

**VALUE INDUSTRIES LIMITED**  
**ANNUAL REPORT 2019 -20**

<p><b>RESOLUTION PROFESSIONAL</b></p> <p><b>Abhijit Guhathakurta</b></p> <p>(IBBI/IPA-003/IP/N000103/2017-18/11158)</p>	<p><b>MANUFACTURING FACILITY</b></p> <p>15 K.M. Stone, Aurangabad – Paithan Road Village – Chittegaon, Taluka - Paithan District: Aurangabad – 431105 (Maharashtra)</p>
<p><b>BOARD OF DIRECTORS</b></p> <p>Amol Ashok Mandlik – Non Executive Director (Appointed w.e.f. 31<sup>st</sup> October, 2023)</p>	<p><b>BANKERS</b></p> <p>Axis Bank Limited Bank of Baroda Bank of India IDBI Bank Limited Indian Bank Punjab National Bank State Bank of India The Federal Bank Limited UCO Bank</p>
<p><b>AUDITORS</b></p> <p>M/s. KVA &amp; Co. Chartered Accountants C-570, First Floor, Saraswati Vihar, Pitampura, Delhi – 110034</p>	
<p><b>REGISTERED OFFICE</b></p> <p>14 K.M. Stone, Aurangabad – Paithan Road Village – Chittegaon, Taluka - Paithan District: Aurangabad – 431105 (Maharashtra)</p>	

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**NOTICE TO MEMBERS****Introduction:**

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 Videocon 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 ("CIRP Commencement").

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 (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 stood 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 of 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 Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the 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 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 till the next date of hearing. As a result, the power 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.

**Constraints in calling the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company for the financial year ended on 31<sup>st</sup> March 2020, within the time frame:**

In terms of the provisions of Section 96 of the Companies Act, 2013 and MCA circular dated 8th September, 2020, the Company was required to hold 32nd AGM, for the financial year ended 31st March 2020, on or before 31st December 2020. However, as explained in the Financial Statements and the Directors' Report, due to unavailability of a valid composition of the board of directors or KMP and due to various other operational constraints involved in the CIRP of the Videocon Group Entities including Value Industries Limited (as explained in the Directors Report and Financial Statements) the financial statements of the Company for the financial year ended March 31, 2020 could not be finalised and the Annual General Meeting of the shareholders for adoption of the financial statements along with report of the Board of Directors and Auditors could not be convened earlier. The Resolution Professional has already filed applications before the Adjudicating Authority for suitable directions under section 19 of the Code against the promoter/ erstwhile management to seek requisite cooperation and data (which has not yet been provided to RP or the Company).

Due to the aforementioned practical challenges, the Company faced significant difficulty in organizing the Annual General Meeting. Consequently, the AGM could not be convened. However, given that substantial time has already passed in convening of this AGM, which is also impacting various other compliances applicable to the Company, the Resolution Professional has taken the initiative to call and convene the AGM.

The members of the Company are requested to note that the business proposed to be transacted in this Annual General Meeting is critical to maintaining the going concern status of the Company and to ensure compliance with applicable laws. Irrespective of the voting result of the business as proposed to be transacted in this Annual General Meeting, the Resolution Professional shall be bound to comply with the applicable provisions of the Code in respect of his obligations to manage the Company as a going concern and to further comply with decisions of the CoC in that regard. To this end, the members of the Company are requested to fully cooperate with the Resolution Professional.

**NOTICE**

**NOTICE** is hereby given that the Thirty Second Annual General Meeting of the Members of VALUE INDUSTRIES LIMITED (Company under Corporate Insolvency Resolution Process) will be held on Monday, 26<sup>th</sup> day of August, 2024, at 12:00 Noon at the Registered Office of the Company at 14 KM Stone, Aurangabad Paithan Road, Village Chittegaon Taluka Paithan Dist. Aurangabad -431 105 Maharashtra (AGM) to transact the following business:

**SPECIAL BUSINESS:**

1. To ratify appointment and remuneration of statutory auditors of the Company on account of casual vacancy caused due to the resignation of erstwhile Statutory Auditors of the Company and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for ratification of appointment of M/s. KVA & Company, Chartered Accountants, (Firm Registration No. 017771C) (as approved by the Committee of Creditors (“CoC”), at its meeting held on 8<sup>th</sup> June, 2022) as the Statutory Auditors of the Company for a period of 5 (five) years from the financial year April 01, 2019 to March 31, 2024, in place of M/s. S. Z. Deshmukh & Co., Chartered Accountants, Firm Regn. No. 102380W), who had resigned as Statutory Auditors of the Company vide resignation letter dated March 10, 2021.

**RESOLVED FURTHER THAT** approval of the members be and is hereby also accorded for the ratification of the remuneration of INR. 12,80,000/- (Rupees Twelve Lacs Eighty Thousand Only) (excluding Out of Pocket Expenses and Taxes), per financial year, as approved by the CoC, payable to M/s. KVA & Company, Chartered Accountants, (Firm Registration No. 017771C), as the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Resolution Professional of the Company be and is hereby authorised to file Forms>Returns, deeds and documents, as applicable, with the Registrar of Companies and other Statutory Authorities and to do all such acts, deeds and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

2. To appoint of Mr. Amol Ashok Mandlik (DIN: 10367846) as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act and such other applicable clauses if any, under the Articles of Association of the Company and based on the recommendation of the Resolution Professional of the Company, Mr. Amol Ashok Mandlik (DIN: 10367846), who was appointed as a Director of the Company with effect from 31<sup>st</sup> October, 2023 and holds office up to the date of this Annual General Meeting and who qualifies for being appointed as a Director, be and is hereby appointed as a Director of the Company.

#### **ORDINARY BUSINESS**

3. To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2020 and the Balance Sheet as at that date together with the Cash Flow Statement and notes and annexures thereto, and the Reports of the Directors and Auditors thereon.

#### **For VALUE INDUSTRIES LIMITED**

(A Company under Corporate Insolvency Resolution Process  
by NCLT Order dated September 5, 2018 read with  
Orders dated 8<sup>th</sup> August, 2019 and 25<sup>th</sup> September, 2019)

**ABHIJIT GUHATHAKURTA**

**RESOLUTION PROFESSIONAL**

**No. IBBI/IPA-003/IP/N000103/ 2017-18/11158**

Place: Mumbai

Date: 31<sup>st</sup> July, 2024

CIN: L99999MH1988PLC046445

Registered Office: 14 KM Stone, Aurangabad Paithan Road Village Chittegaon Taluka Paithan  
Dist Aurangabad 431 106 Maharashtra



**NOTES:**

- 1. IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”/ “ANNUAL GENERAL MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN BE A PROXY FOR MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN 10% (TEN PERCENT), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE MEETING IS ENCLOSED.**
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, a statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
3. The Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 (collectively referred to as “SEBI Circulars”) has allowed relaxation from requirement of sending the hard copy of annual report and sending proxy forms as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Copies of the Notice of 32<sup>nd</sup> Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose email addresses are registered with the Company/ Depository Participant(s) who are the beneficial owners of the shares as per the particulars of beneficial owners furnished by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). Upon request, printed copy of Annual Report will be supplied to those shareholders who has requested for the same.

4. The Company's Registrar & Share Transfer Agents are M/s. MCS Share Transfer Agent Limited having their office at 3B3, 3rd Floor, B-Wing, Gudecha Onclave Premises Co-op. Society Ltd. Saki Vihar Road, Saki Naka, Kherani Road, Andheri (E), Mumbai – 400072 Tel: 022-28516021 / 6022 / 46049717.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
6. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by attendance slip, which is annexed herewith. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. The Company shall reserve all its rights to restrict non-members of the Company from attending the meeting.
7. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the Meeting. The business set out in this Notice is also being conducted through remote e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer the remote e-voting facility as an alternate to all its Members to enable them to cast their vote electronically instead of casting the vote at the Meeting. Please note that the Voting through Electronic Mode is optional. For this purpose the Company has entered into an arrangement with CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the venue of the Annual General Meeting and have not cast their votes by availing the remote e-voting facility. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
8. In case of joint holders attending the Meeting, and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.

9. Please note that pre-CIRP secretarial records have not been made available to the Resolution Professional for which an application under Section 19 of the IBC has been filed by the Resolution Professional (which remains sub-judice before Hon'ble Adjudicating Authority). Further, certain officials of the Videocon Group Entities and employees have resigned and demitted the offices, due to which the Resolution Professional is facing severe information asymmetry. In this context, the Company has been constrained to rely on the last Annual Return (form MGT-7) filed by the Company with Ministry of Corporate Affairs and the shareholding details as made available by the erstwhile officials/Benpos statement as provided by NSDL & CDSL.
10. Accordingly, the notices are being sent to members (as mentioned in these documents) on the communication addresses as per the available records of the Company. In case this notice is inadvertently sent to a recipient who is no longer a shareholder of the Company, the notice is not intended for such recipient and such recipient is to disregard the contents of this notice, not rely upon the same in any manner and to return the notice to the Company.
11. It is being hereby clarified that in the absence of complete information and on account of non-cooperation from erstwhile management of the Company, the Company has relied on the available records on as is basis and is not in a position to verify the accuracy of the list of shareholders as well as factual information of any updation in the communication address of such shareholders. The Resolution Professional and Company fully disclaim to the maximum extent possible any liability arising in respect of such reliance placed by the Company on the available records, and matters connected therewith.
12. In the previous years, the Company was subject to cost audit under Section 148 of the Companies Act, 2013. However, due to current conditions of the Company, the turnover of the Company is much below the threshold limits for applicability of cost audit and hence waiver has been sought from the authorities.
13. Considering the fact that there is only one Director at the Board's constitution appointed w.e.f. October 31, 2023, the retirement by rotation would not consider in this AGM and this will be considered at the 36<sup>th</sup> AGM to be convened for the Financial Year 2023-24.
14. The remote e-voting facility shall be opened from Friday, 23<sup>rd</sup> August, 2024 at 9.00 a.m. to Sunday, 25<sup>th</sup> August, 2024 upto 5.00 p.m., both days inclusive. Detailed instructions of Voting through Electronic Mode, forms part of this Notice. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Sunday, 25<sup>th</sup> August, 2024. During the period

when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.

15. The Notice of the Meeting is being placed on the website of the Company viz., [www.valueind.in](http://www.valueind.in) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com)
16. Mr. Hemanshu Kapadia, Practicing Company Secretary; failing him Mr. Manthan Desai, Practicing Company Secretary; failing him Mr. Marmik Patel, Practicing Company Secretary have been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner. Additionally, their willingness to be appointed for the said purpose has been received by the Company. It is hereby informed that in case of any event arising due to which it is unable for them to act as the scrutinizer, the Resolution Professional shall appoint any other person as the scrutinizer.

The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast by Ballot at the Meeting, thereafter unblock the votes cast through remote e-voting in the manner provided in the Companies (Management and Administration) Rules, 2014 and make, not later than 48 hours of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favour or against, if any, to the Chairman of the Meeting or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.valueind.in](http://www.valueind.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), immediately after the results are declared by the Chairman or a person authorised by him in writing. The results shall also be submitted to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

17. The resolutions placed for e-voting shall be deemed to be passed on the date of the Annual General Meeting of Members scheduled to be held on Monday, 26<sup>th</sup> August, 2024.

18. The Company has fixed Monday, 19<sup>th</sup> August, 2024 as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
19. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Monday, 19<sup>th</sup> August, 2024, the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or at the Meeting by Ballot.
20. Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e. 19<sup>th</sup> August, 2024 may obtain the User ID and Password by sending an email request to [secretarialvg.in@gmail.com](mailto:secretarialvg.in@gmail.com). Members may also call on +91 9619894307 or send a request to the Company, by writing at Value Industries Limited at 14 KM Stone, Aurangabad Aurangabad Pathan Road, Village Chittegaon Taluka Paithan Dist. Aurangabad -431 105.
21. The Register of Members and Share Transfer Books shall remain closed from Tuesday, 20<sup>th</sup> August, 2024 to Monday, 26<sup>th</sup> August, 2024 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM.
22. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 01, 2023, the folio shall be frozen by the RTA. Intimation letters along with Business Reply Envelopes for furnishing the required details are being sent by the Company.
23. The Members may note that the SEBI has mandated the submission of PAN by every participant in securities market. The necessary Form ISR-1 is available on the website of the Company at [www.valueind.in](http://www.valueind.in) and on the website of the RTA at [www.mcsregistrars.com/downloads.php](http://www.mcsregistrars.com/downloads.php) under the tab KYC. Attention of the Members

holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

24. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Accordingly, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Investor Services section from the Company's website.

The duly filled in Nomination Form shall be sent to R & TA by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

i. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

ii. Members who are holding Shares in identical order of names in more than one Folio, are requested to apply to the R & TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.

25. In accordance with Section 125 of the Companies Act, 2013 and Rule 3 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). Similarly, members are requested to note that all equity 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 equity shares becoming due to be transferred to the IEPF. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members shall be entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents

enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

26. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, the members of the Company who are holding shares in physical form are requested to consider converting their physical holdings into dematerialised form. The members can contact the Company or M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company, for such conversion.
27. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
  - a) any change in the residential status on return to India for permanent settlement.
  - b) particulars of the NRE account with a Bank in India, if not furnished earlier.
28. The relevant documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all working days between 12.00 Noon to 4.00 p.m. up to the date of the Meeting.
29. The Annual Report of the Company will be made available on the Company's website at [www.valueind.in](http://www.valueind.in).
30. A route map to the venue of the meeting has been annexed at the end of this Annual Report.
31. In case of any queries regarding the Annual Report, Members may write to [secretarialvg.in@gmail.com](mailto:secretarialvg.in@gmail.com) to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to write to us at least ten (10) days before the meeting to enable us to keep the information ready at the time of the meeting.

**REMOTE E-VOTING INSTRUCTIONS**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 23<sup>rd</sup> August, 2024 at 09:00 a.m. and ends on 25<sup>th</sup> August, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19<sup>th</sup> August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless



authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be</li> </ol>

	<p>able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies

that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarialvg.in@gmail.com](mailto:secretarialvg.in@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800225533.

**For VALUE INDUSTRIES LIMITED**

(A Company under Corporate Insolvency Resolution Process  
by NCLT Order dated September 5, 2018 read with  
Orders dated August 8, 2019 and September 25, 2019)

**ABHIJIT GUHATHAKURTA**

**RESOLUTION PROFESSIONAL**

**No. IBBI/IPA-003/IP/N000103/ 2017-18/11158**

**Place:** Mumbai

**Date:** 31<sup>st</sup> July, 2024

**A statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013****Item No. 1:**

The erstwhile Statutory Auditors of the Company, M/s. S. Z. Deshmukh & Co., Chartered Accountants, had tendered their resignation dated October 8, 2021 with effect from financial year commencing from April 1, 2019, in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

In terms of Section 28 of the Insolvency and Bankruptcy Code, 2016 (“**IBC**” / “**the Code**”), any change in the terms of appointment of Statutory Auditor requires approval of the Committee of Creditors (“**COC**”). The COC at its meeting held on 8<sup>th</sup> June, 2022, approved appointment of M/s. KVA & Company, Chartered Accountants, (Firm Registration No. 017771C), as the Statutory Auditors of the Company, for the term of 5 (Five) years i.e. for the financial year 2019-20 to 2023-24.

M/s. KVA & Company, Chartered Accountants, had consented to act as Statutory Auditors and had also confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014.

There is no financial interest of the Resolution Professional, in the said resolution.

The Resolution Professional accordingly recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying notice for approval/ratification of the Members of the Company.

**Item No. 2**

Mr. Amol Ashok Mandlik (DIN: 10367846) was appointed as a Director on the Board of the Company effective from 31<sup>st</sup> October, 2023. He, being an Additional Director as per the provisions of Section 161 of the Companies Act, 2013 (“**the Act**”) holds office up to the date of the ensuing 32<sup>nd</sup> Annual General Meeting of the Company and is eligible to be appointed as a Whole time Director of the Company.

The Resolution Professional recommends the appointment of Mr. Amol Ashok Mandlik (DIN: 10367846) as a Whole-time Director of the Company.

Details of Mr. Amol Ashok Mandlik are provided in the “**Annexure I**” to this Notice, pursuant to the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Amol Ashok Mandlik is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / their relatives are, in any way, concerned or interested, in the resolution.

The Resolution Professional recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

**For VALUE INDUSTRIES LIMITED**

(A Company under Corporate Insolvency Resolution Process  
by NCLT Order dated September 5, 2018 read with  
Orders dated August 8, 2019 and September 25, 2019)

**ABHIJIT GUHATHAKURTA**

**RESOLUTION PROFESSIONAL**

**No. IBBI/IPA-003/IP/N000103/ 2017-18/11158**

**Place:** Mumbai

**Date:** 31<sup>st</sup> July, 2024



**ANNEXURE I**

BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:

PARTICULARS	PROFILE OF DIRECTOR
Name of the Director	Mr. Amol Ashok Mandlik
DIN	10367846
Date of Birth	26/01/1978
Age (in years)	46
Educational qualification	MBA
Date of appointment	31/10/2023
Category of the Director	Professional – Non Executive Director
Area of expertise / Work experience	25 years' experience in Human Resource Management
Number of Board Meetings attended during the year	NA
Other Directorships held in Public Limited Companies	One**
Names of other committees where Chairman	Nil*
Names of other committees where Member	Nil*
Name of the Companies from which concerned Director has resigned in the past 3 years.	Nil
Number of shares held	Nil

Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA
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\* Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies.

\*\* Directorships includes only Public Limited Companies.

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## DIRECTORS' REPORT

To,  
The members,  
**Value Industries Limited**

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 ("CIRP Commencement").

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 (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 stood 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 Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the 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.

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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 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.

At the time of commencement of CIRP, there were three (3) Directors on the board of the Company, (i) Mr. Bhujang S. Kakade, (ii) Mr. Deepak A. Pednekar and (iii) Mr. Naveen B. Mandhana, collectively referred to as the 'Erstwhile Directors'.

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act, 2013 (the "Companies Act"). Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with Ministry of Corporate Affairs ("MCA") because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

The Resolution Professional with the necessary approval of the COC, had appointed Mr. Shyam R. Lalsare as Whole-Time Director of the Company w.e.f. October 5, 2020 and other Key Managerial Personnels (Chief Financial Officer (CFO) and Company Secretary (CS) for the purpose of complying with statutory requirements under the Companies Act, and the Company had filed e-form DIR-12 to that effect. However, both the CFO and CS appointed by the Resolution Professional had tendered their resignations from the Company.

It may also be noted that Mr. Shyam Lalsare has incurred disqualification under section 164(2) of the Companies Act from October 30, 2022 due to the non-filing of financial statements and annual return of the Company for the last three financial years i.e. for the financial year 2019-20, 2020-21 and 2021-22. However, in terms of the first proviso to section 167(1)(a) of the Companies Act he does not vacate his office in the Company.

Thus, presently there is only 1 (One) Director on the suspended board of the Company namely Mr. Shyam R. Lalsare. Further, there is no CFO or CS available in the Company.

Due to various operational constraints involved in the CIRP of the Videocon Group Entities including the Company (as explained elsewhere in Financial Statements including this report), the financial statements of the Company for the financial year ended March 31, 2020 could not be finalised and the annual general meeting of the shareholders for adoption of the financial statements along with this report could not be convened earlier.

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").

The audited statement of Profit and Loss ended March 31, 2020 and the Balance Sheet as at date together with the Cash Flow Statement and notes and annexures thereto; and the Reports of the Directors of the Company (the "Financial Statements") 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 Statements, these Financial Statements 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 Statements and/ or accompanying documents in respect of matters prior to the date of his assumption.
- ii. These Financial Statements 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 Statements.
- iii. No statement, fact, information or opinion contained herein should be construed as a representation or warranty, express or implied, of the RP including, his authorized representatives and advisors.
- iv. These Financial Statements 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 Statements are in conformity with applicable laws with respect to the preparation of the Financial Statements, 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 Statements. In any case, considering that the said Financial Statements 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 March 31, 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 subsequently from April 1, 2019.
- vi. These Financial Statements 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 Erstwhile Directors and no key managerial personnel who was part of the erstwhile management of the Company, the RP is signing these Financial Statements merely for this limited purpose of achieving compliance status of the Company in terms of applicable law.

- vii. The matters as contained in these Financial Statements (including the opening balances) continue to be subject to the look-back period as prescribed under IBC for avoidance transactions. In this regard, RP in compliance of his duties under the IBC had reported certain transactions to be declared as void and set aside by the Hon'ble Adjudicating Authority in exercise of its powers under Chapter III and Chapter IV of the IBC. Adjustments, if any, for such transaction(s) may be made upon further directions from NCLT and/or upon any order being passed by NCLT. Mere affixation of signatures by RP on these Financial Statements should not be construed as conflicting or diluting in any manner such proceedings which are lodged by the RP against the concerned persons for matters discovered as within the ambit of avoidance transactions under Section 43, 45, 50 & 66 the IBC.
- viii. There are ongoing investigations against Videocon Group Entities by different government agencies, including Serious Fraud Investigation Office ("SFIO"), and Directorate of Enforcement ("ED"). Merely by affixation of signatures by RP on these Financial Statements, RP cannot be said to have any cognizance or knowledge of matters contained herein which pertain to period prior to assumption of his office. RP is signing these financials, fully relying in good faith upon these financials as prepared by Group Resources. Accordingly, merely by affixation of signatures by RP on these financials in good faith, no proceedings can be initiated nor RP be implicated in ongoing proceedings for matters contained herein which entirely relate to period prior to his incumbency.
- ix. 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, including those that are required for preparing Financial Statements and data requested by various investigating agencies. The requested data is still not made available to the Resolution Professional. Accordingly, without prejudice to matters contained hereinabove, RP could not in any event have independently verified all the information contained in the Financial Statements.

The 32<sup>nd</sup> Annual Report of the Company together with the audited statements of accounts for the year ended March 31, 2020 is presented hereinbelow:

### PERFORMANCE REVIEW

The financial performance of the Company, for the financial year ended on March 31, 2020 is summarized below:

Particulars	(Rs. in Million)	
	Financial Year Ended March 31, 2020	Financial Year Ended March 31, 2019
Net Revenue from Operations	110.88	186.51
Other Income	11.66	27.64
Total Income	122.54	214.15
Total Expenses	2,231.52	3,021.59
Profit/(Loss) Before Tax	(2,108.98)	(2,807.44)
Tax Expenses (Deferred Tax)	-	(49.07)
Other comprehensive income	(0.72)	(8.03)
Profit/(Loss) for the Period	(2,109.70)	(2,766.40)

During the year, on account of the Company being into CIRP and various constraints and complexities, the operations were impacted. Further, the Covid-19 pandemic also had impacted the business and operations of the Company.

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### **INDIAN ACCOUNTING STANDARDS**

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The MCA, vide its notification in the Official Gazette dated February 16, 2015 has issued Companies (Indian Accounting Standards) Rules, 2015. Accordingly, in compliance with the said Rules, the Financial Statements of the Company for the Financial Year 2019-20 have been prepared as per Indian Accounting Standards, subject to the necessary clarifications explained elsewhere in this report and in Notes to the Accounts.

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### **CHANGE IN THE NATURE OF BUSINESS**

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There was no change in the nature of business of the Company during the year under review.

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### **CORPORATE GOVERNANCE**

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The Company has complied with the corporate governance requirements under the Companies Act and as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR)") to the extent practically possible and feasible in view of various constraints and complexities on account of the Company being into CIRP. A separate section on Corporate Governance under SEBI (LODR) along with a certificate from the Company Secretary in whole time practice confirming the compliance is marked as 'Annexure- 1' and forms part of this Directors Report.

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### **DIVIDEND**

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As the Company is admitted under CIRP, no dividend is recommended for the financial period ended March 31, 2020.

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### **TRANSFER TO RESERVES**

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As the Company is admitted under CIRP, the Company do not propose to transfer any amount to the General Reserves.

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### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

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The Company has not declared any dividend on Equity Shares after financial year 2009-2010. Accordingly, there was no unclaimed dividend, pertaining to the financial year 2011 which was due for transfer in terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules").

The Company is also in the process of transferring the shares in respect of which dividend is unclaimed or unpaid for 7 consecutive years and which were due for transfer to IEPF under the provisions of Section 124 of the Companies Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. As at the end of financial year ended 31<sup>st</sup> March 2020, 18,72,464 equity shares held by 17,657 equity shareholders were unclaimed. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

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### **ISSUES/ALLOTMENT**

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During the year under review, the Company has not issued/ allotted any securities.

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### **DEPOSITS**

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Your Company has not accepted any Fixed Deposit within the meaning of Chapter V of Section 73 of the Companies Act read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

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**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, OCCURED AFTER THE BALANCE SHEET DATE AND AS AT THE DATE OF SIGNING THIS REPORT**

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Apart from the developments in the ongoing CIRP of the Company, which has been explained before in this report, there were no other material changes and commitments affecting the financial position of the Company which occurred after the balance sheet date and as at the date of signing of this report.

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**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS 186**

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The Company has not extended any new Loans, Guarantees or Investments in terms of Section 186 during the financial year. Accordingly, the disclosures pursuant to Section 134(3)(g) read with Section 186 of the Companies Act and Schedule V of the SEBI (LODR), are not applicable.

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**PARTICULARS OF CONTRACTS OR ARRANGEMENTS AS PER SECTION 188(1)**

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Pursuant to the provisions of Section 28 of the Code, the Company can enter into related party transactions during CIRP period only after the approval of the CoC. During the year under consideration, the RP had after his assumption of office taken requisite approvals from the CoC, wherever required, for entering into related party transactions as required under the Code.

Further, since Videocon Group Entities are under a group insolvency, for enhancement of value of the Videocon Group Entities as a whole, it was agreed in the 3<sup>rd</sup> CoC by all CoC members that the funds of Videocon Industries Limited ("VIL") should be used for meeting shortfall in the fixed costs of the other 12 companies (including the Company) under consolidated CIRP as well as for meeting operational gap for productive business activities. The members of CoC had unanimously authorized the RP to utilize funds of VIL on a need-based basis for meeting the shortfall in fixed costs of other 12 group companies (including the Company) and also for meeting any operational requirements for carrying out business / manufacturing activities in these companies with an overall objective to maintain going concern nature, ensure continued business operations and in order to maximize value of the assets of Videocon Group Entities. However, this should not be treated as the additional financing/borrowing(s) in terms of the provisions of the Companies Act.

There are no other related party transactions made by the Company which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

The disclosure, in terms of Section 134(3)(h) of the Companies Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is not applicable.

The Policy on Related Party Transactions, as formulated prior to CIRP Commencement by the erstwhile management, is uploaded on the website of the Company at the following URL-<http://www.valueind.in/image/value/Value%20Related%20Party%20Transaction%20Policy.pdf>. However, since the Company is undergoing consolidated CIRP with 12 other Videocon group entities, the said policy may not be relevant and applicable to the Company as on date, especially in relation to the transactions *inter se* other group entities undergoing consolidated CIRP.

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**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

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The Company does not have any subsidiary, joint venture or associate.

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**COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION**

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The policy on directors' appointment and remuneration, as formulated prior to CIRP Commencement by the erstwhile management sets out the criteria for directors' appointment and remuneration including the criteria for determining qualifications, positive attributes and independence of directors. However, since the Company is into CIRP, the said policy may not be relevant and applicable to the Company as on date. Other details under this section form part of the Corporate Governance Report.





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## EMPLOYEES REMUNERATION

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Information required pursuant to Section 197(12) of the Companies Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as 'Annexure- 2' and forms part of this Directors Report.

A statement containing, inter alia, the names of top ten employees in terms of remuneration drawn and every employee employed throughout the financial year and was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees and, employees employed for any part of the year and in receipt of remuneration at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month, pursuant to Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as 'Annexure- 2A' and forms part of this Directors Report.

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## CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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The Company continues to utilize the existing available infrastructure to conserve energy. Considering the Company is into CIRP, no fresh investment was made on technology for energy conservation.

Since no fresh investments were made towards technology, no new benefits were derived.

The Company has not imported any technology since commencement of CIRP. Further, the Company has not incurred any expenditure (capital or recurring) on R&D and accordingly, the percentage of expenditure to the total turnover is Nil

There are no foreign exchange earnings during the year under review and the previous year ended on March 31, 2019. The foreign exchange outgo amounted to Rs. Nil for the financial year ended on March 31, 2020 as against Rs. 0.14 Million in the previous financial year ended on March 31, 2019.

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## RISK MANAGEMENT POLICY OF THE COMPANY

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Since the Company is currently into CIRP, the RP continues to take business decisions, in consultation with the CoC and officials of Videocon Group Entities, wherever required, to mitigate risks if any.

The Company also has in place a Risk Management Committee / Risk Management Policy, as was formulated prior to CIRP Commencement. However, since the company is into CIRP, the said policy may not be relevant and applicable to the Company as on date. Other details related to this section form part of the Corporate Governance Report.

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## CORPORATE SOCIAL RESPONSIBILITY POLICY

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As the net profits for the three immediately preceding financial years were negative, the Company was not required to make any CSR expenditure during Financial Year 2019-2020.

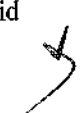
Other details related to this section form part of the Corporate Governance Report.

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## HEALTH & SAFETY

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The Company has taken adequate measures towards health & safety of the employees. In line with the SEBI's directives, the Company has also made necessary disclosure with the stock exchange(s) on impact of the Covid-19 pandemic inter-alia including health and safety measures and the said disclosure is accessible on the website of the Company.



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## ENVIRONMENTAL PROTECTION

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The Company continued the practices formulated prior to the commencement of CIRP for the environment protection, wherever possible.

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## INFORMATION TECHNOLOGY

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The Company continues to optimally utilize the available Information Technology infrastructure, to the extent practical and possible.

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## DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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During the year under review, there were no complaints filed / pending with the Company with respect to sexual harassment.

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## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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As on the date of this report, there are no Independent Directors available with the Company. Further, in terms of the requirements of the Code, all eligible directors of the Company are invited to the meetings of the CoC to enable them be aware of all the significant events/changes in relation to the Company.

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## DETAILS OF DIRECTORS/KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE PERIOD

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### Directors

At the time of commencement of CIRP, there were three (3) Directors on the board of the Company, (i) Mr. Bhujang S. Kakade (DIN: 06383819), (ii) Mr. Deepak A. Pednekar (DIN: 07639771) and (iii) Mr. Naveen B. Mandhana (DIN: 01222013), collectively referred to as the 'Erstwhile Directors'. These 3 directors, also continued to be directors as on April 1, 2019, basis the filings made with the stock exchanges for quarter ended June 30, 2019. The number of companies in which they hold the memberships/ chairmanships of Board Committees, as stipulated under SEBI (LODR) is provided in the Corporate Governance Section of this Annual Report.

