ble National Company Law Appellate Tribunal, New Delhi (the "**NCLAT**"), the Hon'ble NCLAT, vide its order dated July 19, 2021 in the said Appeals (the "**Stay Order**"), inter-alia stayed the operation of the NCLT Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the NCLT Approval Order. Further, as per the Stay Order, the Resolution Professional was directed to continue to manage the 13 Videocon Group Entities as per the provisions of the Code till the next date of hearing.

Later on, the NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the COC for completion of the process relating to CIRP in accordance with the provisions of the Code (the, "**NCLAT Final Order**").

Subsequently, pursuant to the NCLAT Final Order, the COC in their meeting held on January 12, 2022, decided to invite afresh expressions of interest for submission of a consolidated resolution plan for Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Hon'ble Supreme Court ("**SC Appeals**"). The SC Appeals were listed on February 14, 2022, on which date, the Hon'ble Supreme Court made oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Corporate Debtors till any further orders in subsequent hearings. Pursuant to these oral remarks of the Hon'ble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Hon'ble Supreme Court. Therefore, the Resolution Professional continues to manage the Videocon Group Entities (including the Company), as per the provisions of the Code. As a result, the powers of board of directors of the Corporate Debtor are being exercised by the Resolution Professional in terms of provisions of Section 25 of the Code.

It is also understood that the Resolution Professional has filed applications with Hon'ble NCLT under section 19 of the Code, seeking co-operation from promoters and erstwhile management of the company for providing various data, primarily pertaining to pre-CIRP period and certain additional data that is required for preparing the financial statements of the Company. The requested data is still not made available to be Resolution Professional / Company. Hence, in the absence of detailed books of accounts of earlier years, incl. ledger copies / supporting documents as required to be maintained under the provisions of section 128 of Companies Act, 2013, the Financial Results have been prepared by the Group Resources on the basis of available data on best effort basis.



2. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Value Industries Limited** (the "**Company**") for the quarter and Six Month September 30, 2020 (the "**Statement**" or the "**Financial Results**") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Regulation**"), as amended, read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 (**the Circular**).
3. Preparation of the Financial Results is the responsibility of the Company's Management. Our responsibility is to issue a report on these Financial Results based on our review.
4. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Results 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 are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure 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 audit opinion.
5. Based on our review of the Financial Results conducted as above, and according to the information and explanations given to us, we draw your attention to the following :

A) *Vide Note No-12 of the Financial Results, RP has disclaimed his liability on account of signing the Financial Results and further stated that RP is not making any representations regarding the accuracy, veracity or completeness of the data or information in the Financial Results.*

Further, the Group Resources and the RP (including his team) have relied on the opening Balance Sheet and the balances reflected in available accounts / ledgers/ trial balance as on 31st March, 2019, without going into the merits of such balances outstanding, and without making any adjustments to such accounts / balances except for giving effect to the transactions entered during the year. In view of the same, the company has not adequately followed provisions of section 128 of Companies Act, 2013. Thus, consequential cumulative effects on the Financial Results are unascertainable.

It may also be noted that, since the predecessor auditor had issued an audit report with a "Disclaimer of Opinion", coupled with the fact that detailed books of accounts / supporting documents of earlier years are not presently available with the Company, we are unable to obtain a reasonable assurance on the opening balances carried forwarded by the Company.

B) *Under Note No 3 of the Financial Results, it is stated that the RP has filed applications with Hon'ble NCLT under section 19 of the Code seeking co-operation from promoters and erstwhile management of the company, for providing various data, primarily pertaining to pre-CIRP period and certain additional data that is required for preparing the financial statements of the Company and data requested by various investigating agencies. In the absence of relevant data, the Financials Results have been prepared on the basis of available data on best effort basis.*

Further, under Note no-4 and 5 of the Financial Results, it is stated that an Independent Transaction Review Audit was conducted as required under section 43-66 of IBC for



identification of Preferential, Undervalued, Extortionate, and Fraudulent transactions as defined and explained under IBC. The resultant observations from the review had indicated that there may be certain questionable accounting entries and/or transactions entered into before commencement of CIRP. And further, there are ongoing investigations against Videocon Group Entities by different government agencies, including SFIO and Directorate of Enforcement. In this regard, we have not been provided any copy of notice/report/information/documents on such Transaction Review Audit and ongoing investigations. Hence, we are unable to comment on necessary changes that may be required in the Financial Results at this stage.

