

25<sup>th</sup> May, 2022

To

The Secretary  
Corporate Relations Department  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai-400 001

The Secretary  
Corporate Relations Department  
The National Stock Exchange of India Ltd  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra East, Mumbai - 400 051

Dear Sir/Ma'am,

**Subject: Disclosure of reason for delay in submission of financial results of Value Industries Limited for the financial year ended on 31<sup>st</sup> March, 2022 and for the quarter ended on that date pursuant to the Securities and Exchange Board of India ("SEBI") Circular CIR/CFD/CMD-1/142/2018 dated 19<sup>th</sup> November, 2018.**

In terms of Regulation 33(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Value Industries Limited (the "Company") is obliged to submit and/or publish the audited financial results of the Company for the financial year ended on 31<sup>st</sup> March, 2022 and for the quarter ended on that date on or before 30<sup>th</sup> May, 2022.

However, as the Company is not in a position to publish the said results in a timely manner, in compliance with the SEBI circular dated 19<sup>th</sup> November, 2018, the Company would like to furnish the reasons for delay in publishing of financial results for the financial year ended on 31<sup>st</sup> March, 2022 and for the quarter ended on that date as under:

1. As you are aware, pursuant to an application filed before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") by State Bank of India against the Company, under Section 7 of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time ("Code"), the NCLT, had vide its order dated September 05, 2018 admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of the Company in terms of the Code. Subsequently, the Hon'ble NCLT vide its order dated August 08, 2019 ordered the consolidation of the CIRP of the 13 Videocon Group entities, including the Company, ("Videocon Group Entities"). Further, the NCLT vide an order dated September 25, 2019 had appointed Mr. Abhijit Guhathakurta as the resolution professional ("Resolution Professional") for the consolidated CIRP of the Videocon Group Entities including the Company ("Appointment Order"). The Appointment Order was published on September 27, 2019, on which date the Resolution Professional took over the management and affairs of the Videocon Group Entities. Pursuant to the publication of the Appointment Order and in accordance with the provisions of the Code, the powers of the board of directors of the Company were suspended and the same were vested with and were being exercised by the Resolution Professional.
2. It is further submitted that the Hon'ble NCLT vide its order pronounced on 8<sup>th</sup> June, 2021 (copy of the order uploaded on the NCLT website on 14<sup>th</sup> June, 2021) ("NCLT Approval Order") approved the resolution plan of the Corporate Debtors including the Company, submitted by Twin Star Technologies Limited ("Resolution Plan"), under Section 31 of the Code. Pursuant to the NCLT Approval Order and in terms of the Resolution Plan, a steering committee of the Corporate Debtors including the Company was constituted ("Steering Committee").
3. As per the terms of the Resolution Plan, the Steering Committee in its meeting held on June 18, 2021 had appointed Mr. Abhijit Guhathakurta, erstwhile resolution professional, as the interim manager of the Videocon Group Entities including the Company ("Interim Manager") for undertaking the management and control of the of the Videocon Group Entities including the Company, from the date of approval of the NCLT Approval Order till the completion of the implementation process (as provided under the Resolution Plan).

4. Further, appeals were filed by the Bank of Maharashtra and IFCI Limited before the Hon'ble National Company Law Appellate Tribunal, New Delhi (the "NCLAT"), challenging the Plan Approval Order under Section 61 of the Code bearing Company Appeal (AT) (Ins.) No. 503 and 505 of 2021 respectively ("Appeals"). The Hon'ble NCLAT has, vide its order dated 19 July 2021 in the said Appeals *inter alia* stayed the operation of the Plan Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the Plan Approval Order ("Stay Order"). Further, as per the Stay Order, the Resolution Professional had been directed to continue to manage the 13 Corporate Debtors including the Company as per the provisions of the Code till the next date of hearing.
5. The NCLAT vide its order dated January 05, 2022 set aside the Plan Approval Order passed under section 31 of the Insolvency and Bankruptcy Code, 2016 ("IBC Code") approving the Resolution Plan of the Company submitted by Twin Star Technologies Limited. Accordingly, the matter is remitted back to Committee of Creditors for completion of the process relating to CIRP in accordance with the provisions of the IBC Code. Thereafter, the Committee of Creditors in its meeting held on 12<sup>th</sup> January, 2022 decided to reinvoke fresh expressions of interest for submission of resolution plan for Consolidated Corporate Debtors in accordance with provisions of the IBC and regulations thereunder.
6. 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.
7. In terms of the extant regulations, the Company is required to submit financial results for the quarter & financial year ended on 31<sup>st</sup> March, 2018, and quarter ended on 30<sup>th</sup> June, 2018, 30<sup>th</sup> September, 2018, 31<sup>st</sup> December, 2018, 31<sup>st</sup> March, 2019 (both quarter and financial year end results), 30<sup>th</sup> June, 2019, 30<sup>th</sup> September, 2019, 31<sup>st</sup> December, 2019, 31<sup>st</sup> March, 2020 (both quarter and financial year end results), 30<sup>th</sup> June, 2020, 30<sup>th</sup> September 2020, 31<sup>st</sup> December, 2020, 31<sup>st</sup> March, 2021 (both quarter and financial year end results), 30<sup>th</sup> June, 2021, 30<sup>th</sup> September, 2021, 31<sup>st</sup> December, 2021 and 31<sup>st</sup> March, 2022 (both quarter and financial year end results). However, the preparation and finalisation of financial results for the quarter & financial year ended on 31<sup>st</sup> March, 2018 was not prepared and furnished by the erstwhile Board of Directors. Further, the preparation and finalisation of financial results for the for the quarter & financial year ended on 31<sup>st</sup> March, 2018, and quarter ended on 30<sup>th</sup> June, 2018, 30<sup>th</sup> September, 2018, 31<sup>st</sup> December, 2018, 31<sup>st</sup> March, 2019 (both quarter and financial year end results), 30<sup>th</sup> June, 2019, 30<sup>th</sup> September, 2019, 31<sup>st</sup> December, 2019, 31<sup>st</sup> March, 2020 (both quarter and financial year end results), 30<sup>th</sup> June, 2020, 30<sup>th</sup> September 2020, 31<sup>st</sup> December, 2020, 31<sup>st</sup> March, 2021 (both quarter and financial year end results), 30<sup>th</sup> June, 2021, 30<sup>th</sup> September, 2021, 31<sup>st</sup> December, 2021 and 31<sup>st</sup> March, 2022 (both quarter and financial year end results) has not yet concluded with respect to the Company.
8. It is further submitted that until and unless the financial results of the Company for the quarter & financial year ended on 31<sup>st</sup> March, 2018, and quarter ended on 30<sup>th</sup> June, 2018, 30<sup>th</sup> September, 2018, 31<sup>st</sup> December, 2018, 31<sup>st</sup> March, 2019 (both quarter and financial year end results), 30<sup>th</sup> June, 2019, 30<sup>th</sup> September, 2019, 31<sup>st</sup> December, 2019, 31<sup>st</sup> March, 2020 (both quarter and financial year end results), 30<sup>th</sup> June, 2020, 30<sup>th</sup> September 2020, 31<sup>st</sup> December, 2020, 31<sup>st</sup> March, 2021 (both quarter and financial year end results), 30<sup>th</sup> June, 2021, 30<sup>th</sup> September, 2021 and 31<sup>st</sup> December, 2021 are finalised and approved, the Company would not be in a position to prepare and disseminate the financial results for the Financial Year ended on 31<sup>st</sup> March, 2022 and for the quarter ended on that date; since the financial results of the previous quarters and financial years end periods are a pre-requisite to the preparation of the financial results for the financial year ended on 31<sup>st</sup> March, 2022 and for the quarter ended on that date, from an accounting standpoint.