### Events after the Balance Sheet Date

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-form DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act and the said director continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

The Resolution Professional with the necessary approval of the COC, had also appointed Mr. Shyam R. Lalsare as the Whole-Time Director of the Company w.e.f. October 5, 2020 for the purpose of

complying with statutory requirements under the Companies Act, and the Company had filed e-form DIR-12 to that effect.

It may also be noted that Mr. Shyam Lalsare has incurred disqualification under section 164(2) of the Companies Act from October 30, 2022 due to the non-filing of financial statements and annual return of the Company for the last three financial years i.e. for the financial year 2019-20, 2020-21 and 2021-22. However, in terms of the first proviso to section 167(1)(a) of the Companies Act, he does not vacate his office in the Company.

Thus, presently there is only 1 (One) Director on the board of the Company namely Mr. Shyam R. Lalsare.

Mr. Shyam Ramesh Lalsare (DIN: 08901418) was first appointed as a Whole-Time Director of the Company for a period of 2 (Two) years & Occupier of the Factory of the Company (in terms of the provisions of the Factories Act, 1948) situated at 15 K.M. Stone, Aurangabad-Paithan Road, Village Chittegaon, Tal.: Paithan, Dist.: Aurangabad - 431 105, with effect from October 05, 2020 in pursuance to the approval of the Committee of Creditors of the Company at its meeting held on September 2, 2020. As the Company is still undergoing the CIRP, the Company had decided to extend the tenure of his appointment as a whole-time director of the Company for a further period of one (1) year with effect from October 05, 2022, on the same terms and conditions. This extension continues to be subject to ongoing CIRP of the Company and its outcome. However, in light of the proviso under Section 167(1) of the Companies Act, Mr. Shyam shall continue to be the director of the Company only for the present term i.e. for a period of 1 (one) year with effect from October 5, 2022 and shall not be eligible for re-appointment thereafter.

A brief profile of Mr. Shyam Lalsare, Director seeking confirmation/appointment, as stipulated under Secretarial Standard 2 issued by the Institute of Company Secretaries of India shall form part of the Notice.

#### **Details of Key Managerial Personnel:**

At the start of the financial year, there was no KMP available with the Company. During the year under review Mr. Mayank Bhargava, was appointed as Company Secretary and Compliance Officer of the Company w.e.f. June 5, 2019.

#### **Changes after the balance sheet date:**

After the end of the financial year Mr. Mayank Bhargava, resigned as the Company Secretary and Compliance Office w.e.f. November 10, 2020. Thereafter, Ms. Anshika Arora, was appointed as the Company Secretary and Compliance Officer of the Company by the Resolution Professional (with the approval of the CoC) w.e.f. May 12, 2021. However, Ms. Anshika Arora subsequently resigned as the Company Secretary and Compliance Office w.e.f. July 10, 2022

Further, the Resolution Professional (with the approval of the CoC) had also appointed a CFO of the Company, Mr. Deepak Soni, w.e.f. March 19, 2021 for a period of 1 (one) year. However, he had tendered his resignation as CFO w.e.f. September 2, 2021.


Accordingly, there is no CFO or CS available with the Company as on date.

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#### **DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

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For the year under consideration, the Company had received declaration from Independent Director of the Company under Section 149 of the Companies Act and the provisions of SEBI (LODR) stating that they meet the criteria of independence as provided therein.



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## NUMBER OF MEETINGS OF THE BOARD HELD DURING THE PERIOD

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During the financial period under review, 1 (One) Meeting of the Directors was held as per the directions of Resolution Professional. Further details in respect of the said meeting are provided in the Corporate Governance Report.

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## COMMITTEES OF THE BOARD

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The following committees were constituted prior to CIRP Commencement, by the erstwhile management, pursuant to the provisions of the Companies Act and provisions of the SEBI (LODR):

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee (Administrative and Shareholders / Investors Grievance Committee)
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Finance and General Affairs Committee

The composition, scope and powers of the aforementioned committees together with details of meetings held during the period under review, forms part of Corporate Governance Report.

It may be noted that since the Company is into CIRP, the powers of board of directors (and its committees) stand suspended and are to be exercised by the insolvency professional.

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## PERFORMANCE ANNUAL EVALUATION

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Consequent to commencement of CIRP, the formal annual performance evaluation was not carried out.

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## WHISTLE BLOWER POLICY / VIGIL MECHANISM

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The Company has in place a Whistle Blower Policy, as formulated prior to CIRP Commencement by the erstwhile management. During the year under review, the Company has not received any complaints under the Vigil mechanism. The Whistle Blower Policy of the Company has been displayed on the Company's website at the link: <http://www.valueind.in/image/value/value%vigil%20mechanism%.pdf>

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## LISTING

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The equity shares of your Company are listed on the BSE Limited (Formerly: The Bombay Stock Exchange Limited) and The National Stock Exchange of India Limited (NSE).

Due to non-compliance with certain provisions of the SEBI (LODR) by the erstwhile management and the Standard Operating Procedure for suspension and revocation of trading of specified securities, the shares of the Company are suspended from trading on National Stock Exchange Limited and BSE Limited w.e.f. March 28, 2018 and October 8, 2018 respectively.

In June 2021, pursuant to the NCLT Approval Order, and in terms of the Approved Plan, the Company had applied for de-listing of equity shares from both the aforesaid stock exchanges. However, these delisting applications remain pending before the stock exchanges, pending the outcome of the SC Appeals.



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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the SEBI (LODR) is marked as 'Annexure- 3' and forms part of this Directors Report.

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### CASH FLOW STATEMENT

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The Cash Flow Statement for the year ended March 31, 2020, in conformity with the provisions of the Companies Act and SEBI (LODR) is annexed hereto.

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### AUDITORS AND THEIR REPORTS

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#### 1. STATUTORY AUDITORS:

The erstwhile statutory auditors of the Company, M/s S. Z. Deshmukh & Co., Chartered Accountants, Mumbai had tendered their resignation dated October 8, 2021 (received by the Resolution Professional on October 11, 2021) w.e.f. financial year commencing from April 1, 2019.

In terms of section 17 of the Code, any change in the terms of appointment of the statutory auditor requires approval of the Committee of Creditors. Accordingly, basis the written consent and certificate submitted by M/s KVA and Co., Chartered Accountants (Firm Registration No. 017771C), in terms of the provisions of section 139 (1) of the Companies Act read with Rule 4 the Companies (Audit and Auditors) Rules, 2014, the CoC, at its meeting held on June 8, 2022 and vide voting concluded on June 17, 2022, had approved appointment of M/s KVA and Co. as the Statutory Auditors of the Company for the period of five (5) years from the financial year April 1, 2019 to March 31, 2024.

In terms of the provisions of Section 139 of the Companies Act and the Rules made thereunder, M/s KVA & Company, Chartered Accountant (Firm Reg. No: 017771C) shall hold office upto the conclusion of the ensuing Annual General Meeting i.e. 32<sup>nd</sup> AGM of the Company and shall be appointed as Auditor for a further period of 4 (Four) Years from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 36<sup>th</sup> AGM to be held for financial year 2023-2024.

In terms of the requirements of Regulation 36(5) of SEBI (LODR) the following disclosure is made:

- (a) The CoC at its meeting held on June 08, 2022 approved appointment of M/s KVA & Company, Chartered Accountant (Firm Reg. No: 017771C) as the Statutory Auditors of the Company for a period of 5 (Five) years to conduct Audit of the Financial Statements of the Company for the financial year commencing from April 1, 2019 till the financial year ending on 31<sup>st</sup> March, 2024 at an annual fee of INR 12.8 lakhs (excl. OPE and taxes). The fees paid/payable to the Statutory Auditors is in line with the market trend and commensurate with the activities of the Company.
- (b) The basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed is as under:

Sr. No.	Particulars	Particulars
1.	Name of the Auditor	M/s KVA & Company, Chartered Accountant (Firm Reg. No: 017771C)
2.	Reason for change, viz. appointment, resignation, removal, death or otherwise	Appointment as the Statutory Auditors to fill the vacancy caused by resignation of M/s S. Z. Deshmukh & Co., Chartered Accountants.
3.	Date of Appointment and Terms of Appointment	Appointed as the Statutory Auditors of the Company on June 27, 2022 for a period of 5 (five) years to hold office as such and conduct Audit of the Company for the

		financial year commencing from April 1, 2019 till the financial year ending on March 31, 2024
4.	Brief Profile	<p>M/s KVA &amp; Company, Chartered Accountants is registered with the Institute of Chartered Accountants of India (the "ICAI") vide Firm Registration No. 017771C. The Firm has 21 associates at different locations of India and has offices in Delhi, Gurgaon, Lucknow. The registered office of the Firm is located at "180-B, Near S Hospital, Arya Nagar, Sitapur, Uttar Pradesh – 262 001.</p> <p>The Firm provides services in the areas of Audit and Assurance, Accounting, Taxation (Direct and Indirect), Management Consultancy, Custom Import/Export, Business Activity &amp; Corporate Law etc.</p>

## 2. STATUTORY AUDIT REPORT:

M/s KVA & Company, Chartered Accountant (Firm Reg. No: 017771C), the Statutory Auditors of the Company have submitted Auditors Report, which has qualifications, disclaimers and observations on the financial statements, compliance with other Legal & Regulatory Requirements and adequacy and effectiveness of Internal Financial Controls, for the financial year ended on March 31, 2020.

### Auditors Qualification:

The qualifications, disclaimers and observations raised by the Statutory Auditors in their report for the period ended on March 31, 2020 is set out and marked as 'Annexure 4'.

In response to the qualifications / observations raised by the Statutory Auditor, the Resolution Professional re-iterates that in the absence of any Erstwhile Directors or key managerial personnel who was part of the erstwhile management as on date, the Resolution Professional has relied on the confirmations provided by the Group Resources who have prepared the Financial Statements of the Company basis the available data. Further, as explained in the notes to accounts of the Financial Statements:

- a) 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 March 31, 2019, without going into the merits of such balances outstanding. No adjustments have been made to such accounts / balances except for giving effect to the transactions entered subsequently from April 1, 2019.
- b) 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 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.

- c) 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 the Code. 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.
- d) there are ongoing investigations against Videocon Group Entities by different government agencies. The Resolution Professional has been fully supportive and cooperative in the investigation being carried out by the statutory investigative agencies, including SFIO and ED.
- e) 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, including those that are required for preparing Financial Statements and data requested by various investigating agencies. The requested data is still not made available to the Resolution Professional. Thus, in the absence of required relevant data, the Financial Statements have been prepared on the basis of available data on best effort basis.
- f) In light of the aforesaid reasons, confirmations and reconciliation of balances of certain trade receivables, trade and other payables and loans and advances could also not be obtained.
- g) Post assumption of office of the Resolution Professional, all payments are being approved only by the Resolution Professional (with requisite approval from the CoC, wherever required as per applicable provisions of the Code). The Company has established effective controls for monitoring CIRP period transactions undertaken post assumption of office of the Resolution Professional.
- h) Considering the Company is being run as a going concern under CIRP, the Financial Statements have been prepared on going concern basis.

Thus, owing to various financial and operational constraints including but not limited to non-cooperation from Erstwhile Directors/ management and promoters of the Company, non-availability of detailed books of accounts and various supporting documents and records for pre-CIRP period, resignation of past employees / consultants from accounts function, the preparation of Financial Statements of the Company has faced several limitations. The RP had taken necessary steps under the Code to seek the requisite data and had further filed application under Section 19 of the Code seeking requisite cooperation and data from promoters and Erstwhile Directors/ management of the Company, and the requisite data has still not been made available, and the proceedings before the Hon'ble NCLT against the Erstwhile Directors / management of the Company for seeking the necessary information and cooperation remains sub-judice.

### **3. COST AUDITOR AND COST AUDIT REPORT:**

The Company has appointed M/s. B. R. Chandak, Cost Accountant as the Cost Auditor of the Company for the financial year 2019-2020 and the remuneration payable to the cost auditor was ratified at the annual general meeting of the Company held on 4<sup>th</sup> February, 2020.

The Cost Auditor has issued his reports for the financial year ending March 31, 2018 and March 31, 2019. This relates to period much prior to the date of appointment of the Resolution Professional, including period prior to CIRP Commencement. Consequent to admission of the Company under CIRP, certain officials of the Company have resigned and demitted office. Further, there has been lack of cooperation from the promoters and the erstwhile management of the Company in sharing all requisite information with the Resolution Professional. In this regard, the Resolution Professional has filed applications under Section 19 of the Code before the Hon'ble NCLT, seeking cooperation from the promoters and the erstwhile management of the Company. However, despite numerous follow-

ups, the Resolution Professional has not received requisite data from the promoters of Videocon Group Entities. Thus, in the absence of authenticated data for period prior to CIRP Commencement, the Resolution Professional was not in a position to verify or collate information relating to this cost audit of prior periods and hence the Company couldn't file the cost audit report for the financial year ended on March 31, 2018 and March 31, 2019.

However, considering the fact that the Company had been issued show cause notice for non-compliance under section 148(6) of the Companies Act for the financial year 2017-18 and 2018-19, which pertained to period prior to the appointment of the Resolution Professional, the Company based on the confirmations given by the Cost Auditor to the Group Resources and with an intent to comply with the SCN, has submitted the requisite response along with the Cost Audit Report of the said two financial years with the Cost Audit Branch, Ministry of Corporate Affairs and had also tried filing e-form CRA-4 for Cost Audit Report under e-form GNL-2 in order to comply with the requirement of the Circular 08/2020 dated 6th March, 2020 ("General Circular"). However, due to some technical difficulties, the Company was not able to make the said filings. The Company is endeavouring to resolve the technical issue and make the filings of the said Cost Audit Reports under GNL-2 at the earliest possible.

It is submitted that, filing / submission of the aforesaid cost audit reports shall not constitute that Resolution Professional has taken the said Cost Audit Reports on record or has confirmed the accuracy, veracity or completeness of the data or information contained in the said reports. RP is not in a position to independently verify or ascertain the accuracy, matters and information as stated or reported in the aforesaid cost audit reports, and/ or accompanying documents, in respect of matters prior to the date of his assumption.

#### **4. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:**

Section 204 of the Companies Act inter-alia requires every listed company to annex to its Board's Report, a secretarial audit report given by a Company Secretary in Practice, in the prescribed form.

The Resolution Professional, in compliance with Section 204 of the Companies Act had, based on the recommendations of the secretarial team of Videocon Group Entities, appointed Mrs. Gayathri R. Girish, Company Secretary in Whole-Time Practice, Pune (Membership No. 18630, C.P. No. 9255) to carry out the Secretarial Audit for the financial period ended on March 31, 2020. The Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2020 is marked as 'Annexure-5' and forms part of this Report and consists of the observations stated by the Secretarial Auditor.

In respect of observations raised by the Secretarial Auditor, the following explanations are being placed on record:

- *The Company is not having various financial, secretarial and cost records for periods up to CIRP Commencement as the same were not handed over by the promoters / erstwhile management to the Resolution Professional. The Resolution Professional has already 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, including secretarial records of the Company.*
- *Certain delays in compliances / non-compliances identified by the secretarial auditor pertain to period prior to commencement of CIRP and / or prior to his assumption of office as the Resolution Professional. Further, such past delays / non-compliances also had an impact on the compliances falling due during tenure of the Resolution Professional.*
- *Post assumption of office of the Resolution Professional, the Company has endeavored to comply with various pending secretarial compliances of the Company, to the extent feasible and possible, including those pertaining to period prior to his assumption of office.*
- *The Company had a continued default in filing of quarterly results from quarter ended March 31, 2018, as required to be filed under Regulation 33 of SEBI (LODR). In the absence of pre-CIRP data and non-availability of comparative figures of previous years, the*



*Company has been unable to submit the quarterly filing disclosures to the stock exchanges even for the period post assumption of office of the Resolution Professional.*

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#### **DETAILS OF FRAUDS REPORTED BY AUDITORS (OTHER THAN REPORTABLE TO CENTRAL GOVERNMENT)**

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There is no fraud/misconduct detected at the time of statutory audit by the Auditors of the Company for the financial year ended on March 31, 2020.

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#### **INTERNAL FINANCIAL CONTROLS, INTERNAL AUDIT AND OTHER INITIATIVES**

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Post assumption of office of the Resolution Professional, all payments are being approved only by the Resolution Professional (with requisite approval from the CoC, wherever required as per applicable provisions of the Code). The Company has established effective controls for monitoring CIRP period transactions.

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#### **ANNUAL RETURN**

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The copy of the Annual Return in e-Form MGT 7 pursuant to the provisions of Section 92(3) of the Companies Act and the Rules made thereunder has been displayed on the Company's website at the link: <http://www.valueind.in/relationsservice.aspx?Sel=Others>

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#### **ORDERS PASSED BY REGULATORS/COURTS/ TRIBUNALS**

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Except for orders in connection with CIRP under the Code, no material orders were passed by Regulators/ Courts / Tribunals during the period impacting the going concern status and Company's operations in future.

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#### **DIRECTOR RESPONSIBILITY STATEMENT**

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As explained before, presently there is no Erstwhile Directors or key managerial personnel who was part of the erstwhile management, available with the Company as on date. 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 the Group Resources.

The Financial Statements of the Company have been prepared by the Group Resources and accordingly, basis the confirmations provided by the Group Resources of the veracity and reliability of these Financial Statements, the Financial Statements 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 Statements and/ or accompanying documents in respect of matters prior to the date of his assumption;
- ii. These Financial Statements 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 Statements.

- iii. No statement, fact, information or opinion contained herein should be construed as a representation or warranty, express or implied, of the RP including, his authorized representatives and advisors.
- iv. These Financial Statements 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 Statements are in conformity with applicable laws with respect to the preparation of the Financial Statements 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 Statements. In any case, considering that the said Financial Statements 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 of available accounts / ledgers / trial balance as on March 31, 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 subsequently from April 1, 2019.
- vi. These Financial Statements 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 Erstwhile Directors and no key managerial personnel who was part of the erstwhile management of the Company, the RP is signing the Financial Statements (including this directors' report) merely for this limited purpose of achieving compliance status of the Company in terms of applicable law.
- vii. The matters as contained in the Financial Statements (including the opening balances) continue to be subject to the look-back period as prescribed under IBC for avoidance transactions. In this regard, RP in compliance of his duties under the IBC had reported certain transactions to be declared as void and set aside by the Hon'ble Adjudicating Authority in exercise of its powers under Chapter III and Chapter IV of the IBC. Adjustments, if any, for such transaction(s) may be made to the Financial Statements upon further directions from NCLT and/or upon any order being passed by NCLT. Mere affixation of signatures by RP on these Financial Statements should not be construed as conflicting or diluting in any manner such proceedings which are lodged by the RP against the concerned persons for matters discovered as within the ambit of avoidance transactions under Section 43, 45, 50 & 66 of the IBC.
- viii. There are ongoing investigations against Videocon Group Entities by different government agencies, including SFIO and ED. Merely by affixation of signatures by RP on these Financial Statements, 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 financials, fully relying in good faith upon these financials as prepared by Group Resources. Accordingly, merely by affixation of signatures by RP on these financials in good faith, no proceedings can be initiated nor RP be implicated in ongoing proceedings for matters contained herein which entirely relate to period prior to his incumbency.
- ix. 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, including those that are required for preparing Financial Statements and data requested by various investigating agencies. The requested data is still not made available to be Resolution Professional. Accordingly, without prejudice to matters contained hereinabove, RP could not in any event have independently verified all the information contained in the Financial Statements.

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**ACKNOWLEDGEMENT**

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The Resolution Professional take this opportunity to express its sincere appreciation and gratitude to all the stake holders.

**For VALUE INDUSTRIES LIMITED  
(A Company under Corporate Insolvency Resolution Process  
by NCLT order dated September 5, 2018 read with order  
dated August 8, 2019)**



**ABHIJIT GUHATHAKURTA  
Resolution Professional**

**No. IBBI/PA-003/IP/N000103/2017-18/11158**

**Place: New Delhi  
Date: April 27, 2023**

**Annexure- 2A**  
**Value Industries Limited**  
**Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration Of Managerial Personnel) Rules, 2014**  
**For the Financial Year ended on 31.03.2020**

Name	% Increase of remuneration in 2019-20 as compared to 2018-19	Ratio of remuneration to Median Remuneration of Employees (MRE)	Ratio of remuneration to Median Remuneration of Employees and Whole Time Director	Amount (INR in millions)
<b>Non-executive directors</b>				
Mr. Bhujung S. Kakade	Nil	N.A.	N.A.	N.A.
Mr. Naveen B. Mandhana	Nil	N.A.	N.A.	N.A.
Mr. Deepak A. Pednekar	Nil	N.A.	N.A.	N.A.
<b>Executive directors</b>				
-	N.A.	N.A.	N.A.	N.A.
<b>Chief Financial Officer</b>				
-	N.A.	N.A.	N.A.	N.A.
<b>Company Secretary</b>				
Mr. Mayank Bhargava (w.e.f. 05/06/2019)	This is not applicable considering that there is no change in the remuneration of the CS.	1.45:1		N.A.

- The percentage increase in the median remuneration of employees in the financial year: Nil
- The number of permanent employees on the rolls of Company: 362
- Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: N.A
- Affirmation that the remuneration is as per the remuneration policy of the Company: Yes



**Annexure- 2B**

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**A) Top 10 employees in terms of remuneration drawn during the year**

Sl. No.	Name of Employee	Date of Joining	Gross Remuneration	Educational Qualification	Age	Experience	Whether related to director or manager, if related name of director	Last Employment	Amount (INR in millions) % of shares held	Designation
1.	SHYAM LALSARE	07-02-2019	2.00	BE-PROD.	52	27 Yrs 9 Months	-	M/s. Awal Gulf Mfg. Company Saudi.	0.00	ASSISTANT GENERAL MANAGER
2.	SANTOSH BRAMHAPURIKAR	17-08-2019	0.84	DIP. IN PROD. TECH.	54	28 Yrs 5 Months	-	M/s. Savera Precision Engg. Pvt. Ltd. Pune	0.00	SENIOR MANAGER
3.	BHATESINGH RAJPUT	06-05-2018	0.68	BE-Mechanical	45	19 Yrs 5 Months	-	M/s. Technocrat Services Pune	0.00	MANAGER
4.	MAHADEO BADALE	01-04-2019	0.75	DME-Diploma in Mecha	55	15 Yrs 8 Months	-	M/s. Naharas Engg. India Pvt. Ltd. Waluj	0.00	MANAGER
5.	UMESH BAVISKAR	05-05-2018	0.63	B.A-Bachelor of Arts	49	29 Yrs 0 Months	-	M/s. Indian tool - Chikalthana	0.00	DEPUTY MANAGER
6.	MOHANSING BEDWAL	25-02-2018	0.62	M.COM	54	28 Yrs 4 Months	-	M/s. Wadikar Industries Limited - Waluj	0.00	DEPUTY MANAGER
7.	DNYANESHWAR CHILWANT	01-06-2018	0.70	DEE-Diploma in Elect	46	19 Yrs 0 Months	-	M/s. FAPL - Aurangabad	0.00	ASSISTANT MANAGER
8.	KEWALDAS DHAPADE	01-04-2012	0.44	BE-Mechanical	43	18 Yrs 1 Months	-	M/s. Haier - Pune	0.00	ASSISTANT MANAGER
9.	SOMDUTT DAYAL	23-04-2016	0.65	Dip. In Safety	32	12 Yrs 0 Months	-	M/s. Reiz Elect. Pvt. Ltd. Gudgaon.	0.00	ASSISTANT MANAGER
10.	MANSUR BAGWAN	20-04-2019	0.60	DME-Diploma in Mecha	39	17 Yrs 0 Months	-	M/s. Kemiya Steel Nashik	0.00	ASSISTANT MANAGER

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**Notes:**

1. Remuneration comprises salary, allowances, commission, performance-based payments, perquisite and Company's contribution to Provident Fund and super-annuation as per the definition contained in Section 2(78) of the Companies Act, 2013 paid during the year. It also includes perquisites value of Restricted Stock Units (RSUs) exercised, if any, by employees.
2. None of the employees employed throughout the financial year or part thereof, were in receipt of remuneration in that year, which in the aggregate, or as the case may be at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.
3. In terms of proviso to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees posted and working in a country outside India, not being Directors or their relatives, have not been included in the above statement.

**B) Employees drawing remuneration of Rs.102 lakhs or above per annum and posted in India**


Sl. No.	Name of Employee	Date of Joining	Gross Remuneration	Educational Qualification	Age	Experience	Whether related to director or manager, if related name of director	Last Employment	% of shares held	Designation
There are no employees drawing remuneration of Rs. 102 lakhs or above per annum and posted in India.										

*g*

C) Employed for Part of the Year with an average remuneration of Rs. 8.5 lakhs or above per month and posted in India

Sl. No.	Name of Employee	Date of Joining	Gross Remuneration	Educational Qualification	Age	Experience	Whether related to director or manager, if related name of director	Last Employment	% of shares held	Designation
There was no employee who was employed for part of the year with an average remuneration of Rs. 8.5 lakhs or above per month and posted in India.										

For VALUE INDUSTRIES LIMITED  
(A Company under Corporate Insolvency Resolution Process by NCLT order dated September 5, 2018 read with order dated August 8, 2019)

  
ABHIJIT GUHATHAKURTA  
Resolution Professional  
No. IBB/PRA-003/IP/N000103/2017-18/11158

Place: New Delhi  
Date: April 27, 2023



## Annexure - 1

### CORPORATE GOVERNANCE REPORT

As elaborated in the Directors' Report, there are no Erstwhile Directors or Key Managerial Personnel who was part of the erstwhile management, available with the Company as on date.

Further, pursuant to Consolidation of CIRP of Videocon Group Entities, including the Company and due to limited availability of resources and various other operational constraints involved, 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**").

Therefore, in compliance with Regulation 34(3) read with Section C of, Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations" or the "SEBI LODR"), the Resolution Professional is presenting the Company's Report on Corporate Governance for the Financial Year ended on March 31, 2020 in reliance with the information furnished by the Group Resources.

*Capitalised terms used herein shall have the meaning ascribed in the Notice and/or Directors' Report.*

#### I. Company's Philosophy on Code of Governance:

As stated above, your Company is presently being run as a going concern under CIRP. The Resolution Professional continues to manage the Company with the available limited resources, endeavoring to operate the business of the Company in most beneficial manner the Company's long-term sustainability and growth and providing maximum returns to all stakeholders involved under the resolution process.

#### II. Board of Directors:

As per the provisions of Code and provisions of Regulation 15 (2A) and (2B) of SEBI (LODR) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21, shall not be applicable during the CIRP. However, the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional of the Company as required under the Code.

##### ➤ Composition of the Board of Directors:

At the time of commencement of CIRP, there were three (3) Directors on the board of the Company, (i) Mr. Bhujang S. Kakade, (ii) Mr. Deepak A. Pednekar and (iii) Mr. Naveen B. Mandhana, collectively referred to as the '**Erstwhile Directors**'.

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

The Resolution Professional with the necessary approval of the COC, had also appointed Mr. Shyam R. Lalsare as Whole-Time Director of the Company w.e.f. October 5, 2020 and the Company had filed e-form DIR-12 to that effect.

It may also be noted that Mr. Shyam Lalsare has incurred disqualification under section 164(2) of the Companies Act from October 30, 2022 due to the non-filing of financial statements and annual return of the Company for the last three financial years i.e. for the financial year 2019-20, 2020-21 and 2021-22. However, in terms of the first proviso to section 167(1)(a) of the Companies Act he does not vacate his office in the Company. Accordingly, in light of the proviso under Section 167(1)(a) of the Companies Act, Mr. Shyam Lalsare shall continue to be the director of the Company only for the present term i.e. for a period of 1 (one) year with effect from October 5, 2022 and shall not be eligible for re-appointment thereafter.

Thus, presently there is only 1 (One) Director on the board of the Company namely Mr. Shyam R. Lalsare.

The Company is under CIRP under the Code and, therefore, the powers of board of directors stand suspended and are being exercised by the Resolution Professional in accordance with Sections 17 and 23 of the Code from the aforesaid date.

➤ Meeting of the Board of Directors:

During the year under review, 1 (One) Meeting of the Directors was called and held on December 30, 2019, for the purpose of compliance and for discussing agendas primarily in relation to finalization/adoption of financial statements for the period FY 2018-19 (i.e. pertaining to period prior to assumption of office of the Resolution Professional). The said Meeting was adjourned and the adjourned Meeting was held on January 3, 2020.

➤ Attendance of the Board members at the Board Meetings and Annual General Meeting:

Name of the Director	Attendance at the Annual General Meeting held on February 4, 2020 for the financial year 2018-19	Attendance at the Board Meeting held on December 30, 2019 and January 03, 2020
Mr. Bhujang Kakade	Yes	Yes
Mr. Deepak A. Pednekar	Yes	Yes
Mr. Naveen B. Mandhana	No	No

The Company has received declaration from the Independent Directors that the Independent Directors fulfil the conditions specified under Section 149(6) of the Companies Act and Clause 16(1)(b) of SEBI Regulations and are independent of the management.

➤ Number of other Boards or Board Committees in which a Director is a member or chairperson as on March 31, 2020:

Name of the Director	Other Directorships		
	Directorship @	Committee Chairmanship#	Committee Membership#
Mr. Bhujang Kakade	1	**	**
Mr. Deepak A. Pednekar	6	**	**
Mr. Naveen B. Mandhana	1	0	0

Note:

*\*\* The Company has not received committee positions from the Directors, hence the Company is unable to furnish the requisite information.*

*@ Directorships held by the directors do not include alternate directorships, directorships in Foreign Companies, Companies incorporated under Section 8 of the Companies Act and Private Limited Companies.*

*# Chairmanship/ Membership of only the Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies have been considered.*

➤ Independent Directors Meeting:

As the Company is under CIRP no separate meeting of the Independent Directors was held during the financial year under review.

➤ Relationship between Directors inter-se:

The Company has not received any fresh disclosure post assumption of office of the Resolution Professional in relation to relationships between directors inter-se. However, it may be noted that in the Annual Report of FY 2017-18 and 2018-2019 no relationship between the Erstwhile Directors inter-se has been disclosed. As on date, there is just 1 director available with the Company, Mr. Shyam Lalsare, who is not related to the Resolution professional.