C) Under Note-6 of the Financial Results, it is mentioned that, since the Company is under IRP and various Prospective Resolution Applicants ("PRAs") were conducting their independent due-diligence for submitting a resolution plan, it was material to ensure that any change in books of the Corporate Debtor on account of revaluation of assets, impairment assessment, ascertainment of Fair Market Value of assets etc. does not provide any indicative pricing on the assets of the Corporate Debtor to the PRAs. Thus, in the interest of value maximization under CIRP for all stakeholders, certain assets like property plant and equipment, unquoted investments, loan & advances, inventories etc. have been recorded at their carrying values after relevant adjustments for actual transactions undertaken during the financial year. Also, no additional provision has been made on outstanding receivables. Hence, we are unable to comment on necessary changes that may be required in the Financial Results at this stage.

D) Under Note No-7 to the Financial Results, it is mentioned that pursuant to commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, there are various claims submitted by the financial creditors, operational creditors, employees and other creditors to the RP. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined during the CIRP. Outcome of the CIRP process is still pending thus no accounting impact in the books of accounts has been made in respect of excess, short, or non-receipts of claims for financial creditors, operational creditors, employees and other creditor.

Further, since the commencement of CIRP, there is a Moratorium in terms of section 14 of the Code towards repayment of existing debts and interest thereon. However, pending the completion / final outcome of CIRP, the Company has continued to charge the interest for quarter and Six Month ended, including the moratorium period. Payment towards such interest expenses are subject to the provisions of the Code and outcome of CIRP. We have also not received supporting documents for such borrowings, including relevant sanction letters and other relevant documents for review.

E) The Company has also not made any adjustment to Deferred Tax Asset/Liability for the quarter and six month ended 30th September, 2019. Accordingly, Ind AS-12 "Income Tax" has not been followed by the Company.

F) As mentioned in Note 10 to the Financial Results, certain expenses have been accounted by the Company during the year at a later date, instead of making provisions towards such expenses at the quarter and six month ended 30th September, 2019.

G) Under Note No-8 to the Financial Results, it is mentioned that considering the Company is being run as a going concern under CIRP, the unaudited standalone Financial Results have been prepared on going concern basis. However, the Company has been referred to NCLT under the Code, there is considerable decline in level of operations of the Company and net worth of the Company as on the reporting date is negative and it continues to incur losses. The Company is a co-obligor and has received demand notices in respect of



borrowings of other co-obligors/borrowers. Thus, there exists a material uncertainty about the ability of the Company to continue as a "Going Concern". The same is dependent upon the Resolution Plan. The appropriateness of the preparation of Financial Results on going concern basis is critically dependent upon CIRP as specified in the Code.

- H) *We also draw your attention to Note No. 11 of the Financial Results where it is stated that the Company is unable to provide comparative figures of the corresponding previous quarter/year to date pertaining to FY 2018-19 at this stage. The Company has also mentioned that the erstwhile management had not published such quarterly results applicable for FY 2018-19 and the relevant pre-CIRP data is presently not available with the Company for which, applications under Section 19 of the Code have already been filed by the Resolution Professional before NCLT.*
- I) *Further, we are unable to obtain sufficient and appropriate information and explanations to enable us comment if the Statement of Assets and Liabilities and Statement of Cash Flows as disclosed in the Financial Results provide a complete and accurate status and whether free from any material misstatement.*

The consequential effect of the matters stated above, on the Financial Results for the quarter and six month ended September 30, 2019 are not ascertainable.

6. Thus, for the matters stated above, we are unable to confirm whether the accompanying Financial Results are prepared in accordance with the applicable accounting standards and other recognized accounting practices and policies, and if the Company has not disclosed any information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or if these Financial Results contain any material misstatement.

For KVA & COMPANY

CHARTERED ACCOUNTANTS

Firm's Registration No.: 017771C

Vimal Kishore Agrawal



(Vimal Kishore Agrawal)

