

**General information about company**

Scrip code	500945
NSE Symbol	VALUEIND
MSEI Symbol	NA
ISIN	INE352A01017
Name of the entity	VALUE INDUSTRIES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory													Textual Information(1)						
Wether the listed entity has a Regular Chairperson													No						
Whether Chairperson is related to MD or CEO													No						
Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Mr	Bhujang Shesharao Kakade	ACTPK4578L	06383819	Non-Executive - Independent Director	Not Applicable		02-06-1962	NA		30-05-2016	30-05-2016		60	1	1	2	2		
Mr	Naveen Bhanwarlal Mandhana	ABEPM0818R	01222013	Non-Executive - Independent Director	Not Applicable		18-09-1956	NA		14-08-2014	14-08-2019		60	1	1	2	0		
Mr	Deepak Anant Pednekar	AARPP0643B	07639771	Non-Executive - Independent Director	Not Applicable		05-03-1960	NA		25-01-2018	25-01-2018		60	1	1	6	0		

### Text Block

Textual Information(1)

The Honble National Company Law Tribunal, Mumbai Bench, ("NCLT"), had vide its order dated September 05, 2018 admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of Value Industries Limited ("Company") ("Admission Order") in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time ("Code"). Subsequently, the Honble NCLT vide its order dated August 08, 2019 ("Consolidation Order") has ordered the consolidation of the CIRP of the 13 Videocon Group entities, including the Company, as more particularly set out in the Consolidation Order (collectively referred to as the ("Videocon Group Entities")). Further, the NCLT vide an order dated September 25, 2019 has 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 has taken 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 stand suspended and the same have been vested with and are being exercised by the Resolution Professional.

As per the provisions of Code and provisions of Regulation 15 (2A) and (2B) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time ("SEBI (LODR)"), the provisions specified in Regulations 17, 18, 19, 20, 21, shall not be applicable during the CIRP. The provisions as specified in said Regulations of the SEBI (LODR) shall not be applicable during the CIRP and 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. While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Company.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

### Annexure 1 Text Block

Textual Information(1)

As per Section 17 of the IBC Code, the powers of the board of directors of the Company stand suspended and the same have been vested with and are exercised by the Resolution Professional appointed under the provisions of IBC. As per Regulation 15 (2A) and (2B) of the SEBI (LODR) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the CIRP period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the resolution professional. While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Company. Accordingly, meetings of the Directors and/ or committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06383819	Bhujang Shesharao Kakade	Non-Executive - Independent Director	Chairperson	26-09-2016		
2	01222013	Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director	Member	14-08-2014		
3	07639771	Deepak Anant Pednekar	Non-Executive - Independent Director	Member	25-01-2018		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01222013	Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director	Chairperson	14-08-2014		
2	07639771	Deepak Anant Pednekar	Non-Executive - Independent Director	Member	25-01-2018		
3	06383819	Bhujang Shesharao Kakade	Non-Executive - Independent Director	Member	26-09-2016		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06383819	Bhujang Shesharao Kakade	Non-Executive - Independent Director	Chairperson	26-09-2016		
2	01222013	Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director	Member	14-08-2014		
3	07639771	Deepak Anant Pednekar	Non-Executive - Independent Director	Member	25-01-2018		



<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06383819	Bhujang Shesharao Kakade	Non-Executive - Independent Director	Chairperson	26-09-2016		
2	01222013	Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director	Member	14-08-2014		
3	07639771	Deepak Anant Pednekar	Non-Executive - Independent Director	Member	25-01-2018		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06383819	Bhujang Shesharao Kakade	Non-Executive - Independent Director	Chairperson	26-09-2016		
2	01222013	Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director	Member	14-08-2014		
3	07639771	Deepak Anant Pednekar	Non-Executive - Independent Director	Member	25-01-2018		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	30-12-2019				Yes	2	2
2		03-01-2020	3		Yes	2	2

**Text Block**

Textual Information(1)	<p>The Meeting of Directors was originally held on 30th December, 2019 and adjourned to 3rd January, 2020.</p> <p>As per Section 17 of the IBC Code, the powers of the board of directors of the Company stand suspended and the same have been vested with and are exercised by the Resolution Professional appointed under the provisions of IBC. As per Regulation 15 (2A) and (2B) of the SEBI (LODR) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the CIRP period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the resolution professional. While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Company. Accordingly, meetings of the Directors and/ or committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.</p>
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## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Audit Committee	30-12-2019				Yes	2	2
2	Audit Committee	03-01-2020	3			Yes	2	2
3	Stakeholders Relationship Committee	30-12-2019				Yes	2	2
4	Nomination and remuneration committee	30-12-2019				Yes	2	2
5	Corporate Social Responsibility Committee	30-12-2019				Yes	2	2

**Text Block**

Textual Information(1)

\*The Meeting of the Audit Committee was originally held on 30th December, 2019 and adjourned to 3rd January, 2020.

\*\*Apart from the above committees, the Company has constituted Finance and General Affairs Committee. However, the details of the same are not mentioned as the same is not required as per the format given under SEBI (LODR), 2015.