➤ Number of shares and convertible instruments held by non-executive directors:

While the Company has not received any fresh disclosure post assumption of office of the Resolution Professional in relation to shares and convertible instruments held by non-executive directors, there is no shares held by the non-executive directors, based on the shareholding patterns submitted with the stock exchanges, and as confirmed by the Group Resources.

➤ Stock Options:

The Company has not issued any Stock Options.

➤ Familiarization Program for Independent Directors:

As on the date of this report, there are no Independent Directors available with the Company accordingly confirmation in terms of Schedule V(c)(2)(h) of the SEBI (LODR) is not applicable. Further, in terms of the requirements of the Insolvency and Bankruptcy Code, all eligible directors of the Company are invited to the meetings of the Committee of Creditors to enable them be aware of all the significant events/changes in relation to the Company.

### III. Committees of the Board of Directors

Prior to CIRP Commencement, based on the documents available on record, the erstwhile management of the Company had constituted/formulated/set up various Committees to carry out various functions, as entrusted, and give suitable recommendations to the Board on the significant matters from time to time.

Following are the details of such Committees as on March 31, 2020:

#### Mandatory Committees:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee



4. Risk Management Committee
5. Corporate Social Responsibility Committee (Mandatory as per Companies Act, 2013)

#### Non-Mandatory Committees

1. Finance and General Affairs Committee

The members of the Committees were from amongst the Erstwhile Directors of the Company. As elaborated in the Director's Report, since there are no Erstwhile Directors available with the Company today, none of these Committees have any active member as on the date of this report. However, details of the composition and meetings of the committees held during F.Y. 2019-20 are provided below:

• AUDIT COMMITTEE:

The composition, meetings and attendances of members of the Audit Committee during F.Y. 2019-20 were as under:

<i>Name of the Director</i>	<i>Designation</i>	<i>Category</i>	<i>No. of Meetings Attended .</i>
Mr. Bhujang Kakade	Chairman	Independent	1
Mr. Naveen B. Mandhana	Member	Independent	0
Mr. Deepak A. Pednekar	Member	Independent	1

The Statutory Auditors and certain other Group Resources attended and participated in the Audit Committee Meeting, on invitation. The Company Secretary is the *de-facto* Secretary of the Committee.

During the year under review, 1 (One) Meeting of the Audit Committee was called and held as per the instructions of the Resolution Professional, on December 30, 2019, for the purpose of compliance and for discussing agendas primarily in relation to finalization and recommendation of financial statements for the period FY 2018-19 (i.e. pertaining to period prior to assumption of his office). The said Meeting was adjourned and the adjourned Meeting was held on January 3, 2020.

As on April 1, 2019, the Audit Committee comprised of 3 (Three) Members who were Non-Executive, Independent Directors namely Mr. Bhujang S. Kakade as Chairman, and the other members of the Committee were Mr. Deepak A. Pednekar and Mr. Naveen B. Mandhana. After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of Compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

As such, the Audit Committee does not have any active member as on the date of this report.

Terms of reference and scope of the Audit Committee:

As per the provisions of Regulation 15 (2A) and (2B) of the SEBI (LODR) as amended from time to time, the provisions specified in regulation related to Audit Committee, shall not be applicable during the CIRP. Hence, the terms of reference, scope, powers of the audit committee are not being reproduced in this report.

Whistle Blower Policy & Vigil Mechanism:

The Section 177 of the Companies Act read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (LODR) require all the listed companies to institutionalize the vigil mechanism and Whistle Blower Policy.

The Company has a Whistle Blower Policy, as formulated and adopted by the Company prior to CIRP Commencement, to promote reporting of any unethical or improper practice or violation of the Company's Code of Conduct or complaints regarding its accounting, auditing, internal controls or disclosure practices. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. More details are available on website <http://www.valueind.in>.

• **NOMINATION AND REMUNERATION COMMITTEE:**

During the year under review, the Committee met 1 (One) time on December 30, 2019. The said Meeting was called and held as per the directions of the Resolution Professional, for the purpose of compliance and for discussing agendas primarily in relation to re-appointment of Mr. Naveen B. Mandhana as a director of the Company.

The composition of the members of the Committee during FY 2019-20 was as follows:

<i>Name of the Director</i>	<i>Designation</i>	<i>Category</i>	<i>No. of Meetings Attended</i>
Mr. Naveen B. Mandhana	Chairman	Independent	0
Mr. Bhujang Kakade	Member	Independent	1
Mr. Deepak A. Pednekar	Member	Independent	1

Company Secretary acts as the *de-facto* Secretary to the Committee.

As on April 1, 2019, the Nomination & Remuneration Committee comprised of 3 (Three) Members who were Non-Executive, Independent Directors namely Mr. Naveen B. Mandhana as Chairman, and the other members of the Committee were Mr. Deepak A. Pednekar and Mr. Bhujang S. Kakade.

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

As such, the Nomination & Remuneration Committee does not have any active member as on the date of this report.

Terms of reference and Scope of the Committee:

As per the provisions of Regulation 15 (2A) and (2B) of the SEBI (LODR) as amended from time to time, the provisions specified in regulation related to Nomination & Remuneration Committee, shall not be applicable during the CIRP. Hence, the terms of reference, scope, powers of the Nomination & Remuneration Committee are not being reproduced in this report.

Performance Evaluation Criteria for Independent Directors:

Consequent to commencement of CIRP, the formal annual performance evaluation was not carried out.

Remuneration Policy:

The Remuneration Policy, as formulated prior to CIRP Commencement by the erstwhile management, is available on the Company's website viz. [www.valueind.in](http://www.valueind.in). No Erstwhile director was paid any sitting fees or any other remuneration post assumption of office by the Resolution Professional.

After the Balance Sheet date, Mr. Shyam Ramesh Lalsare (DIN: 08901418) was appointed as a Whole-Time Director of the Company for a period of 2 (Two) years & Occupier of the Factory of the Company situated at 15 K.M. Stone, Aurangabad-Paithan Road, Village Chittegaon, Tal.: Paithan, Dist.: Aurangabad – 431 105, with effect from October 05, 2020 in pursuance to the approval of the Committee of Creditors of the Company at its meeting held on September 2, 2020.

As the Company is still undergoing the CIRP, the Company had decided to extend the tenure of his appointment as a whole-time director of the Company for a further period of one (1) year with effect from October 05, 2022, on the same terms and conditions. This extension continues to be subject to ongoing CIRP of the Company and its outcome.

Prior to being appointed as a Whole Time Director, he was also an employee of the Company. Thus, he is being paid an annual remuneration of Rs. 20,00,004/- (Rupees Twenty Lakh Four Only), viz same as the remuneration he was drawing as an employee of the Company prior to his appointment as a Whole time Director.

**Stock Options:**

The Company has not issued any Stock Options.

• **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

During the year under review, the Committee met 1 (One) time on December 30, 2019. The said Meeting was called and held as per the directions of the Resolution Professional, for the purpose of compliance and for discussing agendas primarily in relation to discussing the information related to the share transfers, dematerialization, investor complaints etc., for the period FY 2018-19 (i.e. pertaining to period prior to assumption of his office).

The composition of the members of the Committee during FY 2019-20 was as follows:

Name of the Director	Designation	Category	No. of Meetings Attended
Mr. Bhujang Kakade	Chairman	Independent	1
Mr. Naveen B. Mandhana	Member	Independent	0
Mr. Deepak A. Pednekar	Member	Independent	1

As on April 1, 2019, the Stakeholders' Relationship Committee consists of 3 (Three) Members who were Non-Executive Independent Directors namely Mr. Bhujang S. Kakade as Chairman, and the other members of the Committee were Mr. Deepak A. Pednekar and Mr. Naveen B. Mandhana.

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

As such, the Stakeholders' Relationship Committee does not have any active member as on the date of this report.

#### Compliance Officer:

During the year under review, Mr. Mayank Bhargava, Member of the Institute of Company Secretaries of India was appointed as Company Secretary and Compliance Officer of the Company with effect from June 5, 2019.

After the Balance Sheet date he had resigned from the post of Company Secretary and Compliance Officer w.e.f. November 10, 2020

#### Terms of reference and Scope of the Committee:

As per the provisions of Regulation 15 (2A) and (2B) of the SEBI (LODR) as amended from time to time, the provisions specified in regulation related to Stakeholders' Relationship Committee, shall not be applicable during the CIRP. Hence, the terms of reference, scope, powers of the Stakeholders' Relationship Committee are not being reproduced in this report.

As per the annual reports of the previous years, the power of share transfer was already delegated prior to CIRP Commencement to M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company, who processes the transfers.

#### Details of Share Transfer/Demat/Remat:

Based on the details received from Registrar and Share Transfer Agent of the Company, the request for transfer, dematerialization and rematerialization from the shareholders which were received and approved during the year are as under:

Sr. No.	Particulars	Equity
a)	Number of Transfers	761
b)	Number of Shares Transferred	18,169
c)	Average No. of Transfers per Month	1,514
d)	Number of Demat Requests approved	107
e)	Number of Shares Dematerialized	17,887
f)	Percentage of Shares Dematerialized	0.05
g)	Number of Rematerialization Requests approved	5
h)	Number of Shares Rematerialized	44
i)	Number of Sub-committee Meetings held	Nil

Based on the details received from Registrar and Share Transfer Agent of the Company, during the year under review, the Company had received 14 complaints all of which were redressed.

• **RISK MANAGEMENT COMMITTEE:**

During the year under review, no meeting of the Risk Management Committee was held.

The composition of the members of the Committee during FY 2019-20 was as follows:

Name of Director	Designation	Category
Mr. Bhujang Kakade	Chairman	Independent
Mr. Naveen B. Mandhana	Member	Independent
Mr. Deepak A. Pednekar	Member	Independent

As on April 1, 2019, the Risk Management Committee consists of 3 (Three) Members who were Non-Executive Independent Directors namely Mr. Bhujang S. Kakade as Chairman, and the other members of the Committee were Mr. Deepak A. Pednekar and Mr. Naveen B. Mandhana.

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

As such, the Risk Management Committee does not have any active member as on the date of this report.

Nonetheless, the Company is furnishing the requisite details pertaining to Risk Management Committee in terms of Schedule V of the SEBI (LODR).

**Terms of Reference:**

As per the provisions of Code and provisions of Regulation 15 (2A) and (2B) of SEBI (LODR) as amended from time to time, the provisions specified in Regulations 21 (Risk Management Committee), shall not be applicable during the CIRP. Hence, the terms of reference, scope, powers of the Risk Management Committee are not being reproduced in this report.

• **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):**

During the year under review, the Committee met 1 (One) time on December 30, 2019. The said Meeting was called and held as per the directions of the Resolution Professional, for the purpose of compliance and for discussing agendas primarily in relation to finalization/adooption of financial statements for the period FY 2018-19 (i.e. pertaining to period prior to assumption of his office)



The composition of the members of the Committee during FY 2019-20 was as follows:

Name of Director	Designation	Category	No. of Meetings Attended
Mr. Bhujang Kakade	Chairman	Independent	1
Mr. Naveen B. Mandhana	Member	Independent	0
Mr. Deepak A. Pednekar	Member	Independent	1

As on April 1, 2019, the CSR Committee consists of 3 (Three) Members who were Non-Executive Independent Directors namely Mr. Bhujang S. Kakade as Chairman, and the other members of the Committee were Mr. Deepak A. Pednekar and Mr. Naveen B. Mandhana.

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

As such, the Corporate Social Responsibility does not have any active member as on the date of this report.

#### Terms of Reference of the Committee:

As the net profits for the three immediately preceding financial years were negative, the Company was not required to make any CSR expenditure during Financial Year 2019-2020. Further, considering the Company is into CIRP with losses in preceding years and unpaid debts, the terms of reference of the CSR committee has lost its practical relevance and accordingly the same is not being reproduced here.

#### • FINANCE AND GENERAL AFFAIRS COMMITTEE:

The Company, prior to CIRP Commencement, had formed Finance and General Affairs Committee of the Board of Directors of the Company. As informed to the Resolution Professional, the Committee was entrusted with various powers from time to time, which would aid in speedy implementation of various projects, activities and transaction whether routine or non-routine in nature.

However, post assumption of office of the Resolution Professional, this committee is non-functional.

#### Composition of the Committee, Meeting and Attendance:

During the year under review, no meeting of the Finance and General Affairs Committee was held.

The composition of the Committee during FY 2019-20 was as follows:

Name	Designation	Category
Mr. Bhujang Kakade	Chairman	Independent
Mr. Naveen B. Mandhana	Member	Independent
Mr. Deepak A. Pednekar	Member	Independent

As on April 1, 2019, the Committee comprised of 3 (Three) Members who were Non-Executive Independent Directors namely Mr. Bhujang S. Kakade as Chairman, and the other members of the Committee were Mr. Deepak A. Pednekar and Mr. Naveen B. Mandhana.

After appointment of Mr. Abhijit Guhathakurta as the Resolution Professional of the Company, the Company started examining and effectuating applicable outstanding compliances, by collating and verifying various data of the Company. During such examination of details, the Company became aware that Mr. Deepak Pednekar had incurred disqualification u/s 164(2) of the Companies Act. Accordingly, the Company had filed relevant e-form DIR-12 for cessation of his directorship, for the purpose of compliance. It is being clarified that the e-forms DIR-12 was filed only for the purpose of complying with statutory requirements under the Companies Act, and he continued to be responsible for the affairs of the Company up to the date the Company recognized his disqualification/vacation and took the same on record. Further, Mr. Bhujang Kakade completed his tenure of Directorship on September 25, 2021. Also, Mr. Naveen B. Mandhana, resigned from the directorship of the Company w.e.f. October 18, 2022 which was placed before the CoC for its consideration. The relevant DIR-12 forms for cessation of Directorship of these two Directors could not be filed with MCA because of the technical difficulties on the MCA portal as the number of available directors falls below the minimum requirement of 3 directors.

As such, the Finance and General Affairs Committee does not have any active member as on the date of this report.

#### IV. General Body Meetings:

##### ➤ Location and time, where last three Annual General Meetings were held:

AGM	Date	Location	Time	Special Resolution Passed
29 <sup>th</sup>	29 <sup>th</sup> September, 2017	14 K. M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad-431 105	02.00 p.m.	NIL
30 <sup>th</sup>	28 <sup>th</sup> December, 2018	14 K. M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad-431 105	03.00 p.m.	NIL
31 <sup>st</sup>	04 <sup>th</sup> February, 2020	14 K. M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad-431 105	11.30 a.m.	1

#### Postal Ballot

No special resolution was passed through postal ballot during the financial year under review.

The Company is not proposing to pass any Special Resolution through postal ballot.

#### Extra-Ordinary General Meeting

No Extra Ordinary General Meeting was held during the year under reference.

#### V. Means of Communication

The audited financial results for financial year ended on March 31, 2019 were published by the Company in the Financial Express and Loksatta, English and Marathi language newspapers, respectively.

In terms of the requirements of the SEBI (LODR), the reports, statements, documents, filings and other information are electronically submitted to the stock exchanges, through [www.listing.bseindia.com](http://www.listing.bseindia.com) and [www.connect2nse.com](http://www.connect2nse.com) unless there are any technical difficulties faced while filing the same. All important information and official press releases are displayed on the website of the Company for the benefit of the public at large. Analysts' Reports/ Research Report, if any, are also uploaded on the website of the Company. The Company's website can be accessed at [www.valueind.in](http://www.valueind.in). During the year under review no presentations were made to institutional investors or to the analysts. Further, all required updates in relation to the Consolidated CIRP are made available at [https://www.videoconindustriesltd.com/Consolidated\\_CIRP/Data](https://www.videoconindustriesltd.com/Consolidated_CIRP/Data).

**VI. Management Discussion and Analysis Report forms part of the Annual Report.**

**VII. General Shareholder Information:**

1.	Annual General Meeting	The 32 <sup>nd</sup> (Thirty Second) Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company on such day, at such time on such date as shall be set out in the Notice convening the Annual General Meeting, which shall be considered separately. The Company shall inform the same vide publication to the Stock Exchanges.	
2.	Financial Calendar	Financial Year	April 01, 2020 to March 31, 2021
		First Quarterly Results	In terms of provisions of SEBI (LODR) the quarterly results were required to be disseminated to Stock Exchange on or before September 15, 2020 (1 <sup>st</sup> Quarter); November 14, 2020 (2 <sup>nd</sup> Quarter); February 14, 2021 (3 <sup>rd</sup> Quarter) and May 30, 2021 (4 <sup>th</sup> Quarter).
		Second Quarterly Results	
		Third Quarterly Results	
		Fourth Quarterly Results	
		Audited Results for the Financial Year ending on 31 <sup>st</sup> March, 2021	
Annual General Meeting for Financial Year ending on 31 <sup>st</sup> March, 2021	<p>As explained earlier, the Company had a continued default in non-filing of quarterly results from the quarter ended March 31, 2018 (i.e. prior to CIRP Commencement). In the absence of pre-CIRP data and non-availability of comparative figures of previous period, the Company has been unable to submit the quarterly filing disclosures to the stock exchanges for the period post assumption of office of the Resolution Professional.</p> <p>Further, as intimated previously through disclosures under SEBI Circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018 regarding 'disclosure of reasons for delay in submission of financial results by the listed entity', the Company has faced several challenges in closing pending quarterly and annual financial results/ statements. There was lack of cooperation to the Resolution Professional from the erstwhile promoters and the management of the Company, for which, the Resolution Professional has also filed applications under Section 19 of the Code before the Hon'ble NCLT seeking various documents/ledgers/copies of books of accounts etc. from the promoters and erstwhile management of the Company.</p> <p>The erstwhile Statutory Auditor, M/s S. Z. Deshmukh had also resigned from the</p>		

			<p>Company and a new Statutory auditor was appointed w.e.f. June 27, 2022.</p> <p>In view of the above, the Company couldn't convene the Annual General Meeting on or before November 30, 2020</p>				
3.	Date of Book Closure	The date of Book Closure for the purpose of the AGM shall be communicated separately and will be set out in the Notice convening the Annual General Meeting.					
4.	Dividend Payment Date	As the Company is under CIRP, the Company does not recommend any dividend on equity shares for the year under review.					
5.	Listing on Stock Exchanges	<p>The equity shares of your Company are listed on BSE Limited and the National Stock Exchange of India Limited.</p> <p>However, it may be noted that the shares of the Company are suspended from Trading on National Stock Exchange Limited and BSE Limited w.e.f. March 28, 2018 and October 8, 2018 respectively.</p>					
6.	Stock Code	<p>The equity shares of the Company were listed on the following stock exchanges as on March 31, 2020:</p> <table border="1" data-bbox="491 1041 1401 1400"> <tr> <td> <p>BSE Limited (BSE) 1<sup>st</sup> Floor, New Trading Ring, Phiroze Jeejee bhoy Towers, Dalal Street, Mumbai – 400 001</p> </td> <td> <p>500945 (Stock Code)</p> </td> </tr> <tr> <td> <p>The National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 059</p> </td> <td> <p>VALUEIND (Stock Code)</p> </td> </tr> </table> <p>In June 2021, pursuant to the NCLT Approval Order, and in terms of the Approved Plan, the Company had applied for de-listing of equity shares from both the aforesaid stock exchanges in terms of the Resolution Plan. However, these delisting applications remain pending before Stock Exchanges, pending the outcome of the SC Appeals.</p>		<p>BSE Limited (BSE) 1<sup>st</sup> Floor, New Trading Ring, Phiroze Jeejee bhoy Towers, Dalal Street, Mumbai – 400 001</p>	<p>500945 (Stock Code)</p>	<p>The National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 059</p>	<p>VALUEIND (Stock Code)</p>
<p>BSE Limited (BSE) 1<sup>st</sup> Floor, New Trading Ring, Phiroze Jeejee bhoy Towers, Dalal Street, Mumbai – 400 001</p>	<p>500945 (Stock Code)</p>						
<p>The National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 059</p>	<p>VALUEIND (Stock Code)</p>						
7.	Market Price Data	As the equity shares of the Company were suspended from Trading on National Stock Exchange Limited and BSE Limited w.e.f. March 28, 2018 and October 8, 2018 respectively, there is no market price data available for the financial year 2019-2020.					
8.	Comparative Chart	As the equity shares of the Company were suspended from Trading on National Stock Exchange Limited and BSE Limited w.e.f. March 28, 2018 and October 8, 2018 respectively, there is no market price data available for the financial year 2019-2020 and consequently the comparative chart is not relevant.					

9.	Registrar and Share Transfer Agents	<b>MCS Share Transfer Agent Limited</b> Office No.3B3, 3RD Floor "B" Wing Gundecha Onclave Premises Co-op Society Ltd, Kherani Road, Sakinaka, Andheri East Mumbai – 400 072 Ph: 022 – 28516021 / 28516022 / 46049717 E-mail: <a href="mailto:mcssta.mumbai@gmail.com">mcssta.mumbai@gmail.com</a>
10.	Share Transfer System	SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form.  During the year, the Company had obtained, on half-yearly basis, a certificate, from a Company Secretary in Practice, certifying that all certificates have been issued within thirty days of the date of lodgment of the transfer (for cases lodged prior to April 1, 2019), sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and filed a copy of the said certificate with the Stock Exchanges.

#### 11. DISTRIBUTION OF SHAREHOLDING:

##### A) Shareholding Pattern as on March 31, 2020:

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage of (A+B+C)
(A)	<b>Shareholding of Promoter and Promoter Group</b>			
(1)	Indian	20	1,83,22,416	46.76
(2)	Foreign	-	-	-
	<b>Sub-Total (A)</b>	<b>20</b>	<b>1,83,22,416</b>	<b>46.76</b>
(B)	<b>Public Shareholding</b>			
(1)	Institutions	51	9,65,880	2.46
(2)	Non-Institutions			
	-Bodies Corporate	366	7,07,940	1.81
	-Individuals	62,912	1,80,39,544	46.04
	-Others	786	11,49,895	2.93
	<b>Sub-Total (B)</b>	<b>64,115</b>	<b>2,08,63,259</b>	<b>53.24</b>
	<b>TOTAL (A) + (B)</b>	<b>64,135</b>	<b>3,91,85,675</b>	<b>100.00</b>
(C)	<b>Shares held by Custodians and against which depository Receipt have been issued</b>			
(1)	Promoter and Promoter Group			
(2)	Public	-	-	-
	<b>Sub-total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>64,135</b>	<b>3,91,85,675</b>	<b>100.00</b>

B) Distribution of Shareholding as on March 31, 2020:

Shareholding of Nominal Value	Number of Shareholders	% to the total number of shareholders	No. of Shares	Amount in Rs.	% to Total value of Capital
Up to 5,000	60,498	94.32	70,86,130	7,08,61,300	18.08
5001 to 10000	1,819	2.84	15,01,815	1,50,18,150	3.83
10001 to 20000	837	1.31	12,94,298	1,29,42,980	3.30
20001 to 30000	279	0.44	7,15,921	71,59,210	1.83
30001 to 40000	129	0.20	4,65,788	46,57,880	1.19
40001 to 50000	141	0.22	6,71,762	67,17,620	1.71
50001 to 100000	230	0.36	16,64,349	1,66,43,490	4.25
100001 and above	205	0.32	2,57,85,612	25,78,56,120	65.80
<b>Total</b>	<b>64,138</b>	<b>100.00</b>	<b>3,91,85,675</b>	<b>39,18,56,750</b>	<b>100.00</b>

12.	Dematerialization of Shares	The Company's Equity Shares were under compulsory demat trading by all categories of investors prior to suspension of equity shares as stated hereinabove. As on 31 <sup>st</sup> March, 2020, 3,49,67,316 Equity Shares have been dematerialized which account for 89.23% of the total equity.
13.	Outstanding GDRs/ ADRs/ Warrants or Conversion Instruments, Conversion Date and like impact on equity	NIL
14.	Plant Location	15 K. M. Stone, Aurangabad-Paithan Road, Village: Chittegaon, Taluka: Paithan, Dist. Aurangabad – 431 105, Maharashtra
15.	Address for Correspondence.	14 K. M. Stone, Aurangabad – Paithan Road, Village: Chittegaon, Taluka: Paithan, Aurangabad – 431 105 (Maharashtra)  Email: secretarialvg.in@gmail.com The correspondence address for shareholders in respect of their queries is:  <b>MCS Share Transfer Agent Limited</b> Office No.3B3, 3RD Floor "B" Wing Gundecha Onclave Premises Co-op Society Ltd, Kherani Road, Sakinaka, Andheri East Mumbai – 400 072 Ph: 022 – 28516021 / 28516022 / 46049717 E-mail: mcssta.mumbai@gmail.com
16	List of Credit Rating Obtained by the Company	NIL

VIII. Disclosures:

a)	Materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, directors / management, subsidiaries / relatives etc. that may have potential conflict with the interests of the Company at large.	Post assumption of office of the Resolution Professional, no transactions have been entered into which may have potential conflicts with the interest of the Company at large.
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b)	<p>Non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years</p>	<p>The details of non-compliance by the Company are set out in the Secretarial Audit Report issued by the Company Secretary in whole time practice.</p> <p>Further, post commencement of CIRP, a moratorium in terms of Section 13 read with Section 14 of the Code, has been declared by Hon'ble NCLT vide the Admission Order, prohibiting, inter alia, institution of suits or continuation of pending suits or proceedings against the Company including execution of any judgement, decree or order in any court of law, tribunal, arbitration panel or other authority ("Moratorium"). With respect to penalties levied prior to CIRP Commencement, if any, it shall be treated in terms of provisions of the Code and approved resolution plan, if any.</p>
c)	<p>Details of Establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee.</p>	<p>The Company has implemented Vigil Mechanism and Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Resolution Professional / Audit Committee.</p>
d)	<p>Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this Clause</p>	<p>The Company has substantially complied with the mandatory requirements of Corporate Governance as specified in sub paras (2) to (10) of Part C of Schedule V of the SEBI Regulations and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report.</p> <p>The Company also fulfilled the following non-mandatory requirements as specified in Part E of the Schedule II of the SEBI Regulations:</p> <p><b>a. Modified Opinion in Auditors Report:</b></p> <p>The Company's financial statements for the year ended March 31, 2019 under Regulation 33 of SEBI (LODR) contained the modified audit opinion and the Company has furnished the Statement of Impact of Audit Qualifications (for audit report with modified opinion) while furnishing the financial results under regulation 33 of SEBI (LODR).</p> <p><b>b. Reporting of Internal Auditor:</b> The Company has not appointed anyone as an Internal Auditor during FY 2019-20.</p>
e)	<p>Weblink where the policy for determining related party transactions is disclosed.</p>	<p>The Policy on Related Party Transactions, as formulated prior to CIRP Commencement by the erstwhile management, is uploaded on the website of the Company at the following URL-  <a href="http://www.valucind.in/image/valuc/Value%20Related%20Party%20Transaction%20Policy.pdf">http://www.valucind.in/image/valuc/Value%20Related%20Party%20Transaction%20Policy.pdf</a>.</p> <p>However, since the Company is undergoing consolidated CIRP with 12 other Videocon group entities, the said</p>

		policy may not be relevant and applicable to the Company as on date, especially in relation to the transactions <i>inter se between Videocon Group Entities</i> undergoing consolidated CIRP.
f)	Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account	The Company is in process of transferring shares in the demat suspense account /unclaimed suspense account. Other information as required in clause F of Schedule V of the SEBI (LODR) shall be made available once such transfers are completed. It may also be noted that the Company has initiated the process for stop marking / stop-transfer in respect of unclaimed shares in physical.
	Disclosure of Commodity Price Risks and Commodity hedging activities:	As the Company is currently into CIRP, the RP continues to take business decisions, in consultation with the CoC wherever required, to mitigate risks if any.
	Details of utilization of funds raised through preferential allotment or qualified institution placements as specified under regulation 32(7A)	Nil
	Certificate from a company secretary in practice on disqualification	A certificate from a Company Secretary in whole time practice confirming the status on qualification/non-disqualification of directors is attached to this report.
	Compliance certificate on corporate governance	A certificate from the Company Secretary in whole time practice confirming compliance of conditions of Corporate Governance as stipulated under Clause E of Schedule V of the Listing Regulations is attached to this report.
	Details of total fees for all services paid by the listed entity and its subsidiary on a consolidated basis, to the statutory auditor and all entities in the network firm/entity of which the statutory auditor is a part	The Company has agreed to pay an amount of Rs. 12,80,000 (Rupees Twelve Lacs and Eighty Thousand Only) to M/s. KVA & Company, Chartered Accountants for FY 2019-20.
	Disclosure in respect of the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013	Complaints during the financial year 2019-20: Filed: Nil Disposed: Nil Pending: Nil
	Loans and advances in the nature of loans to the firms/companies in which directors are interested by name and amount	During the year no fresh loan or advances were given to any firms/companies in which directors are interested.
	Warrants	There are no warrants outstanding or issued during the year.
	Additional Information in terms of Schedule V of SEBI (LODR)	In addition to the disclosures made elsewhere in the director's report and Corporate Governance Report, the following disclosures are also being made : <ul style="list-style-type: none"> <li>• The Company has not raised any funds during the year under review.</li> <li>• Except for what is disclosed in the Corporate Governance Report, there are no instances of non-compliance of any requirement of corporate</li> </ul>

b



		<p>governance report in terms of requirements of Schedule V, C, (2) to (10).</p> <ul style="list-style-type: none"> <li>• The Company has substantially with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR). As per the provisions of Code and provisions of Regulation 15(2A) and (2B) of SEBI (LODR), the provisions specified in Regulations 17, 18, 19, 20 and 21 shall not be applicable during the CIRP.</li> <li>• As the Company is admitted under CIRP the Company has not adopted the discretionary requirements as specified in Part E of Schedule II of the SEBI (LODR).</li> </ul>
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#### IX. Miscellaneous

- **PERMANENT ACCOUNT NUMBER:** The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
- **NOMINATION FACILITY:** Shareholders holding shares in physical form and desirous of submitting/changing nomination in respect of their shareholding in the Company may submit Form 2B (in duplicate) as per the provisions of the Companies Act to the Company's Registrar and Share Transfer Agent.

#### X. Confirmation/declaration under SEBI (LODR) with respect to Compliance of Code of Conduct:

All the employees are governed by the internal policies on ethics and Code of Conduct. Group resources have confirmed that they have not come across any instances of violation of Code of Conduct during the year.



### ANNEXURE- 3

#### MANAGEMENT DISCUSSION AND ANALYSIS 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 ("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 (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 stood 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.

As elaborated in the Directors’ Report, there are no Erstwhile Directors or Key Managerial Personnel who was part of the erstwhile management, available with the Company as on date.