PARTNER

Membership No.: 510915

Place: New Delhi

Date: 27th April 2023

**STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS
FOR THE QUARTER ENDED 30TH SEP, 2019**

Particulars	(₹ in Million)					
	Quarter ended			Half yearly		
	30.09.2019 (Unaudited)	30.06.2019 (Unaudited)	30.09.2018 (Unaudited)	30.09.2019 (Unaudited)	30.09.2018 (Unaudited)	31.03.2019 (Audited)
1. Income from Operations						
(a) Net Sales/Income from Operations (Net of excise duty)	25.70	75.69	-	101.39	-	186.51
(b) Other Operating Income						
Total income from Operations (net)	25.70	75.69	-	101.39	-	186.51
2. Expenses						
(a) Cost of Materials consumed	15.94	53.14	-	69.08	-	827.90
(b) Purchase of stock-in-trade						
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	1.32	0.56	-	1.88	-	6.20
(d) Employee benefits expense	28.88	33.68	-	62.57	-	113.02
(e) Depreciation and amortisation expense	149.84	149.84	-	299.69	-	790.02
(f) Other expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	12.99	14.62	-	27.61	-	49.66
Total Expenses	208.98	251.85	-	460.83	-	1,786.80
3. Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	-183.27	-176.16	-	-359.43	-	-1,600.29
4. Other Income	2.39	2.15	-	4.53	-	27.64
5. Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	-180.89	-174.01	-	-354.90	-	-1,572.65
6. Finance Costs	120.81	115.08	-	235.89	-	1,234.79
7. Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6)	-301.70	-289.09	-	-590.79	-	-2,807.44
8. Exceptional Items	-	-	-	-	-	-
9. Profit / (Loss) from ordinary activities before tax (7 ± 8)	-301.70	-289.09	-	-590.79	-	-2,807.44
10. Tax expense	-	-	-	-	-	49.07
11. Net Profit / (Loss) from ordinary activities after tax (9 ± 10)	-301.70	-289.09	-	-590.79	-	-2,758.37
12. Extraordinary items (net of tax expense Laksh)	-	-	-	-	-	-
13. Net Profit / (Loss) for the period (11 ± 12)	-301.70	-289.09	-	-590.79	-	-2,758.37
14. Share of Profit / (loss) of associates	-	-	-	-	-	-
15. Minority Interest	-	-	-	-	-	-
16. Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 ± 14 ± 15)	-301.70	-289.09	-	-590.79	-	-2,758.37
17. Paid-up equity share capital (Face Value of the Share shall be indicated)	391.86	391.86	-	391.86	-	391.86
18. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	-	-	-
19. (i) Earnings Per Share (before extraordinary items) of 10/- each						
(a) Basic	-7.70	-7.38	-	-15.08	-	-70.39
(b) Diluted	-7.70	-7.38	-	-15.08	-	-70.39
19. (ii) Earnings Per Share (after extraordinary items) (of 10/- each)						
(a) Basic	-7.70	-7.38	-	-15.08	-	-70.39
(b) Diluted	-7.70	-7.38	-	-15.08	-	-70.39

As per our report of even date

For KVA & Company
Chartered Accountants
(Firm's Registration No. 017771C)

VIMAL KISHORE AGRAWAL
Partner
ICAI Membership No: 510915

Place : New Delhi
Date : April 27, 2023

For and behalf of the Company

ABHIJIT GUHATHAKURTA
Resolution Professional
No.: IBI/IPA-003/IP-N000103/2017-2018/11158

Part "A"

Statement of Assets and Liabilities as at 30th September.2019

(₹ in Million)

Particulars	(Unaudited) Sep 30, 2019	(Audited) Mar 31, 2019
Ā EQUITY AND LIABILITIES		
1 Shareholders' funds		
a) Share Capital	391.86	391.86
b) Reserves and surplus	(6,304.49)	-5,713.70
c) Money received against share warrants	-	-
Sub-total - Shareholders' funds	-5,912.63	-5,321.84
2. Share application money pending allotment		
3. Minority interest		
4. Non-current liabilities		
(a) Long-term borrowings	-	-
(b) Deferred tax liabilities (net)	431.32	431.32
(c) Other long-term liabilities	20.31	20.31
(d) Long-term provisions	10.20	10.20
Sub-total - Non-current liabilities	461.82	461.83
5. Current liabilities		
(a) Short-term borrowings	13,930.67	13,852.61
(b) Trade payables	302.66	297.43
(c) Other current liabilities	2,788.34	2,805.13
(d) Short-term provisions	42.30	42.30
Sub-total - Current liabilities	17,063.97	16,997.47
TOTAL - EQUITY AND LIABILITIES	11,613.16	12,137.46
B ASSETS		
1. Non-current assets		
(a) Fixed assets	6,705.39	7,005.08
(b) Goodwill on consolidation	-	-
(c) Non-current investments	62.31	62.31
(d) Deferred tax assets (net)	45.69	45.10
(e) Long-term loans and advances	4.24	4.05
(f) Other non-current assets	36.98	36.98
Sub-total - Non-current assets	6,854.62	7,153.52
2 Current assets		
(a) Current investments	-	-
(b) Inventories	252.35	305.82
(c) Trade receivables	1,651.54	1,788.31
(d) Cash and cash equivalents	26.56	47.60
(e) Short-term loans and advances	2,687.13	2,686.27
(f) Other current assets	140.96	155.94
Sub-total - Current assets	4,758.54	4,983.94
Total -Assets	11,613.16	12,137.46