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Mayank Bhargava
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)	<p>Comment w.r.t Point No. 7</p> <p>The Company is under CIRP under the Code and therefore, the powers of the board of directors stand suspended and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by resolution professional in accordance with Section 17 and 23. Moreover, as per Regulation 15 (2A) and 2(B) of the SEBI (LODR) as amended from time to time, the provision specified in Regulation 17,18, 19, 20, and 21 of the SEBI (LODR) shall not be applicable on CIRP Companies.</p> <p>On this background, we submit that the Company being under corporate insolvency resolution process is exempted by LODR regulations from conducting meetings of board of directors and above committees and therefore, the Company has been fully compliant with the provisions of SEBI (LoDR), 2015 and comment has been marked as "YES.</p> <p>Comment w.r.t Point No. 8</p> <p>The Company is under CIRP under the Code and therefore, the powers of the board of directors stand suspended, and in the virtue of delegated roles and responsibilities, the report for the quarter ended March 31, 2020, has been taken on record by the Resolution Professional.</p> <p>Comment w.r.t Point No. 9</p> <p>The report for the Previous quarter had been placed before Mr. Abhijit Guhathakurta, the resolution professional to take note. The report for the quarter ended 31st March 2020, shall be placed before the Resolution Professional. As per Section 17 of the IBC Code, the powers of the board of directors of the Company stand suspended and the same have been vested with and are being exercised by Resolution Professional appointed under the provisions of IBC. As per Regulation 15 (2A) and (2B) of the SEBI (LODR), as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the CIRP period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by Resolution Professional. While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Company. Accordingly, meetings of the Directors and/ or committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws. In line with this, one meeting of the Directors and committees were conducted in the previous quarter and were chaired by Resolution Professional.</p>
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## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.valueind.in/aboutus.aspx">www.valueind.in/aboutus.aspx</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Others">www.valueind.in/relationsservice.aspx?Sel=Others</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.valueind.in/image/value/Committees_Composition_as_on_31st%20March%202020.pdf">www.valueind.in/image/value/Committees_Composition_as_on_31st%20March%202020.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Code%20of%20Conduct">www.valueind.in/relationsservice.aspx?Sel=Code%20of%20Conduct</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.valueind.in/image/value/Value%20Whistle%20Blower%20Policy.pdf">www.valueind.in/image/value/Value%20Whistle%20Blower%20Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Policies">www.valueind.in/relationsservice.aspx?Sel=Policies</a>

7	Policy on dealing with related party transactions	Yes		<a href="http://www.valueind.in/image/value/Value%20Related%20Party%20Transaction%20Policy.pdf">www.valueind.in/image/value/Value%20Related%20Party%20Transaction%20Policy.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.valueind.in/image/value/Value%20Familiarisation%20Program%20for%20Independent%20Directors.pdf">www.valueind.in/image/value/Value%20Familiarisation%20Program%20for%20Independent%20Directors.pdf</a>

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Investor%20Contacts">www.valueind.in/relationsservice.aspx?Sel=Investor%20Contacts</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Investor%20Contacts">www.valueind.in/relationsservice.aspx?Sel=Investor%20Contacts</a>
12	Financial results	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Annual%20Results">www.valueind.in/relationsservice.aspx?Sel=Annual%20Results</a>
13	Shareholding pattern	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Share%20Holding">www.valueind.in/relationsservice.aspx?Sel=Share%20Holding</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Corporate%20Announcement">www.valueind.in/relationsservice.aspx?Sel=Corporate%20Announcement</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.valueind.in/relationsservice.aspx">www.valueind.in/relationsservice.aspx</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Policies">www.valueind.in/relationsservice.aspx?Sel=Policies</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="http://www.valueind.in/relationsservice.aspx?Sel=Policies">www.valueind.in/relationsservice.aspx?Sel=Policies</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.valueind.in/home.aspx">www.valueind.in/home.aspx</a>

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	NA	
4	Quorum of Board meeting	17(2A)	NA	
5	Review of Compliance Reports	17(3)	NA	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	NA	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	NA	
14	Maximum number of Directorships	17A	NA	
15	Composition of Audit Committee	18(1)	NA	
16	Meeting of Audit Committee	18(2)	NA	
17	Composition of nomination & remuneration committee	19(1) & (2)	NA	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	NA	
19	Meeting of Nomination and Remuneration Committee	19(3A)	NA	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	NA	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	NA	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	No	The Annual Secretarial Compliance report is pertaining to the period ended on March 31, 2019 and due to certain technical difficulties and lack of clarity on its applicability for CIRP companies, the Company couldn't obtain and, consequently, submit the report with stock exchanges within the stipulated time.
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	No	As per Section 17 of the IBC Code, the powers of the board of directors of the Company stand suspended and the same have been vested with and are exercised by the Resolution Professional appointed under the provisions of IBC. Therefore, 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 as the Company was referred to CIRP and the powers of the Board of Directors stands suspended.
35	Familiarization of independent directors	25(7)	NA	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	No	Due to financial constraint.
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect	26(2) &	Yes	

to Obligations of directors and senior management	26(5)		
Any other information to be provided	Textual Information(1)		

<b>Text Block</b>	
Textual Information(1)	

Textual Information(1)

**Annexure II**

1	Name of signatory	Mayank Bhargava
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Mayank Bhargava
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Mayank Bhargava
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-05-2020