Further, pursuant to Consolidation of CIRP of Videocon Group Entities, including the Company and due to limited availability of resources and various other operational constraints involved, 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**”).

Therefore, in compliance with the requirements of the SEBI (LODR), this Management Discussion and Analysis report is being presented in reliance with the information furnished by the Group Resources.

**I. Industry, Structure and Developments, Opportunities, Threats, Outlook, Risk and concerns:**

The Company is engaged in the business of consumer electronics and home appliances with washing machines and refrigerators as its primary products.

The Resolution Professional continues to manage the Company on going concern basis with the available limited resources, endeavoring to operate the business of the Company in most beneficial manner for the Company’s long-term sustainability and growth.

Since the Company is under CIRP, no forward-looking remarks / statements have been presented. The future developments, opportunities, threats, outlook of the Company as well as risk and concerns are subject to the outcome of SC Appeals and/or any other course of action around resolution of Videocon Group Entities.

**II. Segment wise or product-wise performance:**

The Company operates under one reportable business segment “consumer electronics and components/parts thereof”.

**III. Internal Control Systems and adequacy:**

The Resolution Professional continues to manage the Company on going concern basis with the available limited resources, endeavoring to operate the business of the Company in most beneficial manner for the Company’s long-term sustainability and growth.

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 the Group Resources. Further, all payments are

being approved only by the Resolution Professional. The Company has established effective controls for monitoring CIRP period transactions undertaken post assumption of office of the Resolution Professional.

#### **IV. Discussion on financial performance with respect to operational performance:**

##### **Income:**

##### **Revenue from Operations**

During the year under review, the Company achieved Revenue from Operations of Rs. 110.88 Million as against Rs. 186.51 Million for the year ended on March 31, 2019.

##### **Other Income**

Other Income amounted to Rs. 11.66 Million for the year ended March 31, 2020 as against Rs. 27.64 Million for the year ended on March 31, 2019. Other income comprises of interest income, profit on sale of fixed assets, insurance claim received, exchange rate fluctuations and other non-operating income.

##### **Expenditure:**

##### **Cost of Goods Consumed**

During the year under review, Cost of Material Consumed stood at Rs.69.37Million as against Rs. 827.90 Million for the year ended on March 31, 2019.

##### **Employee Benefits Expenses**

During the year under review, employee benefit expenses were Rs. 119.05 Million as against Rs. 113.02 Million for the year ended on March 31, 2019.

##### **Finance Cost**

Since the commencement of CIRP, there is a Moratorium in terms of section 14 of the Code towards repayment of debts subsisting as on CIRP Commencement and interest thereon. However, pending resolution process, the Company has provided interest for full financial year including moratorium period. Payment towards such interest expenses are subject to the provisions of the Code and outcome of CIRP.

During the year under review, the Finance Cost (booked on provisional basis) was Rs. 1,397.94 Million as against Rs. 1,234.79 Million for the year ended on March 31, 2019.

##### **Other Expenses**

During the year under review, the Other Expenses were Rs. 39.36 Million as against Rs. 49.66 Million for the year ended on March 31, 2019.

##### **Depreciation & Amortization**

Depreciation & Amortization amounted to Rs. 599.37 Million as against Rs. 790.02 Million for the year on March 31, 2019.

##### **Loss before Tax**

The Loss before Tax for the current year amounted to Rs. 2,108.98 Million as against a loss of Rs. 2807.44 Million for the year on March 31, 2019.

## Net Profit /Loss

Net Loss of the Company for the current year amounted to Rs. 2,108.98 Million as against a loss of Rs. 2,758.37 Million for the year ended on March 31, 2019.

## Earnings per Share

Earnings per Share for the current year amounted to Rs. (53.82) as against Rs. (70.39) for the year on March 31, 2019.

## Significant changes in Key Financial Ratios

Post commencement of CIRP, no additional financing (except for the fund transfers from VIL, as stated under the related party section) has been availed by the Company. Further, there is a Moratorium in terms of section 14 of the Code towards repayment of debts subsisting as on CIRP Commencement and interest thereon. Also, as clarified before, reliance has been placed on the opening balances of various accounts / ledgers, including loans and advances and debtor balances, without going into the recoverability aspects of such balances.

### Details of significant changes (i.e change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation thereof:

There were following changes in the below-mentioned ratios which may or may not be 25% or more as compared to the immediately previous financial year:

S. No	Nature of Ratio	Percent change	Reason
1	Debtor Turnover	(27)	The operations of the Company have also reduced during CIRP with non-availability of additional credit facilities and other practical and operational constraints. This has primarily resulted in a significant change in the performance of the Company as compared to period prior to CIRP Commencement.
2	Inventory Turnover	(78)	
3	Interest Coverage Ratio	(60)	
4	Current Ratio	(14)	
5	Debt Equity Ratio	(23)	
6	Operating Profit Margin (%)	(24)	
7	Net Profit Margin (%)	34	

### The change in Return on Net Worth ("RoNW") as compared to the immediately previous financial year is as hereunder:

The Company had a negative Net Worth of INR (5,321.84) million at the start of the year. Further, the company has incurred additional losses during the year. Considering the same, RoNW figures have not been computed during the year.

#### I. Material Development in Human Resources/Industrial Front including number of people employed.

The total staff strength of the Company for the financial year ended March 31, 2020 was around 362, which has further come down to 277 as on March 31, 2023.

**“Annexure 4”**

**The qualifications, disclaimers and observations raised by the Statutory Auditors for the period ended on March 31, 2020:**

- 1) *Vide Note No-54 of Financial Statements, the RP has disclaimed his liability on account of signing the Financial Statements and further stated that RP is not making any representations regarding the accuracy, veracity or completeness of the data or information in the Financial Statements.*

*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 Statements are unascertainable.*

*It may also be noted that, since the predecessor auditor had issued an audit report with a “disclaimer 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.*

- 2) *The Company has not provided Fixed Assets Register and other relevant documents/ records as prescribed in accordance with Ind AS 16 “Property Plant & Equipment”. We have been provided certain available records/details however, we are unable to confirm the completeness and exhaustiveness of the said records/details shared, including status of title/ possession of all Property Plant & Equipment. It may however be noted that, the RP has already filed applications before NCLT under section 19 of IBC for the handing over of complete and accurate details/records with regards to the fixed assets of the Company. Also, as mentioned in Note No-50 of the Financial Statements, no revaluation or impairment assessment has been carried out on such assets. Neither any report pertaining to physical verification of such assets was made available to us. Accordingly, we are unable to confirm the valuation (including impact of any impairment, obsolescence, damage, etc.) and ownership of such assets along with the depreciation charged in statement of profit and loss account. Due to insufficiency of data/records, we are unable to obtain sufficient appropriate audit evidence whether any adjustments are necessary in respect of property, plant and equipment as at March 31, 2020.*
- 3) *Further, we draw your attention to Note No-4 along with Note No-50 to the Financial Statements. The Company has neither revalued nor measured investments according to Ind AS-13 “Fair value measurements” nor has the Company complied with the requirements of Ind AS-36 “Impairment of assets”. As such, we are unable to determine whether any additional adjustments / disclosures are required on investments reported as at March 31, 2020.*
- 4) *We have not been provided with any physical verification reports of inventories at the beginning and end of the year. Hence, we are unable to comment / confirm on the quantity and valuation of Inventories held as at March 31, 2020 which are stated in the Balance Sheets at Rs. 249.88 Million (2019: Rs. 305.82 Million) under note no. 8. As such, we are unable to determine whether any adjustments in accordance with Ind AS-2 “Inventories” are necessary to the Financial Statements in respect of recorded (or unrecorded) inventories and further cannot comment on the items which are obsolete, damaged and their proper reflection in the Financials Statements.*

*Further, in the absence of physical verification and fair valuation of inventories, we are unable to comment or confirm on the correctness of the amount charged towards Cost of material Consumed*

during the year as mentioned under Note No. 25 and the Changes in Inventories (in finished goods, work-in-progress and stock in trade) as disclosed under Note No.27.

- 5) The company has not produced any documents/ information/ relating to Grant form ozone Project (as set out in Note No-17 to the Financial Statements with a carrying value of Rs. 16.39 million as at 31<sup>st</sup> March, 2020). As such, we are unable to ascertain impact of the same in Financial Statements at this stage.
- 6) As mentioned in Note No-31 the company has not made any adjustment to Deferred Tax Asset/Liability for the year under consideration. Accordingly, Ind AS-12 "Income Tax" has not been followed by the Company. Resultant impact, if any, on the Financials Statements is not ascertainable at this stage.
- 7) With respect to Note No-33 to the Financial Statements regarding Financial Instruments, read with Note 50 to the financial statements, the company has not complied with the requirements of Ind AS -109 – Financial Instruments. As such, its impact on the Financial Statements is not ascertainable at this stage.
- 8) As referred in Note no-35, valuation towards employee benefit expenses is based on actuarial valuation report. Since the company is into CIRP, the assumptions considered, and the resultant outcomes may change basis the outcome of CIRP. As such, we are unable to comment on impact, if any, on the Financial Statements.
- 9) As mentioned in Note No- 36, in the absence of breakup/details pertaining to contingent liability as at 31<sup>st</sup> Mar 2019, the company has relied on the opening balances without evaluating if any changes are required to such opening balances during the year. As such, the company has not disclosed contingent liability in accordance with Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets". Further, we are unable to comment on the completeness / exhaustiveness of the contingent liabilities covered and any impact that may be necessary on the Financial Statements at this stage.
- 10) With respect to Note Nos-39 (on SCN received from DRI) and 40 (on disclosures pertaining to MSMEs), we have not been provided any documents/ records. We are therefore unable to comment upon these.
- 11) With respect to related party disclosures made under Note No.46 of the financial statements, we are unable to confirm or comment whether the details provided are complete and in compliance with the requirements of section 188 of the Companies Act, 2013 and Ind AS-24 "Related Party Disclosures".
- 12) As mentioned in Note No. 51 to the financial statements, 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. Hence, consequential impact, if any, is currently not ascertainable and we are unable to comment on possible financial impacts of the same.

Further, as mentioned in Note No-38 of financial Statement, the Company is under a co-obligor arrangement and its contingently liable in respect of the borrowings of other Obligors/Borrowers to the extent of outstanding principal balance of Rupee Term Loans as on March 31, 2020 of Rs. 210,123.87 Million (As at March 31, 2019 Rs. 210,123.87 Million). As such, consequential

impact, if any, is currently not ascertainable and we are unable to comment on possible financial impacts of the same.

Further, as mentioned under Note No. 18 and 29 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 provide for the interest for full financial year, including the moratorium period. Payment towards such interest expenses are subject to the provisions of the Code and outcome of CIRP. We have not received supporting documents for such borrowings, including relevant sanction letters and other relevant documents for verifying the actual interest rates. As such, we are also unable to confirm whether the Borrowings of Rs. 10,515.57 Million (2019: Rs. 9,452.61 Million) as reported under Note No-18 and 29 provide an accurate status and whether the basis for interest charged in statement of profit and loss account is in accordance with Ind AS-23 "Borrowing Cost".

- 13) During the conduct of audit, we have also been informed that the balance confirmations are not available in respect of the balances of loans and advances, receivables, trade payables, and other receivables and payables. As such, we are unable to ascertain impact on Financial Statements. However, in case of balance with banks (INR 7.01 Million), we have been provided most of the copies of bank statements (subject to their reconciliations).
- 14) As per the information and explanations given to us, the Company had carrying value of investments of Rs. 60.51 Million, has given advances of Rs. 35.16 Million and has trade receivables of Rs. 1,346.72 Million aggregating to Rs. 1,442.39 Million in group/affiliate companies which have been referred to National Company Law Tribunal and consequently admitted to CIRP under the Insolvency and Bankruptcy Code, 2016. As such, we are unable to express an opinion on the extent of realisability of aforesaid investments, advances and trade receivables from group / affiliate companies till the completion of resolution process of group/ affiliate entities. The consequential cumulative effects thereof on loss including other comprehensive income for the year, assets and other equity is unascertainable. Further, we are also unable to assess the genuineness and recoverability of other loans and advances issued by the Company which form part of the opening balances as at 1st April, 2019.
- 15) According to the details made available to us and on the basis of filings made on the GST portal, the company has defaulted / made delayed filings pertaining to the annual compliances of Goods and Service Tax (GST) along with the compliances of Income Tax Act, as applicable during the year. As such, we are unable to comment upon the future liability and/or any other financial impact that may arise on the Company.
- 16) The Company has not submitted its financial results for the quarter/period ended March 31, 2018, and subsequent periods within due date as required under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, we are unable to comment on the monetary impact that may arise on the company for such or any other non-compliances. Additionally, the equity shares of the Company are also suspended from trading on the BSE Limited and National Stock Exchange of India Limited.
- 17) We also draw your attention to Note No-47 to the Financial Statements. The Resolution Professional has filed applications with Hon'ble NCLT under section 19 of the Code seeking cooperation 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 Financial Statements and data requested by various investigating agencies. In the absence of relevant data, the financials have been prepared on the basis of available data on best effort basis.





Further, other deviations from the requirements of Companies Act, 2013 and Indian Accounting Standards have also been highlighted in this report. As such, the Company has not followed all of the standard accounting policies as prescribed in Note-1 to the Financial Statements on various matters and the Financial Statements have not been prepared in strict compliance with the requirements of relevant sections of the Companies Act, 2013 and Ind AS along with other rules and regulations. The overall financial impact, if any, is unascertainable.

We also draw your attention to Note no-48 and 49 of the Financial Statements, wherein it is mentioned 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 Audit 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 Statements at this stage

- 18) The Company has mentioned in Note 52 of the Financial Statements that, considering the Company is being run as a going concern under CIRP, the Financial Statements have been prepared on going concern basis. However, we found Material uncertainty relating to Going Concern assumption applied to the Financial Statements. The Company has been referred to National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, and there is considerable decline in level of operations of the Company, and net worth of the Company reported at Rs. (7,431.55) Million 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 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 outcome of SC Appeals and /or any other developments on the resolution process of Videocon Group Entities. The appropriateness of the preparation of Financial Statements on going concern basis is critically dependent upon CIRP as specified in the Code. Necessary adjustments required on the carrying amount of assets and liabilities are not ascertainable.

For the matters mentioned in para (1) to (18) above, we are unable to determine the adjustments that are necessary in respect of Company's assets, liabilities as on Balance sheet date, income and expenses for the year, cash flow statement and related presentation and disclosures in Financial Statements so we disclaim to form any opinion on the Financial Statement.



# Gayathri R Girish

Company Secretary

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Form No.MR-3

## SECRETARIAL AUDIT REPORT

for the financial year ended 31<sup>st</sup> March, 2020

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members,  
Value Industries Limited  
CIN: L99999MH1988PLC046445  
14 Km, Stone Aurangabad  
Paithan Road, Village Chittegaon  
Tal-Paithan,  
Aurangabad 431005

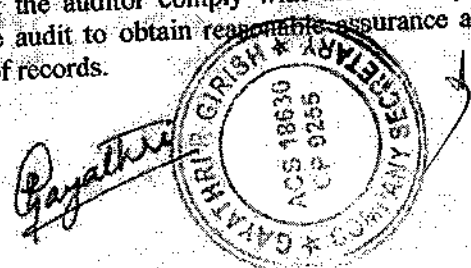
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **VALUE INDUSTRIES LIMITED**, (hereinafter referred to the "Company"), a company under the corporate insolvency resolution process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 (the "Code") for the year ended 31<sup>st</sup> March, 2020.

The Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated September 05, 2018 admitted the application for the initiation of the CIRP of the Company in terms of the Code read with the rules and regulations framed thereunder, as amended from time to time. The current status of CIRP is furnished separately in this report.

The Company is not having minutes books and certain secretarial records of prior periods for my inspection as required to be maintained in terms of Section 118 of the Companies Act as the same were not handed over by the promoters to the Resolution Professional and in this regard, the Resolution Professional has filed an application under Section 19 (2) of the Insolvency and Bankruptcy Code, 2016.

### Auditor's Responsibility

The Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. The responsibility of the Auditor is to express opinion on the compliance with the applicable laws and maintenance of records based on audit. The audit has been conducted in accordance with the applicable standards. These standards require that the auditor comply with the statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.



# Gayathri R Girish

Company Secretary

Off: 402, Turquoise, Nyati Empire, Kharadi, Pune – 411014

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Due to the inherent limitations of the audit as stated in the para on Disclaimer of Opinion, there is an element of unavoidable risk that some mis-statements or material non compliances may not be detected even though the audit is properly planned and performed in accordance with the standards.

## **Disclaimer of Opinion:**

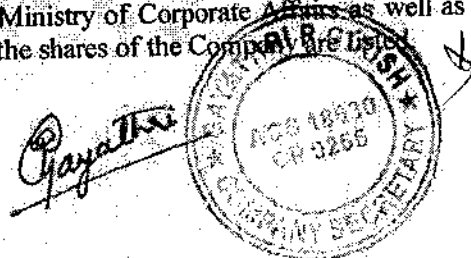
*In view of the Company being into CIRP, the decisions taken by the Resolution Professional and/or the decisions/resolutions passed by the Committee of Creditors are material as the power of the Board of Directors is suspended. However, as I am not privy to the minutes of the Committee of Creditors or the decisions taken by the Resolution Professional, I am unable to comment on the impact of the said decisions/resolutions by the Resolution Professional and Committee of Creditor even though I am aware that all such decisions may be in the interest of the Company or other stake holders. Further, I am unable to comment on compliances, if any, arising/required in respect of the decisions/resolutions of the Resolution Professional and Committee of Creditors. There was one meeting of the Board of Directors held on 30th December 2019 (adjourned to 3rd January 2020), one meeting of the audit committee held on 30th December 2019 (adjourned to 3rd January 2020), one meeting of the CSR committee held on 30th December 2019, one meeting of the nomination and remuneration committee held on 30th December 2019 and one meeting of the stakeholders relationship committee (the "Board and Committee Meetings") held during the year. I have verified the draft minutes of the same.*

*In view of the unavailability of the (i) Minutes of the Committee of the Creditors (ii) details of all the corporate decisions taken by the Resolution Professional (iii) Signed minutes of the meeting of the Board and Committee Meetings held during the year; (iv) various other secretarial records of the previous periods (v) status of ongoing investigation by the regulatory agencies, I am unable to comment on the impact (whether material or otherwise), if any, which may arise out of the lack of audit evidence on the functioning of the Company.*

## **Report on Companies Act, 2013 and Other Regulatory Requirements:**

On this background, based on my verification of available books, papers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020, has complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter and also that the Company has proper/adequate Board-processes (as the Company is into CIRP, the process followed by the Resolution Professional has been considered as the Board Process) and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Reliance has also been placed on the scanned / soft copies of various documents/records which were provided by the officials of the Company and the records made available/uploaded on the website of the Company and also on the portal of the Ministry of Corporate Affairs as well as the documents filed/uploaded on BSE/NSE Ltd, where the shares of the Company are listed.



# Gayathri R Girish

## Company Secretary

Off: 402, Turquoise, Nyati Empire, Kharadi, Pune – 411014

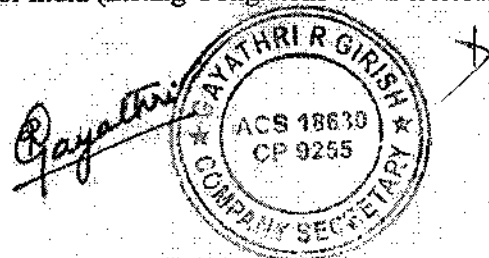
Mobile :+91 9960184564

Email :[girish.gayathri@gmail.com](mailto:girish.gayathri@gmail.com)

During the course of my Audit, I have verified the draft minutes of the Board and Committee Meetings . It is reiterated that the minutes of the Committee of Creditors have not been verified, in view of the confidentiality.

I have examined the books, papers, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020, according to the provisions of:

- The Companies Act, 2013 (the "Act") and the rules made there under;
- The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
- The Provisions of the Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Foreign Exchange Management Act (FEMA), 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the Company for the financial year ended 31<sup>st</sup> March, 2020.
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014 (Not applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



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➤ Apart from the Insolvency and Bankruptcy Code, 2016, the other laws as informed and certified by the officials of the Company /Videocon Group Entities (defined hereinafter) which are specifically applicable to the Company based on its industry/sectors are:

- The Factories Act, 1948
- The Industrial Disputes Act, 1947
- The Payment of Wages Act, 1936
- The Minimum wages Act, 1948
- Employees State Insurance Act, 1948
- The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- The Payment of Bonus Act, 1965
- The Payment of Gratuity Act, 1972
- The Contract Labour (Regulation & Abolition) Act, 1970
- The Maternity Benefit Act, 1961
- The Child Labour (Prohibition & Regulation) Act, 1986
- The Industrial Employment (Standing Orders) Act, 1946
- The Employees Compensation Act, 1923
- The Apprentices Act, 1961
- Equal Remuneration Act, 1976
- The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- Water (Prevention and Control of Pollution) Act, 1974
- Air (Prevention and Control of Pollution) Act, 1981
- Environment Protection Act, 1986
- Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- E-Waste Management & Handling Rules, 2016.

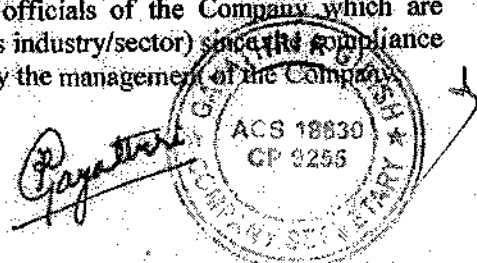
I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to meeting of the Board of Directors and General Meetings - which the Company has followed to the extent feasible and possible in view of the CIRP and within the framework of the inherent limitations in the process.
- The Listing Agreements entered by the Company with BSE Limited and National Stock Exchange of India Limited

I have relied on the representation made by the Company and its officers for the systems and mechanisms formed by the Company for compliances under applicable Acts, Rules, Laws and Regulations to the Company.

**I have not examined the Compliance by the Company:**

- with Other laws including applicable labour, industrial, environmental and other industry specific laws (as informed and certified by the officials of the Company which are specifically applicable to the Company based on its industry/sector) since the compliance and monitoring of the said laws are to be ensured by the management of the Company.



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- with the applicable financial laws like direct and indirect laws, since the same have been subject to review by the statutory financial audit undertaken by other designated professionals.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., subject to the following observations:


### I. Under the Companies Act, 2013:

- *During the year, the Company has not formally appointed Internal Auditor as required in terms of provisions of Section 138 of the Act read with Rule 13 of Companies (Accounts) Rules, 2014.*
- *The Company has not complied with the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with regards to the appointment of Managing Director or Chief Executive Officer or Manager and in their absence a Whole-Time Director and Chief Financial Officer of the Company till the end of financial year under review. On 5<sup>th</sup> June, 2019, the Company has appointed a Company Secretary following the resignation of the previous Company Secretary on 31<sup>st</sup> March, 2019. The resulting vacancy has been filled by the Board within a period of six months as per the provisions of Section 203 of the Companies Act, 2013.*
- *The Board of Directors of the Company is not constituted with proper balance of Executive, Non-Executive Directors and Independent Directors in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015. Further, it appears that Mr. Deepak Pednekar, one of the director of the Company is also a director in certain companies who have failed to file AOC-4 and/or MGT-7 for a continuous period of three years thereby attracting disqualifications under section 167(1) (a) of Companies Act, 2013 with effect from 1<sup>st</sup> December, 2019. Also, the Company has not appointed a Woman Director in terms of Section 149 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2019.*

*In view of the above, on subsequent examination, owing to the disqualification attracted by of one of the director, and as his office stands vacated, the Company is not in compliance with Section 149 (1) (a) with regards to minimum number of directors on the Board of the Company and also the Company is not in compliance with requirements of Section 177 and 178 of the Companies Act, 2013 with regards to the composition/minimum number of members of Audit Committee and the Nomination and Remuneration and Stakeholders Relationship Committee and Corporate Social Responsibility Committee as per Section 135 of the Act.*

- *During the period under review, the Company has violated the provisions of Section 96 of the Companies Act, 2013 by (i) not convening the Annual General Meeting in the year 2019 (ii) more than fifteen months elapsed between the date of one annual general meeting and that of the next; and (iii) not convening annual general meeting within a*

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period of six months from the date of closing of the financial year. However, Annual General Meeting for year ended 31<sup>st</sup> March 2019 was held on 4<sup>th</sup> February 2020. Basis the records available, the Company has made application to the Registrar of Companies seeking approval for extension of time for holding annual general meeting under section 96(1) of the Companies Act, 2013 for the financial year 31<sup>st</sup> March, 2019. Keeping in view, the circumstance as mentioned for extension of time for the purpose of holding Annual General Meeting, Registrar of Companies granted the extension of 2 months. The Company made a further application to Registrar of Companies seeking approval for extension of time for holding Annual General Meeting under Section 96(1) of Companies Act, 2013 by a further period of 1 month. The Registrar of Companies granted further extension of time for holding annual general meeting by another 1 month. However, no Annual General Meeting was held by the Company for Calendar year 2019 as per secretarial standard 2 and within the extended time granted by Registrar of Companies.

- The Company has given 21 days' notice of Annual General Meeting held on 04<sup>th</sup> February 2020 instead of 21 clear days as per the provisions of Section 101 of Companies Act, 2013.
- The Directors' Report/Corporate Governance Report/declarations and the financial statements forming part of the Annual Report for the year ended 31st March 2019 are signed by one of the directors, who, according to me is disqualified under the provisions of the Companies Act, 2013.
- During the period under review, the Company has not filed various E Form with Registrar of Companies during the financial year 2019-20 inter-alia including:
  - The Company has not filed E-Form DPT 3 (i.e., onetime return of outstanding receipt of money or loan by a company but not considered as deposits, in terms of clause (c) of sub-rule 1 of rule 2 from the 1st April, 2014 to the date of publication of the said notification in the Official Gazette (i.e., 22nd January, 2019), within 90 days from the date of said publication subject to such relaxation of time for filing) within the prescribed time limit as provided in sub rule (2) of Rule 16A of the Companies (Acceptance of Deposits) Rules, 2014.
  - The Company has not till the date of report filed E-Form DPT 3 (Return of Deposit to be filed by the Companies with the Registrar duly audited by the Auditors of the Company as on 31st March of every year) for the year ended 31.03.2019 which was due for filing during the year under review.
  - The Company has not filed Report on Annual General Meeting in E-form MGT 15 for the AGM held on 04<sup>th</sup> February, 2020
  - The Company has appointed Cost Auditor for the Financial Year 2019-20. However, the appointment of Cost Auditor was not made within a period of 180 days of the commencement of the financial year in terms of Section 148 read with Rule 6 of the Companies (Cost Records and Audit Rules), 2014 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014.
  - The Company has not filed E-Form CRA-4 (Cost Audit Report) for the financial year ended 31<sup>st</sup> March, 2019. The Company has recently received a Show Cause Notice for non-compliance with Section 148(6) with regards to the non-submission of Cost Audit Report for the year ended 31<sup>st</sup> March, 2019.

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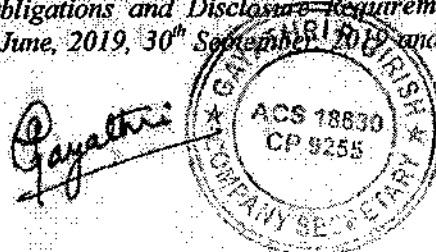
- *The Company has not filed E-form DIR-12 for re-appointment of Independent non-Executive director at Annual General Meeting held on 4th February 2020, being an extension of tenure by another term of 5 years. This is not construed as non-compliance as the MCA E-filing system doesn't enable the Company to file the form stating the concerned is already a director in the Company. Form MGT 14 for the Special Resolution passed at the said Annual General Meeting as regards the re-appointment of the Independent Non-Executive director has been filed without any delay.*
- *I have been informed that in the absence of detailed books of accounts of earlier years, ledger copies, fixed asset register as required to be maintained as part of Books of Accounts under the provisions of section 128(1) of Companies Act, 2013, workings of deferred tax assets/liabilities and contingent liabilities, etc. the financial statements have been prepared by the Company on the basis of available data on best effort basis. Hence, I am unable to comment on the Compliance with Section 128 of the Companies Act read alongwith the rules thereunder.*
- *During the period under review, the Company has delayed in filing of various E Form with Registrar of Companies which inter-alia includes:*
  - *Form MGT 14 for Appointment of Secretarial Auditor for the FY ended on 31<sup>st</sup> March, 2019 was filed with minor delay of one day;*
  - *Form CRA-2 for appointment of Cost Auditor, M/s B R Chandak and Co at the Board Meeting held on 03.01.2020, to audit the cost records for financial year 31<sup>st</sup> March, 2020 was filed under the CFSS Scheme, 2020*
  - *Form DIR-12 for Appointment of Company Secretary effective 5<sup>th</sup> June, 2019 was filed with delay.*
  - *Form MGT 7 for year ended 31<sup>st</sup> March, 2018 was filed during the year under review.*
  - *Form INC 22A for Active Company Tagging Identities and Verification in terms of Rule 25A of the Companies (Incorporation) Rules, 2014 was filed during the year 2021-2022.*

As mentioned, since the Company has filed these forms with the Registrar of Companies either with additional fees or under the Companies Fresh Start Scheme, 2020, these are not specifically identified as non-compliance.

## II. Under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other SEBI Regulations:

### ➤ *During the financial year under review:*

- *The Company has not submitted un-audited financial results together with limited review Report in terms of the provision of Regulation 33(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations for the-quarters viz., 30<sup>th</sup> June, 2019, 30<sup>th</sup> September, 2019 and 31<sup>st</sup>*





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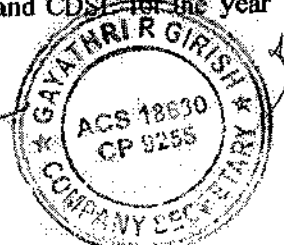
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December, 2019. Thus, the Company has not complied with Regulation 29 of SEBI (LODR), 2015 regarding prior intimation of consideration of financial results. However, with reference to SEBI Circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018 regarding 'disclosure of reasons for delay in submission of financial results by the listed entity', the Company has submitted to the Stock Exchanges the reasons for the delay in submission of the Financial results for the quarter ended on September 30, 2019 (published on November 18, 2019 i.e., beyond 45 days) and December 31, 2019. However, the Company has not furnished disclosure of reasons for delay in submission of financial results for the quarter ended on 31<sup>st</sup> March, 2019 and 30<sup>th</sup> June, 2019. The Company has published the Auditors' Report together with the Statement of impact, for the quarter and twelve months ended 31<sup>st</sup> March, 2019, upon consideration of the same at the meeting of the directors held on 3<sup>rd</sup> January, 2020. However, the financial results together with the notes are not enclosed in the outcome of the meeting of the directors filed with BSE.