As per our report of even date

For KVA & Company

Chartered Accountants

(Firm's Registration No. 017771C)

VIMAL KISHORE AGRAWAL

Partner

ICAI Membership No: 510915

Place : New Delhi

Date : April 27, 2023

For and behalf of the Company

ABHIJIT GUHATHAKURTA
Resolution Professional

No.: IBBI/IPA-003/IP-N000103/2017-2018/11158

Part "B"

CRITICAL NOTES FORMING PART OF THE FINANCIAL RESULTS

Note 1 The Company operates in one reportable business segment i.e. "Consumer electronics and components/parts thereof".

Note 2

Pursuant to an application filed before the Hon'ble National Company Law Tribunal, Mumbai ("NCLT" / "Adjudicating Authority") under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC" / "the Code") against Value Industries Limited ("Corporate Debtor") / "the Company", the Adjudicating Authority had admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of the Corporate Debtor vide an order dated September 5, 2018 and appointed Mr. Dushyant Dave as the insolvency resolution professional.

Thereafter, separate applications were filed by State Bank of India (on behalf of all the financial creditors) and Mr. Venugopal Dhoet (one of the promoters of the Videocon group) for the consolidation of the Corporate Debtor along with other group companies. The Adjudicating Authority, vide its order dated August 8, 2019, allowed State Bank of India's application by, inter alia, (i) allowing the consolidation of the CIRP of the Corporate Debtor with that of 12 other Videocon group companies namely, Videocon Industries Limited, Videocon Telecommunications Limited, Evans Fraser & Co. (India) Limited, Millennium Appliances India Limited, AppliComp (India) Limited, Electroworld Digital Solutions Limited, Techno Kart India Limited, Century Appliances Limited, Techno Electronics Limited, PE Electronics Limited, CE India Limited and Sky Appliances Limited; collectively referred to as the "Corporate Debtors" / "Videocon Group Entities" and (ii) appointing Mr. Mahender Khandelwal as the insolvency resolution professional for the Videocon Group Entities.

Subsequently, the first meeting of the Consolidated Committee of Creditors of the Corporate Debtors (CoC) was held on September 16, 2019. At the first meeting of the CoC, the CoC approved the name of Mr. Abhijit Guhathakurta as the Resolution Professional for the Videocon Group Entities, including the Corporate Debtor in place of Mr. Mahender Khandelwal. Mr. Abhijit Guhathakurta's appointment as the Resolution Professional of the Videocon Group Entities ("Resolution Professional / RP") was approved by the Adjudicating Authority vide its order dated September 25, 2019. A copy of the said order of the Adjudicating Authority was made available to the Resolution Professional on September 27, 2019 when the same was uploaded on the website of the Adjudicating Authority.

On and from the date of publication of the aforesaid order, the powers of the board of directors of the Corporate Debtor stand vested in the Resolution Professional.

Thereafter, CoC had approved the resolution plan submitted by Twin Star Technologies Limited (the "Resolution Plan"), by passing the requisite resolution with 95.09% majority/voting share in accordance with the provisions of Section 30(4) of the Code. The said Resolution Plan, as approved by the CoC, had been filed with the NCLT in accordance with the Section 30(6) of the Code for its approval on December 15, 2020. Further, NCLT vide order dated June 08, 2021 ("Approval Order"), approved the resolution plan submitted by Twin Star Technologies Limited ("Approved Plan").

In terms of the Approved Plan, a steering committee had been constituted ("Steering Committee"). The Steering Committee in its meeting held on June 18, 2021 had appointed the Resolution Professional, Mr. Abhijit Guhathakurta, as the interim manager of the Corporate Debtors ("Interim Manager"), for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan).