9. The financial results for earlier period could not be completed as the people who were handling the accounts have resigned from the Company during CIRP period and there was lack of cooperation to the Resolution Professional from the promoters and the erstwhile management of the Company. In this regard, it may also be relevant to note that the Resolution Professional has also filed an application under Section 19 of the Code before the Hon'ble NCLT, seeking cooperation from the promoters and the erstwhile management of the Company. Further, it is submitted that it has taken considerable time on account of the complexities involved in entire process including inter alia coordination with the relevant personnel for collation of data. The complexity of preparation of financial statement is further increased due to difficulty in obtaining adequate information from the personnel of the Company. It may also be relevant to note that the Company has submitted the disclosure vide letter dated October 11, 2021 regarding the receipt of resignation letter from Statutory Auditors under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to the Stock Exchanges.
10. Further, due to the Covid-19 pandemic situation in 2020 and 2021 and the measures taken by the Central and State Government with a view to stop the Covid-19 spread by imposing heavy restrictions on free movement of people, the day-to-day functioning of the Company was also affected. As a result, the finance and accounts department of the Company has faced difficulties in finalization of the financial statements of the Company for the quarter & financial year ended on 31<sup>st</sup> March, 2018, and for the quarter ended on 30<sup>th</sup> June, 2018, 30<sup>th</sup> September, 2018, 31<sup>st</sup> December, 2018, 31<sup>st</sup> March, 2019 (both quarter and financial year end results), 30<sup>th</sup> June, 2019, 30<sup>th</sup> September, 2019, 31<sup>st</sup> December, 2019, 31<sup>st</sup> March, 2020 (both quarter and financial year end results), 30<sup>th</sup> June, 2020, 30<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 31<sup>st</sup> March, 2021 (both quarter and financial year end results), 30<sup>th</sup> June, 2021, 30<sup>th</sup> September, 2021, 31<sup>st</sup> December, 2021 and financial year ended on 31<sup>st</sup> March, 2022 and the quarter ended on that date, in this current period. Despite this situation, the accounts and finance team of the Company is trying their best in collating data/information on finalisation of the financial statements, for the quarter & financial year ended on 31<sup>st</sup> March, 2018, and quarter ended on 30<sup>th</sup> June, 2018, 30<sup>th</sup> September, 2018, 31<sup>st</sup> December, 2018, 31<sup>st</sup> March, 2019 (both quarter and financial year end results), 30<sup>th</sup> June, 2019, 30<sup>th</sup> September, 2019, 31<sup>st</sup> December, 2019, 31<sup>st</sup> March, 2020 (both quarter and financial year end results), 30<sup>th</sup> June, 2020, 30<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 31<sup>st</sup> March, 2021 (both quarter and financial year end results), 30<sup>th</sup> June, 2021, 30<sup>th</sup> September, 2021, 31<sup>st</sup> December, 2021 and financial year ended on 31<sup>st</sup> March, 2022 and for the quarter ended on that date, in an expeditious manner and the Company shall endeavour to disseminate the same as early as possible.

It is submitted that for the aforesaid reasons, there will be a delay in publication of audited financial results for the financial year ended on 31<sup>st</sup> March, 2022 and for the quarter ended on that date. The Company shall endeavour to publish the said financial results at the earliest possible.

You are requested to take the same on record and oblige.

Thanking you,

Yours truly,

For **VALUE INDUSTRIES LIMITED**



**ANSHIKA ARORA**  
**COMPANY SECRETARY**  
**ACS NO. 62209**