- The company has failed in Submission of Regulation 23 (9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to disclosure of material Related Party Transactions for the half year ended on 31<sup>st</sup> March, 2019 and 30<sup>th</sup> September, 2019.
- The Company has failed in Submission of Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 with regards to Annual Secretarial Compliance Report to be submitted by listed entities within 60 days of the Financial year ended 31<sup>st</sup> March, 2019.
- The Company has not filed the Certificate in terms of Reg 74 (5) of the SEBI (Depositories and Participants) Regulations, 2018 for all the quarters under review.
- The Company has not published the financial results in the newspaper in terms of requirements of Regulation 47(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 in view of non-consideration of financial results for various quarters during the year under review.
- The Company has not paid Listing Fees to the recognized stock exchanges, where the equity shares of the Company are listed, in terms of Regulation 14 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations till the 31<sup>st</sup> of March 2020. However, the arrears of listing fees payable to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the Financial Year 2019-20 have been paid during the year 2022-23, prior to the date of signing of this report.
- With reference to Circular SEBI/MRD/DoP/SE/Dep/Cir-2/2009 dated February 10, 2009; Circular SEBI/MRD/SE/DEP/Cir-4/2005 dated January 28, 2005; Circular CIR/MRD/ DP/05/2011 dated April 27, 2011 and Circular CIR/MRD/DP/18/2015 dated December 09, 2015, the Issuers shall pay annual custodial fees to each depository (NSDL/CDSL) within 30<sup>th</sup> April of the financial year.

The Company has not paid the annual custodial fees to the depositories viz., NSDL/CDSL for the year under review within the above timeline. However, the Company has paid the Annual Custodial fees to NSDL and CDSL for the year under review, during the financial year 2020-21.

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- Pursuant to the provisions of SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November, 2018 ("the said Circular") listed entities were required to give initial/Annual disclosure whether or not they fall into the category of Large Corporate Body as defined in the said Circular within prescribed due date, The Company has failed in submission of Non-identification as Large Corporate Body as per SEBI Circular- SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 within 30 days from the end of financial year 31<sup>st</sup> March, 2019.
- The Company has not disclosed the following events in terms of requirements of Regulation 30 of SEBI LODR:
  - Schedule III, Part-A, Reg 16 (d): Order passed for consolidation of CIRP on 8<sup>th</sup> August, 2019
  - Schedule III, Part-A, Reg 16 (f): Appointment of Mr. Mahendra Khandelwal as Resolution Professional for consolidated CIRP on 8<sup>th</sup> August, 2019
  - Schedule III, Part A, Reg 16 (g): Prior or post facto intimation of meeting of Committee of Creditors held during standalone CIRP and then 1<sup>st</sup> to 3<sup>rd</sup> Meeting of Consolidated Committee of Creditors held post consolidation.
- The Compliance Certificate dated 3<sup>rd</sup> January, 2020 to the Board of Directors as specified in Part B of Schedule II of the SEBI (LODR) is not signed by the Chief Executive Officer and the Chief Financial Officer as required in terms of 17(7).
- The Company has not complied with the procedure set out in terms of Regulation 39(4) with regards to dealing with unclaimed shares.

Further to the above:

- The Company has delayed/not adhered to timeline requirements in:
  - Submission of shareholding pattern in respect of quarter ended June 2019 in terms of Regulation 31 of SEBI LODR, 2015;
  - Submission of Corporate Governance Report for the quarter ended on 31<sup>st</sup> March, 2019 in terms of Regulation 27 (2)(a) of SEBI (LODR), 2015 on BSE and on NSE;
  - The Company has delayed, in certain/following instances, the event-based disclosures as required in terms of Regulation 30 of SEBI (LODR):
    - Intimation of change in Resolution Professional vide NCLT order dated 25<sup>th</sup> September, 2019 and order made available on 27<sup>th</sup> September, 2019
    - Intimation of cessation/appointment of Key Managerial Personnel (KMP)
    - Intimation of outcome of Board Meeting held on 30<sup>th</sup> December 2019 and further adjourned to 3<sup>rd</sup> January, 2020
  - Publication of audited financial results to the Stock Exchanges for financial year ended 31<sup>st</sup> March 2019 under regulation 33(3)(d) of SEBI(LODR), 2015;
  - Submission of intimation of issue of lost/ duplicate share certificate under Regulation 39(2) of SEBI (LODR), 2015, in one instance.
  - Submission of certificate from Practicing Company Secretary with regards to Reconciliation of share capital audit under Regulation 76 of SEBI (Depositories and Participants Regulations), 2018 for quarter ended June 2019.
  - The Company has given 5 days prior intimation to the stock exchange(s) about consideration (where-ever applicable) of financial results in respect of the meeting

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GAYATHRI R GIRISH  
COMPANY SECRETARY

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held on 30<sup>th</sup> December, 2019 instead of 5 clear days in terms of the requirements of Regulation 29 of the SEBI LODR.

- The Company has made delayed publication of notice of the Board Meeting held during the year for consideration of financial results for the year ended 31<sup>st</sup> March, 2019, by giving notice 2 days prior to the meeting instead of 5 clear days prior notice, as required in terms of requirements of Regulation 47(1)(a) of the SEBI LODR.
- In terms of the Regulation 47(3) of SEBI LODR, the Company shall publish the financial results of the company within 48 hours of the conclusion of the Board/Committee meeting. However, since the Company has not approved/published the quarterly financial results for the quarter ended on 30<sup>th</sup> June, 2019, 30<sup>th</sup> September 2019 and 31<sup>st</sup> December, 2019, the said event of publication in newspaper doesn't arise. However, the audited financial results for the year ended on 31<sup>st</sup> March, 2019 was published within 48 hours of the date of intimation of outcome of adjourned meeting of the Board. The said intimation of outcome of adjourned meeting held on 3<sup>rd</sup> January, 2020 was given with a delay of 6 days on the 9<sup>th</sup> of January, 2020
- In terms of Regulation 34(1), the Company shall submit to the stock exchange a copy of annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to the shareholders. The Company has not complied with this regulation as the Company has submitted the copy upon completion of dispatch to the shareholders.
- The Company has not complied with Regulation 36(2) as it has not sent annual report to the holders not less than twenty-one days before the annual general meeting.

Due to Non-compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Standard Operating Procedure for suspension and revocation of trading of specified securities, the Shares of the Company are suspended from Trading on National Stock Exchange Limited and BSE Limited w.e.f. 28th March, 2018 and 8th October, 2018 respectively owing to non compliance with SEBI (LODR) Regulations, 2015. National Stock Exchange Limited has issued show cause notice on 26<sup>th</sup> October, 2018 for compulsory delisting of shares.

Apart from what is stated in this report, I have not come across any show cause notices/penalty issued to the Company by the stock Exchanges with regards to non-compliances with the provisions of SEBI LODR and other allied SEBI regulations during the year under review.

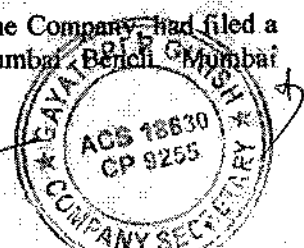
### III. Under Foreign Exchange Management Act (FEMA), 1999

- The return of Foreign Assets and Liabilities for the financial year ended 31<sup>st</sup> March, 2019 has not been filed for the Company with the Reserve Bank of India.

### I report the status of CIRP as at the date of this report:

1. The State Bank of India in capacity of the Financial Creditor of the Company, had filed a Petition with Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai

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# Gayathri R Girish

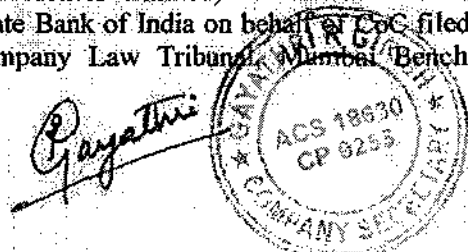
## Company Secretary

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- (“NCLT”), for the debts due to them and initiation of Corporate Insolvency Resolution Process (“CIRP”) in respect of the Company under Section 7 of the Insolvency and Bankruptcy Code, 2016 (“Code”). In terms of the Order pronounced on 5<sup>th</sup> September, 2018, by the NCLT, Mr. Dushyant C. Dave, having Registration No.: IBBI/IPA-003/IP-P00061/2017-18/10502 was appointed as Interim Resolution Professional of the Company.
2. Subsequently, Mr. Venugopal N. Dhoot, promoter of the Company, had filed an application before the Principal Bench, National Company Law Tribunal, New Delhi praying that all the matters relating to the Videocon Group Companies inter-alia including the Company must be heard before Common NCLT, Bench.
  3. Similarly, another application was filed by the State Bank of India before the Hon’ble NCLT Principal Bench, seeking the consolidation of CIRPs of all the Videocon group companies. The Hon’ble Principal Bench disposed of both the applications vide a common order dated 24<sup>th</sup> October, 2018. Vide the said Order dated 24<sup>th</sup> October, 2018, the Hon’ble Principal Bench has transferred all the matters where CIRP commenced in respect of the Videocon Group Companies before Hon’ble NCLT, Mumbai Bench to avoid the conflicting of orders, if any.
  4. Pursuant to the aforesaid application filed before the “NCLT”, Mumbai by State Bank of India and Mr. Venugopal N Dhoot in the Videocon Consolidation Matter under Section 60 (5) of the Code read with the rules and regulations framed there under, as amended from time to time, the NCLT vide its order (“Consolidation Order”) dated 8<sup>th</sup> August, 2019 had admitted the application allowing consolidation of CIRP petitions of 13 Videocon Group Entities viz., M/s. Videocon Industries Limited, M/s. Value Industries Limited; M/s. Videocon Telecommunications Limited; M/s. Evans Fraser And Company (India) Ltd; M/s. Millennium Appliances India Ltd; M/s. Applicomp (India) Ltd; M/s. Electroworld Digital Solutions Ltd; M/s. Techno Kart India Ltd; M/s. Century Appliances Ltd; M/s. Techno Electronics Ltd; M/s. PE Electronics Ltd; and CE India Ltd (“Corporate Debtors or Videocon Group Entities”) and has continued CIRP of all the Corporate Debtors as one from 8<sup>th</sup> August, 2019 i.e. from the date of the Order till the end of 180 days.
  5. The NCLT vide its order 8<sup>th</sup> August, 2019, has appointed Mr. Mahender Khandelwal, having registration No. IBBI/IPA-001/IP-P00033/2016-17/10086, as the Resolution Professional of the Corporate Debtors (“Erstwhile Resolution Professional”) replacing then erstwhile resolution professional.
  6. Consequent to appointment of Mr. Mahender Khandelwal as the resolution professional of the Corporate Debtors, he constituted the CoC and held the First Meeting of the CoC on 16<sup>th</sup> September, 2019.
  7. In the First Meeting of the CoC held on 16<sup>th</sup> September, 2019, the CoC voted, with the requisite majority required under the Code, for the replacement of the Erstwhile Resolution Professional with Mr. Abhijit Guhathakurta as the resolution professional for the 13 Videocon group entities (including Value Industries Limited) on consolidated basis (“Resolution Professional”). Accordingly, State Bank of India on behalf of CoC filed an Application with the Hon’ble National Company Law Tribunal, Mumbai Bench at



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Mumbai, for the replacement of Mr. Mahendra Khandelwal with Mr. Abhijit Guhathakurta as Resolution Professional.

8. The NCLT vide its order dated September 25, 2019 (published on September 27, 2019) has approved the replacement of the Erstwhile Resolution Professional with Mr. Abhijit Guhathakurta, Reg. No. IBBI/IPA-003/IP/N000103/2017-18/11158 as the resolution professional for the consolidated CIRP of the Corporate Debtors ("Order of Replacement").

In terms of Section 17 of the Code, the management of affairs of the Corporate Debtor vests with the Resolution Professional and the powers of the Board of Directors of the Corporate Debtor which were already suspended shall be exercised by him.

9. It is further submitted that the 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").
10. 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).
11. 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.
12. 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.
13. 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 certain oral remark to the Resolution Professional and COC

*Gayathri*

ACS 18630  
OP 5258

GAYATHRI R GIRISH  
COMPANY SECRETARY

# Gayathri R Girish

## Company Secretary

Off: 402, Turquoise, Nyati Empire, Kharadi, Pune - 411014

Mobile :+91 9960184564

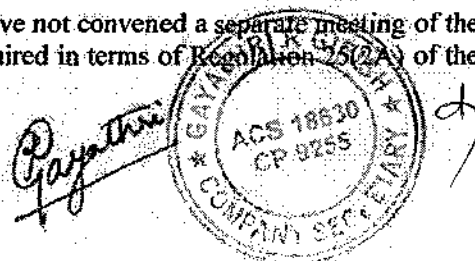
Email :[girish.gayathri@gmail.com](mailto:girish.gayathri@gmail.com)

to not proceed further with the CIRP of the Consolidated Corporate Debtors till any 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.

14. The Resolution Professional continues to manage the Videocon Group Entities (including the Company), as per the provisions of the Code. As a result, the power 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.
15. In terms of Section 14 of the Code read with the Order, moratorium continues inter alia prohibiting the institution of suits or continuation of pending suits or proceedings against the Corporate Debtor including execution of any judgement, decree or order in any court of law, tribunal, arbitration panel or other authority.
16. By virtue of Section 17,19 & 23 of the Code:
  - a. the management of the affairs of the Corporate Debtors vests in the Resolution Professional;
  - b. the powers of the board of directors are suspended and are to be exercised by the Resolution Professional; however, they continue to be responsible towards their duties; and
  - c. the officers and managers of the Corporate Debtors are required to report to the Resolution Professional and provide access to such documents and records of the Corporate Debtors as may be required by the Resolution Professional.
  - d. the personnel of the corporate debtor, its promoters or any other person associated with the management of the corporate debtor shall extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the corporate debtor.

• **I further report that:**

- I have been informed that since Videocon Group Entities are under a group insolvency, for enhancement of value of the Videocon Group Entities as a whole, it was agreed in the 3rd consolidated CoC by all CoC members that the funds of Videocon Industries Limited (VIL) should be used for meeting shortfall in the fixed costs of the other 12 companies including the Company under consolidated CIRP as well as for meeting operational gap for productive business activities. The members of CoC had unanimously authorized the RP to utilize funds of VIL on a need based basis for meeting the shortfall in fixed costs of other 12 group companies including the Company and also for meeting any operational requirements for carrying out business / manufacturing activities in these companies with an overall objective to maintain going concern nature, ensure continued business operations and in order to maximize value of the assets of Videocon Group Entities.
- The Independent Directors of the Company have not convened a separate meeting of the Independent Directors as the Company as required in terms of Regulation 25(2A) of the



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SEBI LODR as the Company was referred to CIRP and the powers of the Board of Directors stands suspended.

- In terms of the provisions of Section 173 of the Companies Act, 2013, every company shall hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. However, the said provisions are not applicable to the companies which are under Corporate Insolvency Resolution Process under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("Code") as the powers of the Board of Directors stand suspended. Similarly, the provisions are not applicable to the committee meetings. During the financial year end 31st March, 2020, one meeting of the Board of Directors was held on 30th December, 2019 which was adjourned to 3rd January, 2020. The said meeting was held under instructions of the Resolution Professional. Considering that the Company is under CIRP, it is deemed compliance of the provisions of Section 173 of the Companies Act, 2013. Similar provision applies to the Committee meetings. In respect of the meetings held during the year under review, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent. *However, upon subsequent examination and in view of one of the directors of the Company being identified as disqualified and in view of his presence at the Board and the Committee Meetings, as applicable, and he being counted for the purpose of valid quorum at the said meetings, I am unable to comment on the validity of the Board and Committee Meetings.*
- As per the provisions of IBC and provisions of Regulation 15 (2A) and (2B) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI (LODR)) as amended from time to time, the provisions specified in regulation 17,18,19,21, shall not be applicable during the insolvency resolution process. The provisions as specified in said regulations of the SEBI (LODR) shall not be applicable during the insolvency resolution process period provided that the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional. However, Regulation 15(3) of the SEBI LODR, also states that notwithstanding the above exemptions, the provisions of the Companies Act, 2013, shall continue to apply, where-ever applicable. Thus, the exemption provided under the SEBI LODR doesn't exempt companies from the compliance under the Companies Act, 2013.

I further report that *subject to the above observations and the system and process connected to those observations*, there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not undertaken any event/actions having a major bearing on the Company's affairs in pursuance to the applicable referred laws, regulations, rules, guidelines etc., except for the following actions which would have arisen (without any action on part of the Company) which requires attention of the members:

*Gayathri*



Stamp: GAYATHRI R GIRISH \*  
ACS 18630  
CP 6255  
\* COMPANY SECRETARY

# Gayathri R Girish

Company Secretary

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## *Material Event after the balance sheet date:*

Value Industries Limited vide its announcement dated June 08, 2021 had informed the Exchange regarding approval of the Resolution Plan by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench vide order dated June 08, 2021, which inter alia, provides for delisting of equity shares of the Company. Further, the Company vide announcement dated June 15, 2021 has submitted a copy of the NCLT Order as available on the NCLT website and informed the Exchange that since the Liquidation Value is not sufficient to cover debt of the Financial Creditors of the Company in full, the Liquidation value due to the equity shareholders of the Company is NIL and hence, the shareholders will not be entitled to receive any payment and no offer will be made to any shareholder of the Company. The Company had fixed record date of June 18, 2021 for the purpose of delisting of shares from the Exchange. However, pursuant to the appeals filed by three dissenting financial creditors (among others) before 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. 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 certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any 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.

However, these delisting applications remain sub-judice pending the outcome of the SC Appeals.

- o There are ongoing investigations against Videocon Group Entities including the Company by different government agencies, including SEIO and Directorate of Enforcement.

Place: Pune

Date: March 31, 2023

*Gayathri*

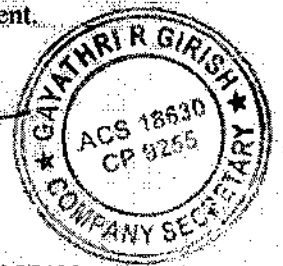
Gayathri R Girish

CP No: 9255

ACS: A18630

UDIN: A018630D003357493

PR Certificate No. 2176/2022



*This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.*



# Gayathri R Girish

Company Secretary

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## Annexure – A

To,

The Members,

**Value Industries Limited**

(CIN: L99999MH1988PLC046445)

14 K. M. Stone, Aurangabad Paithan Road,

Village Chittegaon, Taluka Paithan,

Aurangabad 431005

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS prescribed by ICSI.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and for which I relied on the report of statutory auditor.
4. Where ever required, I have obtained the representation from the officials of the Company about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Pune

Date: March 31, 2023

*Gayathri*  
Gayathri R Girish

CP No: 9255

ACS: A18630

UDIN: A018630D003357493

PR Certificate No. 2176/2022



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## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of  
**VALUE INDUSTRIES LIMITED**  
(the “Company”)

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 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 (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 stood 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


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## Company Secretary

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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.



# Gayathri R Girish

## Company Secretary

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The Corporate Governance Report for year ended March 31, 2020, prepared by the Company, contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations") ('applicable criteria') to the extent of compliance made by the Company considering the ongoing Corporate Insolvency Resolution Process.

As per the provisions of Insolvency and Bankruptcy Code and provisions of Regulation 15 (2A) and (2B) of SEBI (LODR) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21, shall not be applicable during the corporate insolvency resolution process. However, the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional of the Company as required under the Code. Accordingly, the Resolution Professional has presented the Report on Corporate Governance for the financial year ended March 31, 2020.

### **MANAGEMENT'S RESPONSIBILITY**

The preparation of the Corporate Governance Report is the responsibility of the Management/officials of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

My responsibility was limited to the examination of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance.

The Management/officials of the Company are responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### **PCS RESPONSIBILITY**

My responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.

The procedures selected depend on the PCS judgement, including the assessment of the compliance of the Corporate Governance Report with the applicable criteria. The procedures include but are not limited to verification of secretarial records and

*Gayathri*



# Gayathri R Girish

## Company Secretary

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financial information of the Company and obtaining necessary representations and declarations from management/officials of the Company.

The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, my scope of work under this report did not involve performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### Opinion:

As mentioned elsewhere, in terms of the provisions of the Insolvency and Bankruptcy Code, 2016 and as per the provisions of Regulation 15 (2A) and (2B) of SEBI (LODR) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21, shall not be applicable during the corporate insolvency resolution process provided that the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional of the Company as required under the Code.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Management/Officials of the Company, I hereby, certify that the Company has substantially complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges. I have also carried out secretarial audit and submitted Secretarial Audit Report for the financial year ended on March 31, 2020 which may be referred for all the findings.

However, attention is invited to the following:

- ❖ *The Board of Directors of the Company is not constituted with proper balance of Executive, Non-Executive Directors and Independent Directors in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and so also the committees of the Board viz., Audit Committee, Nomination and Remuneration Committee, Risk Management, Stakeholders Relationship Committee and CSR Committee. It is reiterated that the powers of the Board are suspended and the role and responsibilities of the Board and the Committees under Reg 17 to 21 are to be fulfilled by the Resolution Professional of the Company.*
- ❖ *In terms of the provisions of Regulation 25(3) and 25(4) of SEBI (LODR), Regulation, 2015, the Independent Directors of the Company have not convened a separate meeting of the Independent Directors during the year*



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## Company Secretary

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under review. In view of the relaxations granted by MCA due to Covid-19 pandemic lockdowns, if the Company's independent directors fail to hold at least one meeting as required under Schedule 4 of the Act in the year 2019-20, it would not be considered as a violation under the Act.

- ❖ *The details relating to familiarisation programmes for Independent Directors as required in terms of Regulation 46 (2) (i) for the year under review is not published on the website of the Company.*
- ❖ *As on the date of the Corporate Governance report, there are no Independent Directors on the Board of the Company. Accordingly the information under Schedule V (c) (2) (h), (i) is not furnished. Further, post commencement of CIRP, no performance evaluation was carried out. Correspondingly, the information under Schedule V(c)(4)(d) is not furnished.*
- ❖ *In absence of the Chief Executive Officer and Chief Financial Officer, the Company has not annexed the compliance certificate for the year ended March 31, 2020 under Regulation 17(8) as specified in Part B of Schedule II.*
- ❖ *It is clarified that the finance and general affairs committee (non- mandatory committee) of the Board is non functional post assumption of office of the Resolution Professional.*
- ❖ *None of the Committees of the directors have any active member as on the date of this certificate.*

In terms of Section 17 of the IBC, the role and responsibilities of the Board and the Committees of the Board are being fulfilled by the Resolution Professional. The terms of reference, scope, powers of the committees of the Board/Directors do not form part of the Corporate Governance Report for year ended March 31, 2020 on the ground that the Company is into CIRP and the powers of the directors are suspended.

### **The Company has not complied with respect to the following Regulations during the year under review:**

- ❖ *Submission under Regulation 23 (9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to disclosure of material Related Party Transactions for the half year ended on March 31, 2019 and September 30, 2019.*
- ❖ *Submission under Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 with regards to Annual Secretarial Compliance Report to be submitted by listed entities within 60 days of the financial year ended March 31, 2019.*
- ❖ *The Compliance Certificate dated January 3, 2020 to the Board of Directors as specified in Part B of Schedule II of the SEBI (LODR) is not signed by the Chief Executive Officer and the Chief Financial Officer in accordance with Regulation 17(8).*

*Gayathri*



# Gayathri R Girish

## Company Secretary

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**The Company has during the review period delayed/not adhered to timeline requirements in:**

- ❖ *Submission of Corporate Governance Report for the quarter ended on March 31, 2019 in terms of Regulation 27 (2)(a) of SEBI (LODR) by 4 days on BSE and 73 days on NSE;*

**The status of compliance with discretionary recommendations of the Regulation 27 of the SEBI Regulations with Stock Exchanges inter-alia is provided below:**

- Modified Opinion in Auditors Report:-** *The Company's Financial Statements for the year ended March 31, 2019 under Regulation 33 of SEBI (LODR) contained the modified audit opinion and the Company has furnished the Statement of Impact of Audit Qualifications (for audit report with modified opinion) while furnishing the financial results under regulation 33 of SEBI (LODR).*
- Reporting of Internal Auditor:** *The Company has not appointed Internal Auditor during FY 2019-20.*

The Company is admitted under CIRP and the Company has not adopted any of the other discretionary requirements as specified in Part E of Schedule II of the SEBI (LODR).

I further state that such compliance is neither an assurance to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

*Gayathri*



Gayathri R Girish  
Practicing Company Secretary  
Membership No: 18630  
CP: 9255  
UDIN: A018630E000212516  
PR Certificate No.: 2176/2022

Place: Pune  
Date: April 27, 2023

# Gayathri R Girish

Company Secretary

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## **CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS**

**[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To

The Members of

**VALUE INDUSTRIES LIMITED**

14. K.M Stone, Aurangabad Paithan Road,

Village Chittegaon, Taluka Paithan,

Aurangabad - 431105

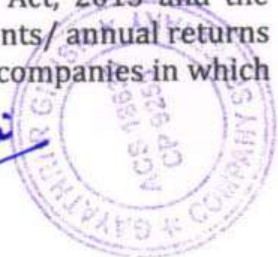
**Subject: Certificate under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

I have examined the records, forms, returns and disclosures received from the Directors of Value Industries Limited having CIN L99999MH1988PLC046445 and having registered office at 14. K.M Stone, Aurangabad Paithan Road, Village Chittegaon, Taluka Paithan, Aurangabad - 431105 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Status of Disqualification/Non - disqualification as at March 31, 2020:**

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)); list of entities debarred by Securities and Exchange Board of India, as uploaded on the website of BSE Limited (BSE) and National Stock of Exchange of India Limited (NSE) and based on the explanation furnished to me by the Company and its officers; and based on the explanation, declarations, representations from its Directors and also based on the independent evaluation carried out by the Company, I hereby certify that one of the Directors of the Company, Mr. Deepak A Pednekar (DIN: 07639771) has incurred disqualification under Section 164(2) of the Companies Act, 2013 and the Rules made thereunder, in view of the non-filing of financial statements/ annual returns for a continuous period of three financial years on account of other companies in which

*Gayathri*





# Gayathri R Girish

## Company Secretary

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he holds the office of director and further vacated the office of Director in Value Industries Limited in terms of Section 167 (1) (a) of the Companies Act, 2013 with effect from December 1, 2019.

Value Industries Limited has not received Form DIR-8 from Mr. Deepak Pednekar to this effect. However, based on the certificate dated 18 May, 2021, obtained by the Company from a Company Secretary in Whole-Time Practice and produced before me, it was noted that Mr. Deepak A Pednekar (DIN: 07639771) had incurred such disqualification and vacated the office of Board of Directors of the Company w.e.f. December 1, 2019.

None of the remaining two Directors of the Company as detailed hereinbelow have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority as at March 31, 2020:

Sr. No.	Name of Director	DIN	Date of Appointment
1	Bhujang Shesharao Kakade	06383819	30/05/2016
2	Naveen Bhanwarlal Mandhana	01222013	08/03/1988

### Status of Disqualification/Non - disqualification as on date:

Nonetheless, as at the date of issuance of this certificate, the status of eligibility/continuity of directors of Value Industries Limited is as follows:

- Based on the explanation furnished to me by the Company and its officers; and based on my examination, Value Industries Limited has not filed financial statements or annual returns for a continuous period of three financial years i.e., 2019-2020, 2020-2021 and 2021-2022, and all the directors who were directors as on October 30, 2022, attract the disqualification under section 164 (2)(a) of the Companies Act, 2013 ("Effective Date of Disqualification") and accordingly they shall vacate office in all the companies, other than the Company in default i.e., Value Industries Limited. The Company is yet to intimate the aforesaid disqualification of directors in Form DIR – 9 to the office of the Registrar of Companies.
- Further, it may also be noted that Mr Bhujang Shesharao Kakade (DIN: 06383819) has completed his tenure as Independent Director on September 25, 2021 in terms of his appointment and Mr Naveen Bhanwarlal Mandhana (DIN: 01222013) has resigned from the directorship of Company on October 18, 2022 i.e., before the effective date of Disqualification. Further, the DIN 01222013 of Mr Naveen Bhanwarlal Mandhana was deactivated by the Ministry of Corporate Affairs effective October 1, 2022.

*Gayathri*



# Gayathri R Girish

## Company Secretary

Off: 402, Turquoise, Nyati Empire, Kharadi, Pune – 411014

Mobile: +91 9960184564

Email: [girish.gayathri@gmail.com](mailto:girish.gayathri@gmail.com)

- The only continuing director Mr. Shyam R Lalsare (DIN: 08901418) who was appointed as Whole-Time Director on October 5, 2020 for a tenure of two years and further extended for one year (effective October 5, 2022), also stands disqualified under section 164 (2)(a) of the Companies Act, 2013 with effect from October 30, 2022 (the "Effective Date of Disqualification") on the grounds stated above. However, Mr Shyam R Lalsare does not vacate office from Value Industries Limited in terms of 167(1)(a) of the Companies Act, 2013.

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Gayathri R Girish  
Practicing Company Secretary  
Membership No: A18630  
CP: 9255  
UDIN: A018630D003357702  
PR Certificate No.: 2176/2022



Place: Pune

Date: March 31, 2023



**KVA & COMPANY**  
**CHARTERED ACCOUNTANTS**

**C-570, First Floor**  
**Saraswati Vihar, Pitampura**  
**Delhi- 110034, Tel: 01147081081**  
**E-mail: [kvaandcompany@gmail.com](mailto:kvaandcompany@gmail.com)**

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## **INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members of**  
**VALUE INDUSTRIES LIMITED**  
**(Company under Corporate Insolvency Resolution Process "CIRP")**

**Report on the Audit of the Financial Statements for Financial Year -2019-2020**

### **Material Background for this Audit 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**" or "**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. 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, including ledger copies / supporting documents as required to be maintained under the provisions of section 128 of Companies Act, 2013, the Financial Statements have been prepared by the Group Resources on the basis of available data on best effort basis.

#### **Disclaimer of Opinion**

We have audited the Financial Statements of **VALUE INDUSTRIES LIMITED** ("the Company"), which comprise of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and Statement of Cash Flows for the year then ended, and Notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on the same date (hereinafter referred to as the "Financial Statements").