However, pursuant to the appeals filed by three dissenting financial creditors (among others) before the Hon'ble National Company Law Appellate Tribunal, New Delhi (the "NCLAT"), the Hon'ble NCLAT, vide its order dated July 19, 2021 in the said Appeals (the "Stay Order"), inter-alia stayed the operation of the NCLT Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the NCLT Approval Order. Further, as per the Stay Order, the Resolution Professional was directed to continue to manage the 13 Videocon Group Entities as per the provisions of the Code till the next date of hearing.

Later on, the NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the CoC for completion of the process relating to CIRP in accordance with the provisions of the Code (the, "NCLAT Final Order"). Subsequently, pursuant to the NCLAT Final Order, the CoC in their meeting held on January 12, 2022, decided to invite afresh expressions of interest for submission of a consolidated resolution plan for Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Hon'ble Supreme Court ("SC Appeals"). The SC Appeals were listed on February 14, 2022, on which date, the Hon'ble Supreme Court made oral remark to the Resolution Professional and CoC to not proceed further with the CIRP of the Corporate Debtors till any further orders in subsequent hearings. Pursuant to these oral remarks of the Hon'ble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Hon'ble Supreme Court. Therefore, the Resolution Professional continues to manage the Videocon Group Entities (including the Company), as per the provisions of the Code. As a result, the powers of board of directors of the Corporate Debtor are being exercised by the Resolution Professional in terms of provisions of Section 25 of the Code.

Note 3

The Resolution Professional has filed applications with Hon'ble NCLT under section 19 of the Code seeking co-operation from promoters and erstwhile management of the company, for providing various data, primarily pertaining to pre-CIRP period & certain additional data that is required for preparing financial statements, and data requested by various investigating agencies. In the absence of relevant data, these financial statements have now been prepared on the basis of available data on best effort basis. However, it is clarified that these financial statements are in agreement with the relevant books of accounts presently available/maintained by the company.

Note 4

An Independent Transaction Review Audit was conducted as required under section 43-46 of IBC for identification of Preferential, Undervalued, Extortionate, and Fraudulent transactions as defined and explained under IBC. The resultant observations from the Audit had indicated that there may be certain questionable accounting entries and/or transactions entered into before commencement of CIRP. In this regard, RP in compliance of his duties under the IBC has filed an application with NCLT to declare such transactions as void and be set aside. Adjustments, if any, for such transaction(s) may be made upon further directions from NCLT and/or upon any order being passed by NCLT.

Note 5

There are ongoing investigations against Videocon Group Entities by different government agencies, including SFIO and Directorate of Enforcement. Merely by affixation of signatures by RP on these Financial Results, RP cannot be said to have any cognizance or knowledge of matters contained herein that pertain to the period prior to assumption of his office. RP is signing these Financial Results, fully relying in good faith upon these Financial Results as prepared by Group Resources. Accordingly, merely by affixation of signatures by RP on these Financial Results in good faith, no proceedings can be initiated nor RP be implicated in ongoing proceedings for matters contained herein which relate to period prior to his incumbency.



CRITICAL NOTES FORMING PART OF THE FINANCIAL RESULTS (Contd.)