*We do not express an opinion on the accompanying Financial Statements of the Company. Because of the significance of the matters described in the 'Basis for Disclaimer of Opinion' paragraph of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these Financial Statements of the Company as at March 31, 2020.*



## **Basis for Disclaimer of Opinion**

For the paragraphs mentioned below (1-18), we are unable to comment on the elements of Financial Statements which may require necessary disclosures/ documentation/ explanation/and or adjustments and impact of the same on the Financial Statements. We were unable to obtain sufficient and appropriate audit evidence on the matters mentioned below, which may have a material and pervasive impact on the financial position of the Company for year ended on March 31, 2020.

- 1) *Vide Note No-54 of Financial Statements, the RP has disclaimed his liability on account of signing the Financial Statements and further stated that RP is not making any representations regarding the accuracy, veracity or completeness of the data or information in the Financial Statements.*

*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 Statements are unascertainable.*

*It may also be noted that, since the predecessor auditor had issued an audit report with a "disclaimer 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.*

- 2) *The Company has not provided Fixed Assets Register and other relevant documents/ records as prescribed in accordance with Ind AS 16 "Property Plant & Equipment". We have been provided certain available records/details however, we are unable to confirm the completeness and exhaustiveness of the said records/details shared, including status of title/ possession of all Property Plant & Equipment. It may however be noted that, the RP has already filed applications before NCLT under section 19 of IBC for the handing over of complete and accurate details/records with regards to the fixed assets of the Company. Also, as mentioned in Note No-50 of the Financial Statements, no revaluation or impairment assessment has been carried out on such assets. Neither any report pertaining to physical verification of such assets was made available to us. Accordingly, we are unable to confirm the valuation (including impact of any impairment, obsolescence, damage, etc.) and ownership of such assets along with the depreciation charged in statement of profit and loss account. Due to insufficiency of data/records, we are unable to obtain sufficient appropriate audit evidence whether any adjustments are necessary in respect of property, plant and equipment as at March 31, 2020.*
- 3) *Further, we draw your attention to Note No-4 along with Note No-50 to the Financial Statements. The Company has neither revalued nor measured investments according to Ind AS-13 "Fair value measurements" nor has the Company complied with the requirements of Ind AS-36 "Impairment of assets". As such, we are unable to determine whether any additional adjustments / disclosures are required on investments reported as at March 31, 2020.*
- 4) *We have not been provided with any physical verification reports of inventories at the beginning and end of the year. Hence, we are unable to comment / confirm on the quantity and valuation of Inventories held as at March 31, 2020 which are stated in the Balance Sheets at Rs. 249.88 Million (2019: Rs. 305.82 Million) under note no. 8. As such, we are unable to determine whether any adjustments in accordance with Ind AS-2 "Inventories" are necessary to the Financial Statements in respect of recorded (or unrecorded) inventories and further cannot comment on the items which are obsolete, damaged and their proper reflection in the Financial Statements.*



Further, in the absence of physical verification and fair valuation of inventories, we are unable to comment or confirm on the correctness of the amount charged towards Cost of material Consumed during the year as mentioned under Note No. 25 and the Changes in Inventories (in finished goods, work-in-progress and stock in trade) as disclosed under Note No.27.

- 5) The company has not produced any documents/ information/ relating to Grant form ozone Project (as set out in Note No-17 to the Financial Statements with a carrying value of Rs. 16.39 million as at 31<sup>st</sup> March, 2020). As such, we are unable to ascertain impact of the same in Financial Statements at this stage.
- 6) As mentioned in Note No-31 the company has not made any adjustment to Deferred Tax Asset/Liability for the year under consideration. Accordingly, Ind AS-12 "Income Tax" has not been followed by the Company. Resultant impact, if any, on the Financials Statements is not ascertainable at this stage.
- 7) With respect to Note No-33 to the Financial Statements regarding Financial Instruments, read with Note 50 to the financial statements, the company has not complied with the requirements of Ind AS -109 – Financial Instruments. As such, its impact on the Financial Statements is not ascertainable at this stage.
- 8) As referred in Note no-35, valuation towards employee benefit expenses is based on actuarial valuation report. Since the company is into CIRP, the assumptions considered and the resultant outcomes may change basis the outcome of CIRP. As such, we are unable to comment on impact, if any, on the Financial Statements.
- 9) As mentioned in Note No- 36, in the absence of breakup/ details pertaining to contingent liability as at 31<sup>st</sup> Mar 2019, the company has relied on the opening balances without evaluating if any changes are required to such opening balances during the year. As such, the company has not disclosed contingent liability in accordance with Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets". Further, we are unable to comment on the completeness / exhaustiveness of the contingent liabilities covered and any impact that may be necessary on the Financial Statements at this stage.
- 10) With respect to Note Nos-39 (on SCN received from DRI) and 40 (on disclosures pertaining to MSMEs), we have not been provided any documents/ records. We are therefore unable to comment upon these.
- 11) With respect to related party disclosures made under Note No.46 of the financial statements, we are unable to confirm or comment whether the details provided are complete and in compliance with the requirements of section 188 of the Companies Act, 2013 and Ind AS-24 "Related Party Disclosures".
- 12) As mentioned in Note No. 51 to the financial statements, 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. Hence, consequential impact, if any, is currently not ascertainable and we are unable to comment on possible financial impacts of the same.

Further, as mentioned in Note No-38 of financial Statement, the Company is under a co-obligor arrangement and its contingently liable in respect of the borrowings of other Obligors/ Borrowers to the extent of outstanding principal balance of Rupee Term Loans as on March 31, 2020 of Rs. 210,123.87 Million (As at March 31, 2019 Rs. 210,123.87 Million). As such, consequential



impact, if any, is currently not ascertainable and we are unable to comment on possible financial impacts of the same.

Further, as mentioned under Note No. 18 and 29 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 provide for the interest for full financial year, including the moratorium period. Payment towards such interest expenses are subject to the provisions of the Code and outcome of CIRP. We have not received supporting documents for such borrowings, including relevant sanction letters and other relevant documents for verifying the actual interest rates. As such, we are also unable to confirm whether the Borrowings of Rs. 10,515.57 Million (2019: Rs. 9,452.61 Million) as reported under Note No-18 and 29 provide an accurate status and whether the basis for interest charged in statement of profit and loss account is in accordance with Ind AS-23 "Borrowing Cost".

13) During the conduct of audit, we have also been informed that the balance confirmations are not available in respect of the balances of loans and advances, receivables, trade payables, and other receivables and payables. As such, we are unable to ascertain impact on Financial Statements. However, in case of balance with banks (INR 7.01 Million), we have been provided most of the copies of bank statements (subject to their reconciliations).

14) As per the information and explanations given to us, the Company had carrying value of investments of Rs. 60.51 Million, has given advances of Rs. 35.16 Million and has trade receivables of Rs. 1,346.72 Million aggregating to Rs. 1,442.39 Million in group/affiliate companies which have been referred to National Company Law Tribunal and consequently admitted to CIRP under the Insolvency and Bankruptcy Code, 2016. As such, we are unable to express an opinion on the extent of realisability of aforesaid investments, advances and trade receivables from group / affiliate companies till the completion of resolution process of group/affiliate entities. The consequential cumulative effects thereof on loss including other comprehensive income for the year, assets and other equity is unascertainable. Further, we are also unable to assess the genuineness and recoverability of other loans and advances issued by the Company which form part of the opening balances as at 1st April, 2019.

15) According to the details made available to us and on the basis of filings made on the GST portal, the company has defaulted / made delayed filings pertaining to the annual compliances of Goods and Service Tax (GST) along with the compliances of Income Tax Act, as applicable during the year. As such, we are unable to comment upon the future liability and/or any other financial impact that may arise on the Company.

16) The Company has not submitted its financial results for the quarter/period ended March 31, 2018 and subsequent periods within due time as required under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, we are unable to comment on the monetary impact that may arise on the company for such or any other non-compliances. Additionally, the equity shares of the Company are also suspended from trading on the BSE Limited and National Stock Exchange of India Limited.

17) We also draw your attention to Note No-47 to the Financial Statements. 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 Financial Statements and data requested by various investigating agencies. In the absence of relevant data, the financials have been prepared on the basis of available data on best effort basis.



Further, other deviations from the requirements of Companies Act, 2013 and Indian Accounting Standards have also been highlighted in this report. As such, the Company has not followed all of the standard accounting policies as prescribed in Note-1 to the Financial Statements on various matters and the Financial Statements have not been prepared in strict compliance with the requirements of relevant sections of the Companies Act, 2013 and Ind AS along with other rules and regulations. The overall financial impact, if any, is unascertainable.

We also draw your attention to Note no-48 and 49 of the Financial Statements, wherein it is mentioned 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 Audit 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 Statements at this stage

18) The Company has mentioned in Note 52 of the Financial Statements that, considering the Company is being run as a going concern under CIRP, the Financial Statements have been prepared on going concern basis. However, we found Material uncertainty relating to Going Concern assumption applied to the Financial Statements. The Company has been referred to National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, and there is considerable decline in level of operations of the Company, and net worth of the Company reported at Rs. (7,431.55) Million 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 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 outcome of SC Appeals and /or any other developments on the resolution process of Videocon Group Entities. The appropriateness of the preparation of Financial Statements on going concern basis is critically dependent upon CIRP as specified in the Code. Necessary adjustments required on the carrying amount of assets and liabilities are not ascertainable.

For the matters mentioned in para (1) to (18) above, we are unable to determine the adjustments that are necessary in respect of Company's assets, liabilities as on Balance sheet date, income and expenses for the year, cash flow statement and related presentation and disclosures in Financial Statements so we disclaim to form any opinion on the Financial Statement.

We further inform that we were appointed as the Statutory Auditor of the company only on June 27, 2022 for conducting statutory audit from FY 2019-20. For the matters stated in the "Basis for Disclaimer of Opinion paragraph above", we are not cognizant of matters that pertain to / transpired in earlier financial years (i.e. prior to FY 19-20) and hence cannot be implicated in ongoing proceedings for matters contained herein, which relate to earlier financial years.

### **Responsibilities of Management for the Financial Statements**

The Company's management is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and





estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The management is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Financial Statements**

Our responsibility is to conduct an audit of the entity's Financial Statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion paragraph of our report, we were not able to obtain sufficient appropriate audit evidence to provide an opinion on these financial statements.

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

We are independent of the entity in accordance with the ethical requirements in accordance with the requirements of the Code of Ethics issued by ICAI and the ethical requirements as prescribed under the laws and regulations applicable to the entity.

We further inform that we were appointed as the Statutory Auditor of the company only on June 27, 2022 for conducting statutory audit from FY 2019-20. For the matters stated in the "Basis for Disclaimer of Opinion paragraph above", we are not cognizant of matters that pertain to / transpired in earlier financial years (i.e. prior to FY 19-20) and hence cannot be implicated in ongoing proceedings for matters contained herein, which relate to earlier financial years.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) As described in the Basis for Disclaimer of Opinion paragraph above, we have sought but were unable to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b) Due to the possible effects of the matters described in the Basis for "Disclaimer Opinion" paragraph above and on account of relevant data not currently available with the Company for which applications have already been filed by the RP with NCLT under section 19 of the Code, we are unable to state whether proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts presently maintained by the Company and disclosed to us, subject to the observation highlighted in point (b) above. However, we are unable to comment if they present a true & fair view of the affairs of the Company.
- d) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion paragraph above, we were unable to state whether the aforesaid Financial Statements comply with all the requirements of Indian Accounting Standards under section 133 of Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) The matters described under the Basis for Disclaimer of Opinion paragraph and Material Uncertainty relating to Going Concern paragraph above in our opinion, may have an adverse effect on functioning of the Company and on the amounts disclosed in Financial Statements of the Company.
- f) We have not received any written representation from the Directors as on March 31, 2020 with regard to disqualification from being appointed as a director in terms of Section 164(2) of the Act. Hence, we are unable to comment whether the directors are disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- (i) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion paragraph above, we are unable to state whether the Company has disclosed complete impact of pending litigations as at March 31, 2020 on its financial position in the financial statements;
- (ii) As per the information and explanation given to us, the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses. (Refer note no.44).
- (iii) As per the information and explanation given to us, the Company was not required to be transfer any amount to the Investor Education and Protection Fund during the year. However, for abundant clarification, some previous year balances laying with company continue to remain pending to be transferred.



4. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the year. Accordingly, no remuneration has been paid to any director in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For KVA & Company**

Chartered Accountants

Firm's Registration No. 017771C

A handwritten signature in blue ink, appearing to read 'Vimal Kishore Agrawal', is written over a circular blue stamp. The stamp contains the text 'THE INSTITUTE OF CHARTERED ACCOUNTANTS' and 'DELHI'.

**(Vimal Kishore Agrawal)**

Partner

Membership No.510915

Place: New Delhi

Date: 27<sup>th</sup> April, 2023

## ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of **M/S VALUE INDUSTRIES LIMITED** ("the Company") for the year ended March 31, 2020. We report that:

- (i) In respect of fixed assets:
  - (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets. However, the Resolution Professional has explained that applications have already been filed with NCLT under section 19 of the Code seeking co-operation of the promoters / erstwhile management of the Company for providing the requisite data (incl. detailed fixed asset register).
  - (b) We have not been given information regarding physical verification of fixed assets carried out if any, during the year by the Company. Hence, we are unable to comment as to whether there is any material discrepancies on physical verification.
  - (c) As per the information and explanations provided to us, and in the absence of a fixed asset register (as explained before), we are unable to verify and confirm if title deeds of all the Immovable properties are held in the name of the Company.
- (ii) (a) We have not been provided any reports pertaining to physical verification of inventories conducted during the year. Hence, no audit evidence is available according to SA-501. As such, we are unable to comment if the frequency of the physical verification of inventories is reasonable.
- (b) We have not been provided any details pertaining to appointment of Valuers for verification of inventory and its valuation. Hence, we are unable to comment as to whether there is any material discrepancy noticed on physical verification which requires any adjustment in the books of accounts.
- (iii) As per the information and explanation given to us, the Company during the year has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register required to be maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanation given to us, the Company has not made any transaction during the year in violation of Section 185 and 186 of the Act, in respect of loans, investments, guarantees and security.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the period. Therefore, the provisions of clause (v) of the Order are not applicable.
- (vi) We have not been provided details of prescribed cost records required to be maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under section 148(1) of the Companies Act, 2013, accordingly, we are unable to comment whether the company has maintained prescribed cost records.
- (vii) (a) According to the information and explanations given to us, the Company was regular in depositing undisputed statutory dues payable during the year, including provident fund, employees' state insurance, income tax, goods and service tax and other statutory dues with appropriate authorities wherever applicable. Further, according to the information and explanations given to us, undisputed arrears of statutory dues which were outstanding as on March 31, 2020 for a period of more than six months from the date they became payable and not paid till date (incl. dues in respect of period prior to CIRP commencement) are given below:



<b>Nature of the Dues</b>	<b>INR. in Million</b>
1. Central Sales Tax	0.01
2. Value Added Tax	82.52
3. Entry Tax	3.73
4. Profession Tax	0.39
5. Provident Fund	7.93
6. ESIC Fund	2.76
7. Income Tax (TDS)	0.11

(b) According to the information and explanation given to us, details of dues of income tax, goods and service tax, sales tax, service tax, custom duty, excise duty, value added tax, cess which have not been deposited as on March 31, 2020 on account of disputes are given below:

<b>Name of Statute</b>	<b>Nature of the Dues</b>	<b>INR. in Million</b>	<b>Forum where dispute is pending</b>
1. Customs Act, 1962	Custom Duty and Penalties	4.37 5.46	Commissioner Asst. Commissioner
2. Central Excise Act, 1944	Excise Duty and Penalties	19.73 187.72 2.81 8.82 0.49	CESTAT Commissioner (Appeals) Addl. Commissioner Deputy Commissioner Assistant Commissioner
3. Sales Tax Acts of various States	Sales Tax	3.57 1.24 0.46 48.17 927.44	Assistant Commissioner Deputy Commissioner Additional Commissioner Joint Commissioner Commissioner
4. Income Tax Act, 1961	Income Tax	17.60	CIT (Appeals)



(viii) According to the information and explanation given to us, we observed that the Company has defaulted in repayment of interest and principal amount of all loans to financial institutions and banks. The default runs into more than one year.

The Company has not borrowed from government and has not issued any debentures.

(ix) According to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.

(x) According to the information and explanations given to us, and on the basis of our examination of the records of the Company provided to us, no material fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the period.

(xi) According to the information and explanations given to us, the Company has not paid or provided the managerial remuneration to any of its Director during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) As explained in the Basis for "Disclaimer of Opinion" section of our main report, we are unable to comment whether the transactions during the year with the related parties were in compliance with Section 177 and 188 of the Companies Act, 2013.

(xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, we observed that, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period.

(xv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, we observed that, the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the Clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

**For KVA & Company**

Chartered Accountants

Firm's Registration No. 017771C

  
(Vimal Kishore Agrawal)

Partner

Membership No.510915

Place: New Delhi

Date: 27<sup>th</sup> April, 2023

## **ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in para 2 (g) under 'Report on other legal and regulatory requirement' of our report of even date)

### **Report on internal financial control over financial reporting under clause (i) of sub-section 3 of section 143 of Companies Act 2013 ("the Act)**

We have audited the internal financial control over financial reporting of **VALUE INDUSTRIES LIMITED** ("the company") as of 31st March 2020 in conjunction with our audit of Financial Statements of the company for the year ended on that date.

#### **Management's responsibility for internal financial controls**

The company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of internal financial controls over financial reporting issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include design and implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business including adherence to company's policies, the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under Companies Act, 2013.

#### **Auditor's responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the "Guidance Note") Issued by The Institute of Chartered Accountants of India and the standards on Auditing prescribed under section 143(10) Of Companies Act 2013, to the extent applicable to an audit of internal financial controls. Those standards and Guidance Note require that we comply with ethical requirements and plan and perform the order to obtain reasonable Assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining understanding of internal financial controls over financial reporting and assessing the risk that material weaknesses exist, the and testing and evaluating the design and operating effectiveness of internal control based on Assessed risk. The procedures depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, due to fraud or error.



### **Meaning of internal financial controls over financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with Generally Accepted Accounting Principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of asset of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with Generally Accepted Accounting Principles and that receipts and expenditures of company are being made only in accordance with authorizations of Management of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent limitation of internal financial control over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of Collusion or improper management oversight of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of the internal financial controls over financial reporting to future periods are subject to the risk that internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim Financial Statements will not be prevented or detected on a timely basis.

### **Disclaimer of Opinion**

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraph below, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2020. Accordingly, we do not express an opinion on the company's financial controls over financial reporting.





### **Basis for Disclaimer of Opinion**

For the reasons stated in our main report, i.e. "Basis for Disclaimer of Opinion" paragraph, we are unable to comment if the Company has an established system of internal control over financial reporting with regard to assessment of possible material adjustments that could arise/ may be required to be made to the recorded values in Financial Statements. Consequently, we are unable to obtain sufficient appropriate audit evidence so as to provide a basis for our opinion as to whether the Company had adequate internal financial controls over financial reporting and that whether such internal financial controls were operating effectively as at March 31, 2020.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Ind AS Financial Statements of the Company for the year ended March 31, 2020, and the disclaimer has affected our opinion on the said Financial Statements of the Company and we have issued a Disclaimer of opinion on the Ind AS Financial Statements of the Company.

### **For KVA & Company**

Chartered Accountants

Firm's Registration No. 017771C

**(Vimal Kishore Agrawal)**

Partner

Membership No.510915

Place: New Delhi

Date: 27<sup>th</sup> April, 2023

**Value Industries Limited**  
A company undergoing Corporate Insolvency Resolution Process  
Balance Sheet as at March 31, 2020

(₹ in Million)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
<b>I. ASSETS</b>			
<b>1) Non-current assets</b>			
Property, Plant and Equipment	2	6,405.71	7,005.08
Capital work-in-progress	2	-	-
Other Intangible assets	3	-	-
<b>Financial Assets</b>			
i) Investments	4	62.17	62.31
ii) Loans	5	4.08	3.91
iii) Others	6	-	0.14
Other non-current assets	7	36.98	36.98
Other Tax Assets (Net)		46.19	45.10
<b>Total non current assets</b>		<b>6,555.13</b>	<b>7,153.52</b>
<b>2) Current Assets</b>			
Inventories	8	249.88	305.82
<b>Financial Assets</b>			
i) Trade receivables	9	1,421.59	1,788.31
ii) Cash and cash equivalents	10a	7.12	28.86
iii) Bank balances other than cash and cash equivalents	10b	19.76	18.74
iv) Loans	11	2,687.55	2,686.27
Other current assets	12	145.29	155.94
<b>Total current assets</b>		<b>4,531.20</b>	<b>4,983.94</b>
<b>TOTAL ASSETS</b>		<b>11,086.33</b>	<b>12,137.46</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1) Equity</b>			
Equity share capital	13	391.86	391.86
Other equity	14	(7,823.40)	(5,713.70)
<b>Total equity</b>		<b>(7,431.55)</b>	<b>(5,321.84)</b>
<b>2) Non current liabilities</b>			
Provisions	15	11.61	10.20
Deferred tax liabilities (net)	16	431.11	431.32
Other non current liabilities	17	16.39	20.31
<b>Total non current liabilities</b>		<b>459.10</b>	<b>461.83</b>
<b>3) Current liabilities</b>			
<b>Financial liabilities</b>			
i) Borrowings	18	14,915.57	13,852.61
ii) Trade payables	19		
- Due to micro and small enterprises		4.79	4.94
- Due to other than micro and small enterprises		301.16	292.49
iii) Others	20	2,664.74	2,668.10
Other current liabilities	21	130.84	137.03
Provisions	22	41.66	42.30
<b>Total current liabilities</b>		<b>18,058.77</b>	<b>16,997.47</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>11,086.33</b>	<b>12,137.46</b>
<b>Significant Accounting Policies</b>	1		

The accompanying notes are integral part of these financial statements

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 on behalf of the Company

ABHIJIT GUHATHAKURTA

Resolution Professional

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

**Value Industries Limited**  
**A company undergoing Corporate Insolvency Resolution Process**  
**Statement of Profit and Loss for the year ended March 31, 2020**

(₹ in Million)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>I. Income</b>			
Revenue from Operations	23	110.88	186.51
Other income	24	11.66	27.64
<b>Total Income</b>		<b>122.54</b>	<b>214.15</b>
<b>II. Expenses</b>			
Cost of materials consumed	25	69.33	827.90
Purchase of stock-in-trade (Traded goods)	26	-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	6.47	6.20
Employee Benefits Expenses	28	119.05	113.02
Finance Costs	29	1,397.94	1,234.79
Depreciation and Amortization Expenses	2&3	599.37	790.02
Other Expenses	30	39.36	49.66
<b>Total Expenses</b>		<b>2,231.52</b>	<b>3,021.59</b>
<b>Profit/(Loss) before Tax</b>		<b>(2,108.98)</b>	<b>(2,807.44)</b>
<b>Tax expense:</b>	31		
i) Current Tax		-	-
ii) Deferred Tax		(0.00)	(49.07)
<b>Total Tax Expenses</b>		<b>(0.00)</b>	<b>(49.07)</b>
<b>Profit/(Loss) for the year</b>		<b>(2,108.98)</b>	<b>(2,758.37)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to statement of profit or loss in subsequent period			
i) Remeasurements of the defined benefit plans		(0.78)	(6.00)
ii) Equity instruments through other comprehensive income - net change in fair value		(0.14)	(3.78)
iii) Income tax on above		0.20	1.75
		<b>(0.72)</b>	<b>(8.03)</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>(2,109.70)</b>	<b>(2,766.40)</b>
<b>Earnings per equity share</b>			
Basic and diluted earnings per share	32	(53.82)	(70.39)
<b>Significant Accounting Policies</b>	1		

The accompanying notes are integral part of these financial statements

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

For and on behalf of the Company

  
**ABHIIT GUHATHAKURTA**  
Resolution Professional  
No.: IBB1/IPA-003/IP-N000103/2017-2018/11158

Place : New Delhi

Date : April 27, 2023

**Value Industries Limited**  
**A company undergoing Corporate Insolvency Resolution Process**  
**Statement of Cash Flows for the year ended March 31, 2020**

(₹ in Million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(Loss) before Tax	(2,108.98)	(2,807.44)
Adjustments for:		
Depreciation and Amortisation	599.37	790.02
Finance Costs	1,397.94	1,234.79
Provision for Warranty and Maintenance Expenses	-	(7.69)
Provision for Gratuity	1.07	8.10
Provision for Leave Encashment	(0.29)	(0.46)
Interest Income	(1.66)	(1.08)
Adjustment of Grant	(3.92)	(3.92)
<b>Operating Profit before Working Capital Changes</b>	<b>(116.48)</b>	<b>(787.68)</b>
Adjustments for:		
Inventories	55.94	719.76
Trade Receivables	31.72	344.17
Other financial and non financial assets	9.20	10.98
Trade Payables	8.52	(42.36)
Other financial and non financial liabilities	(10.33)	53.81
<b>Cash generated from Operations</b>	<b>(21.43)</b>	<b>298.68</b>
Less: Taxes Paid (Net)	1.09	0.62
<b>Net Cash from / (used in) Operating Activities</b>	<b>(A) (22.53)</b>	<b>298.06</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	1.66	1.08
Sale of Fixed Assets	-	1.70
Purchase of Fixed Assets (Including Capital Work-in-Progress)	-	(1.33)
(Increase)/Decrease in Fixed Deposits and Other Bank Balances	(0.68)	7.81
(Purchase)/Sale of Investments (Net)	-	0.00
<b>Net Cash from / (used in) Investing Activities</b>	<b>(B) 0.78</b>	<b>9.26</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Current Borrowings	-	933.05
Finance Costs	-	(1,234.79)
Payment of Dividend	-	-
<b>Net Cash (used in) / from Financing Activities</b>	<b>(C) -</b>	<b>(301.74)</b>
<b>Net Change in Cash and Cash Equivalents</b>	<b>(A+B+C) (21.75)</b>	<b>5.58</b>
Cash and Cash Equivalents at beginning of the year	28.86	23.28
<b>Cash and Cash Equivalents at end of the year</b>	<b>7.12</b>	<b>28.86</b>

The accompanying notes are integral part of these financial statements

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 on behalf of the Company



ABHIJIT GUHATHAKURTA

Resolution Professional

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



Value Industries Limited

Notes to financial statements for the year ended March 31, 2020 (Contd.)

Statement of Changes in Equity (SOCIE) for the year ended March 31, 2020

a) Equity share capital

Particulars	Note	Rs. in Million
Balance as at April 1, 2018		391.86
Changes in equity share capital during the year	14	-
Balance as at March 31, 2019		391.86
Changes in equity share capital during the year:	14	-
Balance as at March 31, 2020		391.86

b) Other equity

Particulars	Reserves & Surplus				Items of Other Comprehensive Income (OCI)		Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium Account	General Reserve	Retained earnings*	Equity Investments through OCI	
Balance as at April 1, 2018	0.64	780.77	899.03	1,625.62	(5,951.94)	(301.42)	(2,947.30)
Profit for the year	-	-	-	-	(2,758.37)	-	(2,758.37)
Other comprehensive income for the year	-	-	-	-	(4.25)	(3.78)	(8.03)
<b>Total comprehensive income for the year</b>	-	-	-	-	(2,762.62)	(3.78)	(2,766.40)
Balance as at March 31, 2019	0.64	780.77	899.03	1,625.62	(8,714.56)	(305.20)	(5,713.70)
Profit for the year	-	-	-	-	(2,108.98)	-	(2,108.98)
Other comprehensive income for the year	-	-	-	-	(0.58)	(0.14)	(0.72)
<b>Total comprehensive income for the year</b>	-	-	-	-	(2,109.56)	(0.14)	(2,109.70)
Balance as at March 31, 2020	0.64	780.77	899.03	1,625.62	(10,824.12)	(305.34)	(7,823.40)

\* Includes fair valuation impact of Land and Building Rs. 2,958.52 Million for March 31, 2019 and Rs. 2,987.32 Million in March 31, 2018. Such amounts are not available for distribution as dividend.

The accompanying notes are integral part of these financial statements

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 on behalf of the Company

  
 ABHIJIT GUHATHAKURTA  
 Resignation Professional  
 No.: IBB4/TPA-003/IP-N000103/2017-2018/11158

**Note 1**

**Significant accounting policies**

**1.1 Company information**

Value Industries Limited is a company domiciled in India, with its registered office situated at 14 KM Stone, Village Chittegaon, Taluka Paithan, District Aurangabad, Maharashtra, Pincode 431105. The Company has been incorporated under the provisions of Indian Companies Act. The entity is primarily involved in manufacturing and trading of consumer durables and electronic components.

**1.2 Basis of preparation**

**A. Statement of compliance**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act, subject to the necessary clarifications explained elsewhere in the Notes to the Accounts, including Notes 47,50, and 54(b)

**B. Functional and presentation currency**

These financial statements are presented in Indian Rupees (₹), which is also the entity's functional currency. All amounts have been rounded off to the nearest millions with two decimals unless otherwise indicated.

**C. Basis of measurement**

The financial statements have been prepared on historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Net defined benefit (asset) / liability - fair value of plan assets less present value of defined benefit obligations.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

**D. Key estimates and assumptions**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

**Judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note 1.3.A - Estimation of rate of interest for discounting of long-term financial assets;
- Note 1.3.B - Estimation of rate of interest for discounting of long-term financial liabilities;
- Note 1.3.C - Useful life of property, plant and equipment and intangible assets.

**Assumptions and estimation uncertainties:**

Note 1.3.M - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;

Note 1.3.J - measurement of defined benefit obligations: key actuarial assumptions;

Note 1.3.K - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

**E. Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values for both financial and non-financial instruments.

The Company has an established control framework with respect to the measurement of fair values. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. The management regularly reviews significant unobservable inputs and valuation adjustments.

If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

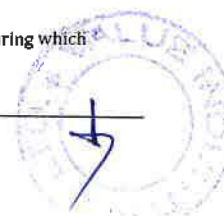
When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information on recognition of assets at fair value, if any, is covered in relevant notes.



**Value Industries Limited**

Notes to financial statements for the year ended March 31, 2020 (Contd.)

**Note 1 (Contd.)**

**Significant accounting policies (Contd.)**

**F. Current and non-current classification**

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the Balance Sheet date; or
- d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the Balance Sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in, the entity's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the Balance Sheet date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the Balance Sheet date.

All other liabilities are classified as non-current.

**Operating cycle**

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current, non-current classification of assets and liabilities.

**1.3 Significant accounting policies**

**A. Financial assets**

**i) Initial recognition and measurement**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the Statement of Profit and Loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

**ii) Classification and subsequent measurement**

Financial assets are subsequently classified and measured at

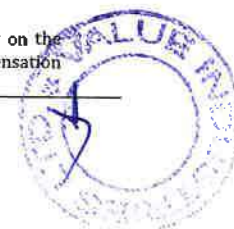
- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Management determines the classification of its financial assets at the time of initial recognition or, where applicable, at the time of reclassification. Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

**iii) Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.**

- a) **Measured at amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.
- b) **Measured at fair value through other comprehensive income:** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'Other Income' in the Statement of Profit and Loss.
- c) **Measured at fair value through profit or loss:** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'Other Income' in the Statement of Profit and Loss. In addition, the Company may, at initial recognition, irrevocably designate a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

- d) **Financial Instruments having termination rights are to be measured at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments.**



Note 1 (Contd.)

Significant accounting policies (Contd.)

iv) Equity Instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

v) Trade Receivables

Trade receivables are initially recognised at fair value. Subsequently, it recognises impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits and expectations about future cash flows. The impairment losses and reversals are recognised in the Statement of Profit and Loss.

vi) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset and associated liability for any amounts it may have to pay.

vii) Impairment of Financial Asset

Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security deposit collected etc. and expectations about future cash flows.

The Fixed Assets or a group of assets (cash generating unit) are reviewed for impairment at each Balance Sheet date. In case of any such indication, the recoverable amount of these assets or group of assets is determined, and if such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the impairment loss is recognised by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

B. Financial liabilities

i) Initial recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through profit or loss, or b) at amortised cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification. The classification is done in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities at amortised cost includes loan and borrowings, interest accrued but not due on borrowings, trade and other payables. Such financial liabilities are recognised initially at fair value minus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.





Note 1 (Contd.)

Significant accounting policies (Contd.)

ii) Financial guarantee contracts

The Company has elected to account all its financial guarantee contracts as financial instruments as specified in Ind AS 109 on Financial Instruments. The company recognises the commission income on such financial guarantees and accounts for the same in Profit and Loss account over the tenure of the financial guarantee.

iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

C. Property, Plant and Equipment

i) Recognition and measurement

Items of property, plant and equipment (PPE) are measured at original cost net of tax / duty credit availed less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items. If significant parts of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress". Capital work in progress is carried at cost, comprising of direct cost, attributable interest and related incidental expenditure.

Advances paid towards the acquisition of PPE outstanding at each reporting date are classified as capital advances under Other Non-Current Assets.

PPE are eliminated from financial statement on disposal and gains or losses arising from disposal are recognised in the Statement of Profit and Loss in the year of occurrence.

ii) Transition to Ind AS

On transition to Ind AS certain items of property, plant and equipment have been fair valued and such fair value is considered as deemed cost on the transition date.

The Company has elected to apply the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

iii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the entity.

iv) Depreciation

The Company provides depreciation on fixed assets, to the extent of depreciable amount on straight line method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except depreciation on plant and machinery used in Refrigerator and Washing Machine Divisions which has been provided on written down value method based on useful life of 13 years as against the useful life of 15 years as prescribed in Schedule II to the Companies Act, 2013. Assets costing Rs. 5,000 or less are fully depreciated in the year of purchase.

The estimated useful life of items of property, plant and equipment for the current and comparative period are as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Buildings	30	30
Plant and Machinery (Refrigerator and Washing Machine divisions)	13	15
Plant and Machinery (Others)	15	15
Furniture and Fixtures	10	10
Computers	3	3
Electrical Installation	10	10
Office Equipments	5	5
Vehicles	10	10

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.



Note 1 (Contd.)

Significant accounting policies (Contd.)

**D. Intangible assets**

i) Recognition and measurement

Intangible assets are recognised when it is probable that future economic benefits that are attributable to concerned assets will flow to the Company and the cost of the assets can be measured reliably.

Intangible assets are initially measured at cost and are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

iii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

iv) Amortisation

Intangible assets are amortised using the straight-line method over a period of five years.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

v) Expenditure on research and development

Revenue expenditure pertaining to research and development is charged to revenue under the respective heads of account in the period in which it is incurred. Capital expenditure, if any, on research and development is shown as an addition to fixed assets under the respective heads.

**E. Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined using the weighted average method. The cost comprises its purchase price and any directly attributable cost of bringing to its present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

**F. Impairment of non-financial assets**

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

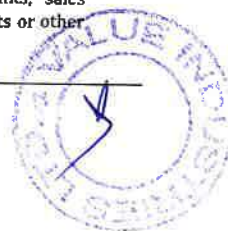
An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated to the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**G. Revenue**

Effective April 1, 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. April 1, 2018.

- a) Revenue from sale of goods is recognised when significant risks and rewards of ownership in the goods are transferred to the buyer. The Company recognizes revenues on the sale of products, net of returns, discounts, sales incentives/rebate, amounts collected on behalf of third parties (such as goods and service tax) and payments or other consideration given to the customer that has impacted the pricing of the transaction.



Note 1 (Contd.)

Significant accounting policies (Contd.)

- b) Insurance, Duty Drawback and other claims are accounted for as and when admitted by the appropriate authorities.
- c) Service income are recognised on the basis of completion of service as per contractual terms.

**H. Recognition of dividend income, interest income or expense**

Dividend income is recognised in Statement of Profit and Loss on the date on which the Company's right to receive payment is established.

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate which exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset. When calculating the EIR the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions, call and similar options). The expected credit losses are considered if the credit risk on that financial instrument as increased significantly since initial recognition.

**I. Foreign currency transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in the Statement of Profit and Loss.

**J. Employee benefits**

i) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii) Provident Fund - Defined Contribution Plan

The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Statement of Profit and Loss in the periods during which the related services are rendered by employees.

iii) Gratuity - Defined Benefit Plan

The Company provides for gratuity to all the eligible employees. The benefit is in the form of lump sum payments to vested employees on retirement, on death while in employment, or termination of employment for an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs on completion of five years of service.

Liability in respect of gratuity is determined using the projected unit credit method with actuarial valuations as on the Balance Sheet date and gains/losses are recognised immediately in the Other Comprehensive Income. Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv) Leave Encashment

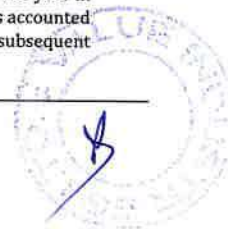
Liability in respect of leave encashment is determined using the projected unit credit method with actuarial valuations as on the Balance Sheet date and gains/losses are recognised immediately in the Statement of Profit and Loss.

**K. Provisions (other than for employee benefits)**

- i) Provisions are recognized when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

ii) Warranties

Provision for the estimated liability in respect of warranty on sale of consumer durable products is made in the year in which the revenues are recognised, based on technical evaluation and past experience. Warranty provision is accounted as current and non current provision. Non current provision is discounted to its present value and the subsequent unwinding effect is passed through Statement of Profit and Loss account under Finance Costs.



Note 1 (Contd.)

Significant accounting policies (Contd.)

**L. Contingent liabilities and contingent assets**

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

Disputed demands in respect of customs duty, income tax, sales tax and others are disclosed as contingent liabilities. Payment in respect of such demands, if any, is shown as an advance, till the final outcome of the matter.

Contingent assets are not recognised in the financial statements.

**M. Income Tax**

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

**i) Current Tax**

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible. Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Minimum Alternative Tax (MAT) under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal Income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**ii) Deferred Tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

**N. Borrowing Costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of a qualifying asset which necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of that asset until such time as the assets are substantially ready for their intended use or sale. Borrowing costs related to specific borrowings that remain outstanding after the related qualifying asset is ready for intended use or sale should subsequently be considered as part of general borrowing costs of an entity. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**O. Government Grant**

Grants are recognised when there is reasonable assurance that the grant will be received and conditions attached to them are complied with. Grants related to depreciable assets are treated as deferred income, which is recognised in the Statement of Profit and Loss over the period of useful life of the assets and in the proportions in which depreciation on related assets is charged.



**Value Industries Limited**

**Notes to financial statements for the year ended March 31, 2020 (Contd.)**

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**Note 1 (Contd.)**

**Significant accounting policies (Contd.)**

**P. Earnings per share**

The basic earnings per share (EPS) is computed by dividing the net profit for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting year. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive. The Company has no potentially dilutive equity shares.

**Q. Excise and Customs Duty**

Excise Duty in respect of finished goods lying in the factory premises and customs duty on goods lying in custom bonded warehouse are provided for and included in the valuation of inventory.

**R. Goods and Service Tax**

Goods and Service Tax benefit is accounted for by reducing the purchase cost of the materials/fixed assets/services.

**S. Cash and cash equivalents**

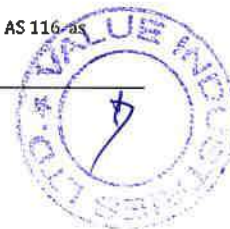
Cash and cash equivalents in the balance sheet comprise cash on hand, bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

**T. Prior Period Items**

Prior period items are included in the respective heads of accounts and material items are disclosed by way of Notes to Financial Statements.

**U. Recent Accounting Pronouncements -**

With effect from 1st April 2019 Ind AS 116- "Leases" supersedes Ind AS 17- "Leases". The Company will adopt Ind AS 116 as and when applicable.



**Value Industries Limited**  
Notes to financial statements for the year ended March 31, 2020 (Contd.)

**Note 2**  
**Property, Plant and Equipment**

Particulars	Freehold Land	Building	Plant and Machinery	Electrical Installation	Computers	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work-in-progress
Cost as at April 1, 2019	1,874.26	2,986.44	10,650.85	16.94	5.34	98.79	18.66	5.26	15,656.54	-
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
Cost as at March 31, 2020 (A)	1,874.26	2,986.44	10,650.85	16.94	5.34	98.79	18.66	5.26	15,656.54	-
Accumulated depreciation as at April 1, 2019	-	759.57	7,798.45	9.77	4.24	57.42	17.27	4.74	8,651.46	-
Depreciation for the year	-	61.66	525.27	1.59	0.72	9.26	0.47	0.41	599.37	-
Disposals	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2020 (B)	-	821.23	8,323.72	11.36	4.96	66.68	17.74	5.15	9,250.83	-
Net carrying amount as at March 31, 2020 (A) - (B)	1,874.26	2,165.21	2,327.13	5.58	0.38	32.11	0.92	0.11	6,405.71	-

The Company had decided to reflect fair value for Freehold Land and Building as the deemed cost as per Ind AS 101. The fair valuation impact for April 1, 2016 was Rs. 1,866.12 Million for Freehold Land and Rs. 1,178.80 Million for Building. The numbers were gross and did not include tax effect.

**Note 3**

**Other Intangible Assets**

Particulars	Computer Software	Total
Cost as at April 1, 2019	3.26	3.26
Additions	-	-
Disposals/ adjustments	-	-
Cost as at March 31, 2020 (A)	3.26	3.26
Accumulated depreciation as at April 1, 2019	3.26	3.26
Depreciation for the year	-	-
Disposals	-	-
Accumulated depreciation as at March 31, 2020 (B)	3.26	3.26
Net carrying amount as at March 31, 2020 (A) - (B)	-	-

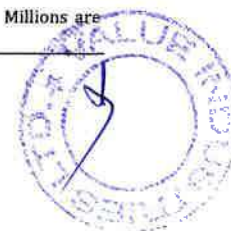
The Company had availed the deemed cost exemption in relation to the intangible assets on the date of transition and hence the net block carrying amount as per previous GAAP was considered as the gross block carrying amount as on April 1, 2016 (transition date).



Value Industries Limited  
Notes to financial statements as at March 31, 2020

	(₹ in Million)	
	As at March 31, 2020	As at March 31, 2019
<b>Note 4</b>		
<b>Financial Assets - Non Current Investments</b>		
<b>A. Investments at Fair Value through Profit or Loss</b>		
<i>Unquoted</i>		
Investments in Mutual Funds	0.50	0.50
<b>B. Investments at Fair Value through Other comprehensive income</b>		
<i>i) Quoted</i>		
Investments in Equity Instruments	1.16	1.30
<i>ii) Unquoted</i>		
Investments in Equity Instruments	60.51	60.51
<b>Total Non-Current Investments</b>	<b>62.17</b>	<b>62.31</b>
Aggregate amount of Quoted Investments	1.16	1.30
Aggregate Market value of Quoted Investments	1.16	1.30
Aggregate amount of Unquoted Investments	61.01	61.01
<b>Note 5</b>		
<b>Financial Assets - Non Current Loans</b>		
Sundry Deposits	4.08	3.91
	<b>4.08</b>	<b>3.91</b>
<b>Note 6</b>		
<b>Financial Assets - Non Current Others</b>		
Bank balances other than (Note 10a and 10b) below		
Fixed deposits with maturity more than 12 months (Held as margin money for credit facilities and other commitments)	-	0.14
	-	<b>0.14</b>
<b>Note 7</b>		
<b>Other non-current assets</b>		
Capital advances	1.21	1.21
Amount paid under protest to government authorities	35.77	35.77
	<b>36.98</b>	<b>36.98</b>
<b>Note 8</b>		
<b>Inventories</b> (valued at lower of cost or net realisable value)		
Raw Materials including Consumables, Stores and Spares	149.80	183.09
Materials in transit and in Bonded Warehouse	95.49	111.67
Work-in-Process	3.15	6.42
Finished Goods and Stock in Trade	1.44	4.64
	<b>249.88</b>	<b>305.82</b>
<b>Note 9</b>		
<b>Financial Assets - Current Trade receivables</b>		
Unsecured considered good	1,421.59	1,788.31
Considered doubtful	-	-
	1,421.59	1,788.31
Less: Provision for doubtful debts	-	-
	<b>1,421.59</b>	<b>1,788.31</b>

Out of the above, no receivables are due from directors or other officers of the Company. Further, INR 1346.72 Millions are receivable from rest of the 12 Videocon Group Companies under Consolidated CIRP.



Value Industries Limited  
Notes to financial statements as at March 31, 2020 (Contd.)

(₹ in Million)

	As at	
	March 31, 2020	March 31, 2019
<b>Note 10a</b>		
<b>Financial Assets - Current</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	0.11	0.08
Balance with banks in current accounts	7.01	28.78
	<b>7.12</b>	<b>28.86</b>

<b>Note 10b</b>		
<b>Financial Assets - Current</b>		
<b>Bank balances other than cash and cash equivalents</b>		
In Dividend Warrant Accounts	2.07	2.07
In Fixed Deposits - Maturity 12 months or less	17.69	16.67
(Held as margin money for credit facilities and other commitments)		
	<b>19.76</b>	<b>18.74</b>

<b>Note 11</b>		
<b>Financial Assets - Current</b>		
<b>Loans</b>		
(Unsecured, considered good, unless otherwise specified)		
Other Short Term Loans and Advances	2,687.55	2,686.27
	<b>2,687.55</b>	<b>2,686.27</b>

<b>Note 12</b>		
<b>Other current assets</b>		
Others	145.29	155.94
	<b>145.29</b>	<b>155.94</b>

<b>Note 13</b>		
<b>Share Capital</b>		
<b>Authorised</b>		
55,000,000 Equity Shares of Rs. 10/- each	550.00	550.00
7,500,000 Redeemable Preference Shares of Rs. 100/- each	750.00	750.00
	<b>1,300.00</b>	<b>1,300.00</b>

<b>Issued, Subscribed and Paid-up</b>		
39,185,675 Equity Shares of Rs. 10/- each fully paid-up	391.86	391.86
	<b>391.86</b>	<b>391.86</b>

**i) Reconciliation of the number of Shares: Equity Shares of Rs. 10/- each**

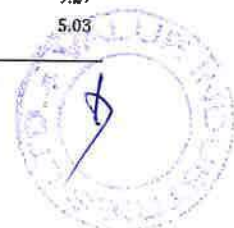
	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Rs. in Million	No. of Shares	Rs. in Million
At the beginning of the year	391,85,675	391.86	391,85,675	391.86
Issued during the year	-	-	-	-
At the end of the year	<b>391,85,675</b>	<b>391.86</b>	<b>391,85,675</b>	<b>391.86</b>

**ii) Rights, preference and restrictions:**

- The Company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to equal right of voting and dividend.
- Since the Company is currently under CIRP, the rights, preference and restrictions for the Equity Shareholders shall be subject to the provisions of Insolvency and Bankruptcy Code, 2016.

**iii) Details of Shareholders holding more than 5% Shares:**

Name of Shareholders	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
a) Dome-Bell Electronics India Private Limited	44,98,495	11.48	44,98,495	11.48
b) Waluj Components Private Limited	36,34,150	9.27	36,34,150	9.27
c) Videncon Industries Limited	19,71,973	5.03	19,71,973	5.03





**Value Industries Limited**  
Notes to financial statements as at March 31, 2020 (Contd.)

Note 14 Other equity	(₹ in Million)	
	As at	As at
	March 31, 2020	March 31, 2019
Capital Reserve	0.64	0.64
Capital Redemption Reserve	780.77	780.77
Securities Premium Account	899.03	899.03
General Reserve	1,625.62	1,625.62
Equity Instruments through OCI	(305.34)	(305.20)
Retained Earnings	<u>(10,824.12)</u>	<u>(8,714.56)</u>
	<b><u>(7,823.40)</u></b>	<b><u>(5,713.70)</u></b>

**Capital Reserve**

Capital reserve represents subsidy received, reserves transferred on account of amalgamation.

**Capital Redemption Reserve**

Capital Redemption reserve represents amount set aside by the company for future redemption of capital.

**Securities Premium Account**

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the provisions of the Companies Act.

**General Reserve**

In earlier years, The Company had transferred a portion of the net profit of the Company to general reserve pursuant to the earlier provisions of Companies Act 1956.

**Equity Instruments through OCI**

This account represents the fair value changes in the investments calculated at every reporting date as per Ind AS 109.

**Retained Earnings**

This account includes the amount of profit and loss account transferred to the equity.

**Note 15**

**Provisions**

Provision for Gratuity (Refer Note 35)	7.88	6.22
Provision for Leave Encashment (Refer Note 35)	3.73	3.98
	<b><u>11.61</u></b>	<b><u>10.20</u></b>

**Note 16**

**Deferred Tax Liabilities (net)**

Deferred Tax Liabilities (net) (Refer Note 31c)	431.11	431.32
	<b><u>431.11</u></b>	<b><u>431.32</u></b>

**Note 17**

**Other Non-current liabilities**

Grant for Ozone Project	16.39	20.31
	<b><u>16.39</u></b>	<b><u>20.31</u></b>

The Company has received Grant from Ozone cell Ministry of Environment and Forests Government of India for financing the machinery under the Ozone Project. As per the accounting policy followed by the Company, the grant received for Ozone Projects has been treated as "deferred income" to be recognised in statement of Profit and Loss over the useful life of the assets under the Ozone Project.



**Value Industries Limited**  
Notes to financial statements as at March 31, 2020 (Contd.)

	(₹ in Million)	
	As at	As at
	March 31, 2020	March 31, 2019
<b>Note 18</b>		
<b>Financial Liabilities</b>		
<b>Current Borrowings</b>		
a) Secured		
Rupee Term Loan from Banks	2,642.92	2,399.64
Working Capital Loans from Banks	7,872.64	7,052.97
b) Unsecured		
Loans repayable on demand: From Others	4,400.00	4,400.00
<b>Secured Loans:</b>	<b>14,915.57</b>	<b>13,852.61</b>

i) Rupee Term Loans from Banks:

The Company along with 12 other affiliates/entities (collectively referred to as 'Obligors' and individually referred to as 'Borrower') had in 2011 executed a facility agreement with consortium of then existing domestic rupee term lenders (RTL Lenders), in the obligor/co-obligor structure, wherein all the Rupee Term Loans of the Obligors got pooled together. The Borrower entities covered are Value Industries Limited, Videocon Industries Limited (VIL), Trend Electronics Limited, KAIL Limited, Millennium Appliances India Limited, Applicomp (India) Limited, Sky Appliances Limited, Techno Electronics Limited, Century Appliances Limited, PE Electronics Limited, Techno Kart India Limited, Evans Fraser and Co. (India) Limited and Electroworld Digital Solutions Limited.

Further, CE India, which houses the valuable "Videocon" Brand under which the operations of the other Obligors were being carried on, became a Co-obligor for the loans under the RTL agreement by virtue of the indenture of mortgage dated March 20, 2013.

Further Videocon Telecommunications Ltd. (VTL), had availed Rupee Term Loan facility from certain lenders pursuant to the terms and conditions of Rupee Facility Agreement dated May 31, 2010, as amended by the Agreement of Modification to the Rupee Facility Agreement dated August, 30, 2010 (collectively the "VTL Agreement"). It was agreed between the RTL Lenders and VTL Lenders to share the security available to the RTL Lenders under the RTL Agreement (including the receivables from each of the Obligors) with the VTL Lenders under the VTL Agreement (including the receivables from VTL) on a reciprocal first pari-passu charge basis.

VTL agreed by way of a Confirmation Agreement dated June 20, 2016 that it shall be deemed to be "Co-obligor" under the RTL Agreement and the RTL obligors also agreed that each of the RTL obligors shall be deemed to be a "Co-obligor" under the VTL Agreement. Thus, VTL is also inducted as co-obligor in the said facility agreement with the consortium of RTL Lenders.

Rupee Term Loans from Banks are secured amongst others by first pari-passu charge on all present and future tangible (both movable and immovable) / intangible assets (excluding the Identified Properties) of each of the Borrower, first pari-passu charge on the Trust and Retention Accounts of the Borrowers, second charge on Videocon Hydrocarbon Holdings Limited's (VHHL) subsidiaries' participating interest in the Production Sharing Contract (PSC) of the identified Assets through pledge of entire shareholding of VHHL in overseas subsidiaries, second charge on pledge of 100% shares of Videocon Oil Ventures Limited and VHHL, second pari-passu charge on VHHL's share of cash flows from Identified Assets and second pari-passu charge over current assets of each of the Borrowers. The Rupee Term Loans are also secured by second ranking pledge of shares of VIL already pledged to the lenders in respect of various debts, first ranking pledge by the promoters over such number of fully paid equity shares of VIL, Value Industries and Trend Electronics held by them, irrevocable and unconditional personal guarantee of Mr. Venugopal N. Dhoot, Mr. Pradipkumar N. Dhoot, Mr. Rajkumar N. Dhoot and first pari-passu charge on 'Videocon' brand. The said loans have been classified as Short Term Borrowings, as the banks have raised the demands for entire loan amount. [Also refer Note No. 38]

*Identified Properties would have the meaning as defined in the RTL agreement dated 00th August 2012*

- ii) Working Capital Loans from Banks are secured against hypothecation of the Company's stock of raw materials, packing materials, stock-in-process, finished goods, stores and spares, book debts and other current assets of the Company. The loans are further secured by personal guarantees of Mr. Venugopal N. Dhoot, Mr. Rajkumar N. Dhoot and Mr. Pradipkumar N. Dhoot.

**Note 19**

**Financial Liabilities**

**Current**

**Trade payables**

- Due to micro and small enterprises (Refer Note 40)
- Due to other than micro and small enterprises

4.79	4.94
301.16	292.49
<b>305.95</b>	<b>297.43</b>

**Note 20**

**Financial Liabilities- Current**

**Others**

- Bank Overdraft as per books
- Unclaimed Dividend
- Other Payables

0.02	0.01
2.07	2.07
2,662.65	2,666.02
<b>2,664.74</b>	<b>2,668.10</b>

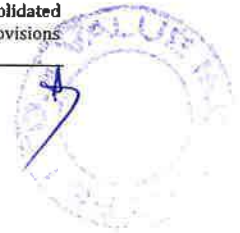


**Value Industries Limited**  
**Notes to financial statements as at March 31, 2020 (Contd.)**

	(₹ in Million)	
	As at	As at
	March 31, 2020	March 31, 2019
<b>Note 21</b>		
<b>Other current liabilities</b>		
Others	130.84	137.03
	<b>130.84</b>	<b>137.03</b>
<b>Note 22</b>		
<b>Provisions</b>		
Provision for Gratuity (Refer Note 35)	2.60	3.19
Provision for Leave Encashment (Refer Note 35)	0.54	0.58
Provision for Warranty and Maintenance expenses	38.53	38.53
	<b>41.66</b>	<b>42.30</b>
<b>Movement of Provision for warranty and maintenance expenses</b>		
	As at	As at
	March 31, 2020	March 31, 2019
At the commencement of the year	38.53	46.22
Provision made during the year	-	-
Utilisation of Provisions	-	7.69
Discounting of non current provision	-	-
Unused amount reversed during the year	-	-
At the end of the year	<b>38.53</b>	<b>38.53</b>

**Provision for warranty and maintenance expenses**

In the current financial year, there were no sales made to third parties (i.e. outside Videocon Group Entities under consolidated CIRP) which required additional provisioning. Further no claims were received during the year, hence warranty provisions continued to remain same as at 31.03.2020.



**Value Industries Limited**

**Notes to financial statements for the year ended March 31, 2020 (Contd.)**

Particulars	(₹ in Million)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Note 23</b>		
<b>Revenue from Operations</b>		
Sale of Electrical and Electronic items	81.81	177.73
Income from Services	28.44	1.82
Other Operating Revenue	0.62	6.96
	<b>110.88</b>	<b>186.51</b>
<b>Note 24</b>		
<b>Other income</b>		
Interest Income	1.66	1.08
Profit on Sale of Fixed Assets	-	15.70
Exchange Rate Fluctuation	1.32	0.69
Insurance Claim Received	-	0.01
Other Non Operating Income	8.68	10.16
	<b>11.66</b>	<b>27.64</b>
<b>Note 25</b>		
<b>Cost of materials consumed</b>		
Imported	-	44.21
Indigenous	69.33	783.69
	<b>69.33</b>	<b>827.90</b>
<b>Note 26</b>		
<b>Purchase of stock-in-trade (Traded goods)</b>		
Electrical and Electronic items	-	-
	<b>-</b>	<b>-</b>
<b>Note 27</b>		
<b>Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
<b>Opening Inventory</b>		
Finished Goods and Stock-in-Trade	4.64	0.16
Work-in-Process	6.42	17.10
	<b>11.06</b>	<b>17.26</b>
<b>Closing Inventory</b>		
Finished Goods and Stock-in-Trade	1.44	4.64
Work-in-Process	3.15	6.42
	<b>4.59</b>	<b>11.06</b>
<b>Changes in inventory</b>	<b>6.47</b>	<b>6.20</b>
<b>Note 28</b>		
<b>Employee Benefits Expenses</b>		
Salary, Wages and Other Benefits	109.19	101.97
Contribution to Provident Fund and Other Funds	8.43	10.04
Staff Welfare Expenses	1.43	1.01
	<b>119.05</b>	<b>113.02</b>



**Value Industries Limited**

*Notes to financial statements for the year ended March 31, 2020 (Contd.)*

Particulars	(₹ in Million)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Note 29</b>		
<b>Finance Costs</b>		
Interest Expenses	1,397.94	1,234.79
	<u>1,397.94</u>	<u>1,234.79</u>

Since the commencement of CIRP, there is a Moratorium in terms of section 14 of the Code towards repayment of debts subsisting as on CIRP commencement and interest thereon. However, pending the completion / final outcome of CIRP, the Company has continued to provide for the interest for full financial year, including the moratorium period. Payment towards such interest expenses are subject to the provisions of the Code and outcome of CIRP.

<b>Note 30</b>		
<b>Other Expenses</b>		
Power, Fuel and Water	13.61	11.12
Rent	-	0.25
Repairs to Plant and Machinery	3.14	2.33
Other Repairs and Maintenance	0.31	0.40
Insurance	0.18	2.17
Rates and Taxes	0.01	2.07
Carriage and Cartage	3.70	7.34
Advertisement, Publicity and Sales Promotion	0.07	0.06
Bank Charges	0.03	0.29
Payment to Auditor's	1.28	1.31
Legal and Professional Charges	12.94	15.96
Office and General Expenses	4.09	6.36
	<u>39.36</u>	<u>49.66</u>
<b>Payment to Auditor's:</b>		
a) Statutory Audit Fees	1.28	1.14
b) Tax Audit Fees	-	0.15
c) Out of Pocket Expenses	-	0.02
	<u>1.28</u>	<u>1.31</u>

<b>Note 31</b>		
<b>Income Taxes</b>		
<b>a) Amounts recognised in profit and loss</b>		
<b>Current income tax</b>		
<b>Deferred income tax liability / (asset), net</b>		
Origination and reversal of temporary differences	(0.00)	(49.07)
Deferred tax expense	(0.00)	(49.07)
Tax expense for the year	<u>(0.00)</u>	<u>(49.07)</u>
<b>b) Amounts recognised in other comprehensive income</b>		
Deferred tax on remeasurements of the defined benefit plans	(0.20)	(1.75)
	<u>(0.20)</u>	<u>(1.75)</u>



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**Value Industries Limited**

Notes to financial statements for the year ended March 31, 2020 (Contd.)

**Note 31 (Contd.)**

c) Deferred Tax assets and liabilities are attributable to the following:

	(₹ in Million)	
	March 31, 2020	March 31, 2019
Net deferred Tax (Assets)/Liabilities		
Property, Plant and Equipment	431.11	431.32
Net Deferred tax (Assets)/ Liabilities	431.11	431.32

d) Movement in Temporary differences:

Particulars	(₹ in Million)			
	Balance as at March 31, 2019	Recognised in Profit and Loss during 2019-20	Recognised in OCI during 2019-20	Balance as at March 31, 2020
Property, Plant and Equipment	431.32	-	-	431.32
MAT Credit Entitlement	-	-	-	-
Fair valuation of investments through OCI	-	-	-	-
Deferred Guarantee Commission	-	-	-	-
Warranty Provision	-	-	-	-
Expenses allowable for deduction in future years	-	-	-	-
Related to Unabsorbed Depreciation and Losses	-	-	-	-
Due to effect of Income Computation and Disclosure Standards	-	-	-	-
Remeasurements of the defined benefit plans	-	-	(0.21)	(0.21)
<b>Total</b>	<b>431.32</b>	<b>-</b>	<b>(0.21)</b>	<b>431.11</b>

Deferred Tax workings for FY ending Mar'19 were not handed over to the Group Resources by the erstwhile officials handling finance and accounts functions and hence the details are currently not available with the Company. Thus the company is unable to make adjustments in the Current FY. RP has already filed applications with NCLT under section 19 of the Code seeking co-operation from the promoters / erstwhile management of the Company for providing the requisite data.