- Note 6** Since the Company is under CIRP and various Prospective Resolution Applicants ("PRAs") were conducting their independent due-diligence for submitting a resolution plan, it was material to ensure that any change in books of the Corporate Debtor on account of revaluation of assets, impairment assessment, ascertainment of Fair Market Value of assets etc. does not provide any indicative pricing on the assets of the Corporate Debtor to the PRAs. Thus, in the interest of value maximisation under CIRP for all stakeholders, certain assets like property plant and equipment, unquoted investments, loan & advances, inventories etc. have been recorded at their carrying values after relevant adjustments for actual transactions undertaken during the financial year. Also, no additional provision has been made on outstanding receivables.
- Note 7** Pursuant to commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, there are various claims submitted by the financial creditors, operational creditors, employees and other creditors to the RP. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined during the CIRP. Pending final outcome of the CIRP, no accounting impact in the books of accounts has been made in respect of excess, short, or non-receipts of claims for financial, operational and other creditors.
- Note 8** Considering the Company is being run as a going concern under CIRP, the Financial Results have been prepared on going concern basis.
- Note 9** Previous year figures have been reclassified/regrouped wherever necessary to confirm to the classification of the current year.
- Note 10** For FY 19-20, the Company has closed its books of accounts on accrual basis for the purpose of preparing annual Financial Results / annual Financial Results, in terms of the requirement(s) of Section 128 of the Companies Act, 2013. However, for the purpose of preparing / reporting quarterly results, considering the Company is into CIRP and various other financial and operational challenges, certain expenses may have been accounted by the Company during the year at a later date, instead of making provisions towards such expenses at the quarter end date.
- Note 11** Figures for the quarter ended 30 September 2019 are subjected to limited review by the Statutory Auditors of the Company. However, Company is unable to provide comparative figures of the corresponding previous quarter/year to date pertaining to FY 2018-19 at this stage. In this regard, it may be noted that the erstwhile management had not published such quarterly results applicable for FY 2018-19. Further, as explained in Note No. 3 above, relevant pre-CIRP data is presently not available with the Company for which, applications under Section 19 of the Code have already been filed by the Resolution Professional before NCLT.
- Note 12**
- a) Pursuant to Consolidation of CIRP of Videocon Group Entities, due to limited availability of resources, the accounting and secretarial compliances of Videocon Group Entities (including the Corporate Debtor) are being collectively managed by employees, officials and consultants of Videocon Group Entities (hereinafter referred to as "Group Resources").
- b) The Financial Results of the Company have been prepared by the Group Resources and accordingly, basis the confirmation provided by the Group Resources of the veracity and reliability of these Financial Results, these Financial Results have been taken on record and signed by Mr. Abhijit Guhathakurta, the resolution professional of the Company, subject to the following disclaimers:
- i) The RP has assumed control of Corporate Debtor from with effect from September 27, 2019 and therefore was not in control of the operations or the management of the Corporate Debtor for the period prior to his assumption of office. On this account, RP does not have any visibility as to the matters that transpired prior to the date of his assumption of office as the RP of the Company, and is not in a position to independently verify or ascertain the matters as stated or reported in the said Financial Results and/or accompanying documents in respect of matters prior to the date of his assumption.
- ii) These Financial Results are being furnished in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the RP in terms of Section 233 of IBC; Further, pursuant to Regulation 39(7) of the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations"), RP should be protected against any actions of the Corporate Debtor prior to assumption of his office. RP disclaims any liability whatsoever on account of signing these Financial Results.
- iii) No statement, fact, information or opinion contained herein should be construed as representation or warranty, express or implied, of the RP including, his authorized representatives and advisors.
- iv) These Financial Results have been prepared solely on the basis of confirmations, representations and statements made by the Group Resources. The RP has assumed that all information and data as provided by Group Resources in the Financial Results are in conformity with applicable laws with respect to the preparation of the Financial Results, and is true and correct. Accordingly, the RP is not making any representations regarding accuracy, veracity or completeness of the data or information in the Financial Results. In any case, considering that the said Financial Results relate to certain matters prior to RP's incumbency, RP is not in a position to either independently verify such matters as stated herein nor to make any representation or warranty in relation to these aspects.
- v) The Group Resources and the RP (including his team) have relied on the opening Balance Sheet and the balances reflected in available accounts / ledgers/ trial balance as on 31st March, 2019, without going into the merits of such balances outstanding. Since these matters pertain to period prior to assumption of his office, the RP is constrained to rely on these materials on as is basis, without being able to independently verify or ascertain matters in relation to the same. No adjustments have been made to such accounts / balances except for giving effect to the transactions entered after 1st April 2019.
- Further, insofar as the balances reflected as on 31 March 2019 are in corollary to the balances reflected as on insolvency commencement date/ 31 March 2018 (i.e. pre-CIRP), which cannot anyway be independently verified or ascertained by RP and in respect of which, application has also been filed by RP against the promoters and erstwhile management under Section 19 of the Code to seek requisite cooperation and data (which has not yet been provided to RP or Company), the balances outstanding as on 31 March 2019 could not have been verified on this account as well.
- vi) These Financial Results have been prepared and are being finalized solely for the purposes of compliance of the Company in terms of applicable law. Considering that currently there is no pre-CIRP Director or any key managerial personnel who was part of the erstwhile management of the Company, the RP is signing these Financial Results merely for this limited purpose of achieving compliance status of the Company in terms of applicable law.

As per our report of even date
For KVA & Company
Chartered Accountants
(Firm's Registration No. 017771C)

VIMAL KISHORE AGRAWAL
Partner
ICAI Membership No: 510915
Place : New Delhi
Date : April 27, 2023



For and behalf of the Company


ABHIJIT GUHATHAKURTA
Resolution Professional
No.: IBBI/IPA-003/IP-N000103/2017-2018/11158