**Note 32**

**Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the net profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of Equity shares outstanding during the year and the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
<b>Basic and diluted earnings per share for ordinary shareholders</b>		
a) Net Profit/(Loss) for the year attributable to Equity Shareholders (Rs. Million)	(2,108.98)	(2,758.37)
b) Weighted average Number of Equity Shares	391,85,675	391,85,675
c) Basic and Diluted Earnings per Share of Rs. 10/- each	(53.82)	(70.39)
d) Nominal value of Equity Shares (Rs.)	10.00	10.00

Note: The Company did not have any potentially dilutive securities in any of the above reporting period presented.



**Value Industries Limited**

*Notes to financial statements for the year ended March 31, 2020 (Contd.)*

**Note 33**

**Financial Instruments – Fair values and risk management**

**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

As at March 31, 2020	Carrying Amount				Fair Value			
	Total	Amortised		FVTPL	FVTOCI	Level 1	Level 2	Level 3
		Cost						
(₹ in Million)								
<b>Non-current financial assets</b>								
Investments	62.17			0.50	61.67	1.16		61.01
Loans	4.08	4.08					4.08	
Others								
<b>Current financial assets</b>								
Trade receivables	1,421.59	1,421.59						
Cash and cash equivalents	7.12	7.12						
Other bank balances	19.76	19.76						
Loans	2,687.55	2,687.55						
	<b>4,202.28</b>	<b>4,140.11</b>		<b>0.50</b>	<b>61.67</b>	<b>1.16</b>	<b>4.08</b>	<b>61.01</b>
<b>Current financial liabilities</b>								
Borrowings	14,915.57	14,915.57						
Trade payables	305.95	305.95						
Others	2,664.74	2,664.74						
	<b>17,886.26</b>	<b>17,886.26</b>						

As at March 31, 2019	Carrying Amount				Fair Value			
	Total	Amortised		FVTPL	FVTOCI	Level 1	Level 2	Level 3
		Cost						
(₹ in Million)								
<b>Non-current financial assets</b>								
Investments	62.31			0.50	61.61	1.30		61.01
Loans	3.91	3.91					3.91	
Others	0.14	0.14					0.14	
<b>Current financial assets</b>								
Trade receivables	1,788.31	1,788.31						
Cash and cash equivalents	28.86	28.86						
Other bank balances	18.74	18.74						
Loans	2,686.27	2,686.27						
	<b>4,508.54</b>	<b>4,526.23</b>		<b>0.50</b>	<b>61.61</b>	<b>1.30</b>	<b>4.05</b>	<b>61.01</b>
<b>Current financial liabilities</b>								
Borrowings	13,852.61	13,852.61						
Trade payables	297.43	297.43						
Others	2,668.10	2,668.10						
	<b>16,818.14</b>	<b>16,818.14</b>						

a. The fair value of cash and cash equivalents, other bank balances, trade receivables, trade payables approximated their carrying value largely due to short term maturities of these instruments.

b. Measurement of fair values : The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique

Level - 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities

Level - 2 : Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level - 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs)



**Value Industries Limited**

Notes to financial statements for the year ended March 31, 2020 (Contd.)

**Financial Instruments - Fair values and risk management (Contd.)**

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique
Investments in quoted equity instruments	Listing price as fair value on the date of reporting
Investments in unquoted equity instruments	

**B. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- i) Liquidity risk;
- ii) Credit risk; and
- iii) Interest rate risk

**Risk management framework**

The Company's financial liabilities comprise of borrowings, trade payable and other liabilities to manage its operations and the financial assets include trade receivables, deposits, cash and bank balances, other receivables etc. arising from its operation.

Corporate Insolvency Resolution Process (CIRP) has been initiated in case of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (the Code). Pursuant to the order, the management of affairs of the Company and powers of board of directors of the Company stand vested with the Resolution Professional (RP) appointed by the NCLT. The RP continues to take business decisions, in consultation with the CoC wherever required, to mitigate risks if any. The current risks associated with financial management activities are as under :

**i) Liquidity risk**

The Company is under CIRP. The Company depends upon timely receipt from sales and delay in sales realisation as well as vendor payments can severely impact the current level of operation. 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. Thus it is not required to meet any loan or interest obligation till the completion of CIRP.

Liquidity risk is the financial risk that is encountered due to uncertainty resulting in difficulty in meeting its obligations. An entity is exposed to liquidity risk if markets on which it depends are subject to loss of liquidity for any reason; extraneous or intrinsic to its business operations, affecting its credit rating or unexpected cash outflows. A position can be hedged against market risk but still entail liquidity risk. Prudence requires liquidity risk to be managed in addition to market, credit and other risks as it has tendency to compound other risks. It entails management of asset, liabilities focused on a medium to long-term perspective and future net cash flows on a day-by-day basis in order to assess liquidity risk.

**ii) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

**a) Trade receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has a policy under which each new customer is analysed individually for creditworthiness before offering credit period and delivery terms and conditions.

The following table provides information about the exposure to credit risk for trade receivables:

	(₹ in Million)	
	Gross carrying amount	
	As at March 31, 2020	As at March 31, 2019
<b>Past due not impaired</b>		
Past due 1-30 days	0.15	28.10
Past due 31-60 days	-	20.63
Past due 61-90 days	-	0.98
Past due 91-120 days	0.47	0.51
Past due 121-180 days	5.51	0.71
More than 180 days	1,415.46	1,737.38
<b>Total</b>	<b>1,421.59</b>	<b>1,788.31</b>





**Value Industries Limited**

**Financial Instruments – Fair values and risk management (Contd.)**

**a) Cash and cash equivalents and Other bank balances**

The Company held cash and cash equivalents and other bank balances of Rs 26.88 Million at March 31, 2020 (March 31, 2019: Rs. 47.60 Million). The cash and cash equivalents are held with banks.

**b) Other financial assets**

Other than trade and other receivables, the Company has no other financial assets that are past due not impaired.

**iii) Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Note 34**

**Capital Management**

The entity monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances.

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Current Borrowings	14,915.57	13,852.61
<b>Gross Debt</b>	<b>14,915.57</b>	<b>13,852.61</b>
Less: Cash and cash equivalents	7.12	28.86
Less: Other bank balances	19.76	18.74
<b>Adjusted Net Debt</b>	<b>14,888.69</b>	<b>13,805.01</b>
Total Equity	(7,431.55)	(5,321.84)
<b>Adjusted Net Debt to Total Equity</b>	<b>(2.00)</b>	<b>(2.59)</b>



Value Industries Limited

Notes to financial statements for the year ended March 31, 2020 (Contd.)

Note 35

Employee benefits

The Company contributes to the following post-employment plans in India.

A) Defined Contribution Plans:

The contributions paid/payable to Provident Fund, Employees State Insurance Scheme, Employees Pension Schemes, 1995 and other funds, are determined under the relevant approved schemes and/or statutes and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts/appropriate authorities.

Contribution to Provident and Other Funds of Rs. 8.43 Million (Previous year Rs. 10.04 Million) is recognised as an expense and shown under the head "Employee Benefits Expense" in the Statement of Profit and Loss.

B) Defined Benefit Plan: Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company is required to provide post employment benefit to its employees in the form of gratuity. The present value of the obligation under such defined benefit plan is determined at each balance sheet date based on an actuarial valuation using the projected unit credit method.

In accordance with Ind AS 19, the disclosures relating to defined benefit plan are provided below :

i) Reconciliation of net defined benefit (asset) liability:

Particulars	(₹ in Million)			
	Gratuity		Leave Encashment	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Reconciliation for present value of defined benefit obligations</b>				
Defined benefit obligation at the beginning of the year	50.05	49.45	4.43	5.02
Current service cost	2.42	2.32	2.40	2.29
Interest cost	3.43	3.31	0.29	0.36
Past service cost	-	-	-	-
Actuarial (gains) losses recognised in Other Comprehensive Income				
arising from changes in financial assumptions	2.00	0.83	0.12	0.06
arising from changes in demographic assumptions	(0.03)	-	0.00	-
arising on account of experience changes	(1.24)	4.88	(2.34)	(1.81)
Benefits paid directly by the company	(0.45)	(8.22)	(0.64)	(1.36)
Return on plan assets excluding amounts included in interest income	0.04	(0.29)	-	-
<b>Defined benefit obligation at the end of the year</b>	<b>56.19</b>	<b>52.57</b>	<b>4.27</b>	<b>4.56</b>

ii) Reconciliation of fair value of plan assets:

Particulars	(₹ in Million)	
	Gratuity	
	March 31, 2020	March 31, 2019
At the beginning of the year	43.16	48.14
Interest income	3.03	3.49
Expected Return on Plan Assets	(0.04)	(0.29)
Recognised in other comprehensive income		
Actuarial gains/(losses)		
Employer contributions	0.01	0.04
Benefit paid	(0.45)	(8.22)
<b>At the end of the year</b>	<b>45.71</b>	<b>43.16</b>

iii) Amount recognised in Balance sheet:

Particulars	(₹ in Million)	
	March 31, 2020	March 31, 2019
	<b>Gratuity</b>	
Defined benefit obligation	56.19	52.57
Fair value of plan assets	(45.71)	(43.16)
<b>Net defined benefit (obligation)/assets</b>	<b>10.48</b>	<b>9.41</b>
<b>Leave Encashment</b>		
Defined benefit obligation	4.27	4.56
Fair value of plan assets	-	-
<b>Net defined benefit (obligation)/assets</b>	<b>4.27</b>	<b>4.56</b>



## Note 35 (Contd.)

## Employee benefits (Contd.)

## iv) Expense recognised in the Statement of profit and loss and Other comprehensive Income:

Particulars	(₹ in Million)			
	Gratuity		Leave Encashment	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Expense recognised in the Statement of profit and loss</b>				
Current service cost	2.42	2.32	2.40	2.29
Interest cost	3.43	3.31	0.29	0.36
Interest income	3.03	3.49	-	-
Actuarial (gains) losses on defined benefit obligations arising from changes in financial assumptions	-	-	-	-
arising from changes in demographic assumptions	-	-	-	-
arising on account of experience changes	-	-	-	-
	<b>2.82</b>	<b>2.14</b>	<b>2.69</b>	<b>2.65</b>
<b>Expense recognised in the Other comprehensive income</b>				
Actuarial (gains) losses on defined benefit obligations arising from changes in financial assumptions	2.00	0.83	0.12	0.06
arising from changes in demographic assumptions	(0.03)	-	0.00	-
arising on account of experience changes	(1.24)	4.88	(2.34)	(1.81)
	<b>0.74</b>	<b>5.71</b>	<b>(2.21)</b>	<b>(1.75)</b>

## v) Actuarial assumptions:

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	March 31, 2020	March 31, 2019
<b>Financial assumptions</b>		
Discount rate	6.45%	7.05%
Salary escalation	5.00%	5.00%
<b>Demographic assumptions</b>		
Mortality rate	Indian assured life mortality (2006-2008) table	
Turnover Rate	5% at younger ages reducing to 1% at older ages	
Future Salary Increase	5% per annum	

## vi) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	(₹ in Million)			
	March 31, 2020		March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	54.52	57.95	48.41	51.77
Salary escalation (0.5% movement)	57.96	54.49	51.79	48.37
Attrition Rate (10% movement)	56.27	56.13	50.16	49.94

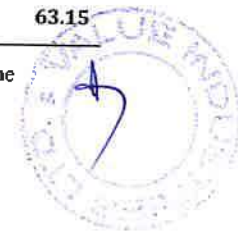
The above sensitivity analysis have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

## vii) The expected future cash flows as at March 31, were as follows:

Particulars	(₹ in Million)				
	Upto 1 year	Between 1-2 years	Between 3-5 years	More than 5 years	Total
	Defined benefit obligations (Gratuity - funded)				
March 31, 2020	3.24	3.07	18.46	48.64	73.41
March 31, 2019	2.78	1.98	14.38	44.01	63.15

The entire Note No 35 is based on actuarial valuation report. Since the company is into CIRP, the assumptions considered in the computations made above and the resultant outcomes may change basis the outcome of CIRP



Value Industries Limited  
Notes to financial statements for the year ended March 31, 2020 (Contd.)

	[₹ in Million]	
	As at 31-Mar-20	As at 31-Mar-19
<b>Note 36</b>		
<b>Contingent Liabilities and Commitments:</b>		
<b>A. Contingent Liabilities not provided for:</b>		
i) Letters of Guarantees (Amount for 31st March 20 is on the basis of balance confirmation as issued by Bank)	3.58	9.97
ii) Claims against the Company not acknowledged as debt:		
a) Custom Duty demands and penalties under dispute {Amount paid under protest Rs. 1.63 Million (Previous year Rs. 1.50 Million)}	11.33	11.33
b) Excise Duty and Service Tax demands and penalties under dispute {Amount paid under protest Rs. 7.68 Million (Previous year Rs. 7.68 Million)}	227.25	227.25
c) Sales Tax demands and penalties under dispute {Amount paid under protest Rs. 26.46 Million (Previous year Rs. 26.46 Million)}	1,007.34	1,007.34
d) Income Tax matters in respect of which appeals are pending {Amount paid under protest/adjusted by Department Rs. 35.33 Million (Previous year Rs. 35.33 Million)}	52.93	52.93
<b>B. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances)	-	1.75

Breakup/details pertaining to contingent liability as at 31st Mar 2019 were not handed over to the Group Resources by the erstwhile officials handling accounts function. Thus, in the absence of underlying data, the company has relied on the opening balances without evaluating if any changes are required to such opening balances during the year. RP has already filed applications with NCLT under section 19 of the Code seeking co-operation from the promoters / erstwhile management of the company for providing the requisite data.

Further, since CIRP commencement, the Company continues to be under the protection of moratorium in terms of section 14 of the Code, prohibiting, inter alia, the institution of suits or continuation of pending suits or proceedings against the Company including execution of any judgement, decree or order in any court of law, tribunal, arbitration panel or other authority.

**Note 37**

The Supreme court of India in the case of Regional Provident Fund Commissioner Vs. Vikekananda Vidya Mandir and Others [LSI-62-SC-2019(NDEL)] has rendered a decision dated February 28, 2019 with reference to the Employees Provident Fund and Miscellaneous Provisions Act, 1952 on a common question of law as to whether special allowance paid by an establishment to its employees would fall within the expression of 'basic wages' under section 2(h)(ii) read with section 6 of the Act for the purpose of computation of deduction towards provident fund. The Supreme Court has held that in order to exclude the allowance from the ambit basic wages, there must be evidence to show that the workman concerned has become eligible to get the extra amount beyond the normal work which he was otherwise required to put in. The test laid down by the Supreme Court will now have to be applied to each and every allowance to examine whether the allowance is excluded from the purview of wages or not. If the test for exclusion is met, then the said allowance would not form part of wages for the purpose of contribution under the Act. Pending necessary clarifications on the subject, no provisions have been made.

**Note 38**

The Company along with 12 other affiliates/entities (collectively referred to as 'Obligors' and individually referred to as 'Borrower') had in 2011 executed a facility agreement with consortium of then existing domestic rupee term lenders (RTL Lenders), in the obligor/co-obligor structure, whereas all the Rupee Term Loans of the Obligors got pooled together. The Borrower entities covered are Value Industries Limited, Videocon Industries Limited (VIL), Trend Electronics Limited, KAIL Limited, Millennium Appliances India Limited, AppliComp (India) Limited, Sky Appliances Limited, Techno Electronics Limited, Century Appliances Limited, PE Electronics Limited, Techno Kart India Limited, Evans Fraser and Co. (India) Limited and Electroworld Digital Solutions Limited.

Further, CE India, which houses the valuable "Videocon" Brand under which the operations of the other Obligors were being carried on, became a Co-obligor for the loans under the RTL agreement by virtue of the indenture of mortgage dated March 20, 2013.

Further Videocon Telecommunications Ltd. (VTL), had availed Rupee Term Loan facility from certain lenders pursuant to the terms and conditions of Rupee Facility Agreement dated May 31, 2010, as amended by the Agreement of Modification to the Rupee Facility Agreement dated August 30, 2010 (collectively the "VTL Agreement"). It was agreed between the RTL Lenders and VTL Lenders to share the security available to the RTL Lenders under the RTL Agreement (including the receivables from each of the Obligors) with the VTL Lenders under the VTL Agreement (including the receivables from VTL) on a reciprocal first pari-passu charge basis.

VTL agreed by way of a Confirmation Agreement dated June 20, 2016 that it shall be deemed to be "Co-obligor" under the RTL Agreement and the RTL obligors also agreed that each of the RTL obligors shall be deemed to be a "Co-obligor" under the VTL Agreement. Thus, VTL is also inducted as co-obligor in the said facility agreement with the consortium of RTL Lenders.

As the Company is a Co-Obligor, it is contingently liable in respect of the borrowings of other Obligors/Borrowers to the extent of outstanding principal balance of Rupee Term Loans as on March 31, 2020 of Rs. 210,123.87 Million (As at March 31, 2019 Rs. 210,123.87 Million).

**Note 39**

The Directorate of Revenue Intelligence, Mumbai Zonal Unit ('DRI') has on December 30, 2014, issued a Show Cause Notice ('SCN') in connection with import of Colour Picture Tubes ('CPTs') by the Company and other concerns. Vide SCN, the Company was called upon, amongst others, as to why the declared value of CPTs imported should not be rejected and the same should not be re-determined and why the amount of anti-dumping duty and penalty Rs. 3.54 Million should not be recovered under the extended period under the provisions of the Customs Act, 1962.

The Company had filed an application with the Adjudication Authority who determined that the declared value is liable to be rejected and re-determined under Custom Valuation Rules read with Section 14 of the Customs Act, 1962 and value is liable for payment of Anti Dumping Duty amounting to Rs. 1.77 Million, which is payable on the import of Colour Picture Tubes from the Company and the penalty of equivalent amount along with the interest thereon under section 114A of the Customs Act, 1962. Subsequently, the Company has filed an appeal against the Order passed by Adjudication Authority before The Customs, Excise and Service Tax Appellate Tribunal (CESTAT) and the same is pending before the said CESTAT. Since the matter pertains to the pre CIRP period, no provision has been made in the financial statements, as it shall be treated as per the provisions of the Code.

**Note 40**

Disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006:

	[₹ In Million]	
	As at 31-Mar-20	As at 31-Mar-19
a) Principal amount remaining unpaid as at the end of the year	4.79	4.94
b) Interest due thereon as at the end of the year	1.81	1.13
c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the suppliers beyond the appointed day during the year	-	0.77
d) Interest due and payable for the period of delay in making payment	1.81	1.13
e) Interest accrued and remaining unpaid at the end of the year	1.81	1.13
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Note: This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such vendors/parties have been identified on the basis of information available with the Company.



**Value Industries Limited**  
Notes to financial statements for the year ended March 31, 2020 (Contd.)

	[₹ in Million]	
	Year ended on 31-Mar-20	Year ended on 31-Mar-19
<b>Note 41</b>		
<b>C.I.F. Value of Imports, Expenditure and Earnings in Foreign Currency</b>		
a) C.I.F. Value of Imports:		
Raw Materials and Stock in Trade	-	0.74
b) Expenditure incurred in Foreign Currency:		
Interest	-	-
c) Other Earnings/Receipts in Foreign Currency:		
F.O.B. Value of Exports	-	-

**Note 42**  
**Corporate Social Responsibility**  
The Company in light of losses incurred in the past years is not required to spend any amount towards Corporate Social Responsibility for the year ended March 31, 2020.

**Note 43**  
The Company is primarily engaged in manufacturing and trading of Electrical and Electronic Appliances and there is no other reportable segment as defined in Indian Accounting Standard 108 on "Operating Segments".

**Note 44**  
The Company did not have any outstanding long term contracts including derivative contracts as at March 31, 2020.

**Note 45**  
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 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 06, 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 of 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 46**  
**Related party transactions:**

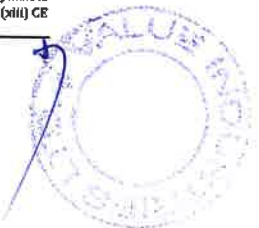
Pursuant to the requirements of IND-AS 24 on "Related Party Disclosures", the disclosure of transactions with related parties (to the extent possible, keeping in view the Company is under CIRP) are given below:

**1. List of Related Parties**

**A. In relation to CIRP**

As explained before, with the commencement of CIRP of the company, Mr. Dushyant Dave was appointed as the interim resolution professional/resolution professional. Further, pursuant to consolidation of CIRP of 13 Videocon Group Entities w.e.f. 8th August, 2019, Videocon Group Entities vest(ed) under common management of the same Insolvency Professional, i.e. first under Mr. Mahendra Khandelwal w.e.f. 8th August 2019 to 26th September, 2019, and thereafter under the control of the Resolution Professional, Mr. Abhijit Guhathakurta.

List of 13 Videocon Group Entities is as follows: (i) Videocon Industries Limited; (ii) Value Industries Limited; (iii) Videocon Telecommunications Limited; (iv) Techno Electronics Limited; (v) Century Appliances Limited; (vi) Millennium Appliances India Limited; (vii) Applicomp (India) Limited; (viii) Sky Appliances Limited; (ix) PE Electronics Limited; (x) Techno Kart India Limited; (xi) Evans Fraser and Co. (India) Limited; (xii) Electroworld Digital Solutions Limited; (xiii) CE India Limited.



**B. Directors and Key Managerial Personnel**

1. At the start of CIRP commencement  
Mr. Naveen Mandhana - Director  
Mr. Bhujang Kaitade - Director  
Mr. Deepak Pednekar - Director

**H. Appointments made post CIRP commencement**

Ms. Samridhi Kumari - Company Secretary (appointment date 5th Dec, 2018)  
Mr. Mayank Bhargava - Company Secretary (appointment date 5th Jun, 2019)  
Mr. Shyam Lal sare - Whole-time Director (appointment date 5th Oct, 2020)  
Ms. Anshika Arora - Company Secretary (appointment date 12th May, 2021)  
Mr. Deepak Soni - Chief Financial Officer (appointment date 19th Mar, 2021)

**III. List of Directors and KMPs available as on the date of signing of these financial statements**  
Mr. Shyam Lal sare - Whole-time Director and Occupier of the factory located at Aurangabad

**C. Other entities**

Based on the latest available audited financials for the year ended Mar, 31 2019, no other entity is being reported as a related party under the provisions of Companies Act, 2013 and IndAS 24

It may be noted that no fresh assessment is made w.r.t. nature of relationship with these entities as on the date of this report. Similarly, no fresh assessment is made w.r.t. nature of relationship with other entities of whom certain ledger balances remain outstanding as on the date of this report, except for those with whom transactions have been entered into post assumption of office of the Resolution Professional.

**2] Transactions with Related Parties during the year:**

Pursuant to the provisions of Section 28 of the Code, the Company can enter into transactions with related parties (as defined under the provisions of the Code) during CIRP period only after the approval of the Committee of Creditors ("CoC").

During the year under consideration, the RP had after his assumption of office taken requisite approvals from the CoC, wherever required, for entering into transactions with related parties as defined under section 5(24)(j) the Code.

Further, since Videocon Group Entities are under a group insolvency, for enhancement of value of the Videocon Group Entities as a whole, it was agreed in the 3rd consolidated CoC by all CoC members that the funds of Videocon Industries Limited (VIL) should be used for meeting shortfall in the fixed costs of the other 12 companies (including the Company) under consolidated CIRP as well as for meeting operational gap for productive business activities. The members of CoC had unanimously authorized the RP to utilize funds of VIL on a need based basis for meeting the shortfall in fixed costs of other 12 group companies (including the Company) and also for meeting any operational requirements for carrying out business / manufacturing activities in these companies with an overall objective to maintain going concern nature, ensure continued business operations and in order to maximize value of the assets of Videocon Group Entities. However, this should not be treated as the additional financing/borrowing(s) in terms of the provisions of the Companies Act, 2013.

There are no other related party transactions made by the Company post assumption of office of the resolution professional which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

Considering the aforesaid background, the following transactions undertaken during the year have been reported as related party transactions:

1. Transactions between and amongst Videocon Group Entities after the assumption of office of the Resolution Professional
2. Transactions with certain other parties where approval of the CoC was taken (for entering into such transaction) after the assumption of office of the Resolution Professional pursuant to the requirements under section 28 of the Code.
3. Transactions with Directors and KMPs during the year.

**Related Party Transaction**

**1. Transactions entered by the Company with remaining Videocon Group Entities after the assumption of office of the Resolution Professional**

(₹ in Million)				
Name of the entity	Sales / Services provided (Income)	Purchases / Services received (Expenses)	Funds transferred from the Company to	Funds received by the Company from
Videocon Industries Limited	59.90	3.37	-	102.24
Value Industries Limited	-	-	-	-
Videocon Telecommunications Limited	-	-	-	-
Techno Electronics Limited	-	-	-	-
Century Appliances Limited	-	-	-	-
Millennium Appliances India Limited	0.85	-	-	-
Applicomp (India) Limited	2.67	-	-	-
Sky Appliances Limited	3.29	-	-	-
PE Electronics Limited	-	-	-	-
Techno Kart India Limited	-	-	-	-
Evans Fraser and Co. (India) Limited	-	-	-	-
Electroworld Digital Solutions Limited	-	-	-	-
CE India Limited	-	-	-	-

Note: Entries towards provisional interest charged by VIL against other co-obligor companies (on pre-CIRP balances) are not covered above.

2. There were no transactions with other parties during the year, after the assumption of office of the Resolution Professional, where approval of CoC was required (for entering into such transaction) pursuant to the requirements under section 28 of the Code.

3. Transactions with Directors and KMPs during the year.

₹ in Million	
Designation ( Individual Name )	Remuneration paid during the year
Mr. Mayak Bhargava ( Company Secretary )	0.34

**Note 47**

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 48**

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 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 49**

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 statements, 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 statements, fully relying in good faith upon these financial statements as prepared by Group Resources. Accordingly, merely by affixation of signatures by RP on these financial statements 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.



Value Industries Limited  
Notes to financial statements for the year ended March 31, 2020 (Contd.)

Note 50

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 51 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 52 Considering the Company is being run as a going concern under CIRP, the financial statements have been prepared on going concern basis.

Note 53 Previous year figures have been reclassified/regrouped wherever necessary to conform to the classification of the current year.

Note 54 a) Pursuant to Consolidation of CIRP of Videcon Group Entities, due to limited availability of resources, the accounting and secretarial compliances of Videcon Group Entities (including the Corporate Debtor) are being collectively managed by employees, officials and consultants of Videcon Group Entities (hereinafter referred to as "Group Resources").

b) The financial statements 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 statements, these financial statements 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 statements and/ or accompanying documents in respect of matters prior to the date of his assumption.

ii) These financial statements 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 statements.

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 statements 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 statements are in conformity with applicable laws with respect to the preparation of the financial statements, 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 statements. In any case, considering that the said financial statements 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 during the year.

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 2016 (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 statements 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 statements merely for this limited purpose of achieving compliance status of the Company in terms of applicable law.

The accompanying notes are integral part of these financial statements

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 on behalf of the Company

ABHIJIT GUHATHAKURTA  
Resolution Professional  
No: IBB/IFA-003/IP-N000103/2017-2019/1115H



**ATTENDANCE SLIP**

**VALUE INDUSTRIES LIMITED**

**CIN:** L99999MH1988PLC046445

**Registered Office:** 14 K.M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka: Paithan

District: Aurangabad - 431 105 (Maharashtra)

**Tel. No.:** +91-2431-251552/5

**E-mail id:** secretarialvg, in@gmail.com **Website:** www.valueind.in

**32<sup>nd</sup> ANNUAL GENERAL MEETING – Monday, 26<sup>th</sup> August, 2024**

32<sup>nd</sup> Annual General Meeting for the financial year 2019-20 to be held on Monday, August 26, 2024 at 12:00 noon at the Registered office of the Company at 14 K.M. Stone, Aurangabad – Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra)

Name of the Member(s).....

Name of the Proxy/Authorized Representative\*.....

Registered Address: .....

.....

E-mail ID: .....

Folio No/ DP ID – Client ID : .....

Number of shares held: .....

I certify that I am a registered shareholder/Proxy/Authorized Representative for the registered Shareholder of the Company and I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company held on Monday, August 26, 2024 at 12:00 noon at the Registered Office of the Company situated at 14 K.M. Stone, Aurangabad – Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra).

.....  
Signature of shareholder

.....  
Authorized Representative/proxy holder(s)

Note: Please fill this attendance slip and hand it over at the entrance of the meeting venue.

\*Applicable in case Proxy/Authorized Representative is attending the meeting.



**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**VALUE INDUSTRIES LIMITED**

**CIN:** L99999MH1988PLC046445

**Registered Office:** 14 K.M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka: Paithan  
District: Aurangabad - 431 105 (Maharashtra)

**Tel. No.:** +91-2431-251552/5

**E-mail id:** secretarialvg, in@gmail.com **Website:** www.valueind.in

**32<sup>nd</sup> ANNUAL GENERAL MEETING – Monday, 26<sup>th</sup> August, 2024**

Name of the Member(s):  
Registered Address:  
Email:  
Folio no. / Client ID:  
DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: ..... Email Id: .....  
Address: .....

Signature: ....., or failing him/her

2. Name: ..... Email Id: .....  
Address: .....

Signature: ....., or failing him/her

3. Name: ..... Email Id: .....  
Address: .....

Signature: ....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on **Monday, August 26, 2024 at 12:00 noon** at the Registered Office of the Company at 14 K.M. Stone, Aurangabad – Paithan Road, Village:

Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra) and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	For	Against
<b>Special Business:</b>			
1.	To ratify appointment and remuneration of statutory auditors of the Company on account of casual vacancy		
2.	To appoint of Mr. Amol Ashok Mandlik (DIN: 10367846) as a Director		
<b>Ordinary Business:</b>			
3.	To receive, consider and adopt the Audited Statement of Profit and Loss, the Audited Balance Sheet, and the Cash Flow Statement and notes and annexures thereto for the financial year ended on 31 <sup>st</sup> March, 2020 together with the report of the Directors and Auditors thereon.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2024

\_\_\_\_\_  
Signature of shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy need not to be a Member.
3. It is optional to put (v) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For Resolution and Note please refer to the Notice of 32<sup>nd</sup> Annual General Meeting.
5. The Company reserves its right to ask for identification of the Proxy.
6. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.

## ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING

**Distances -**  
 From Airport - 22 KM  
 From Central Bus Stand - 14 KM  
 From Railway Station - 10 KM

