

**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	Quarterly
Date of Report	31-12-2019
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)				
Whether the listed entity has a Regular Chairperson											No				
Whether Chairperson is related to MD or CEO											No				
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)
ACTPK4578L	06383819	Non-Executive - Independent Director	Chairperson		02-06-1962	NA		30-05-2016	30-05-2016		60	1	1	2	1
ABEPM0818R	01222013	Non-Executive - Independent Director	Not Applicable		18-09-1956	NA		14-08-2014	14-08-2014		60	1	1	2	0
AARPP0643B	07639771	Non-Executive - Independent Director	Not Applicable		05-03-1960	NA		28-12-2018	28-12-2018		60	1	1	6	0

**Text Block**

Textual Information(1)

Mr. Abhijit Guhathakurta is appointed as resolution professional (RP) for consolidated CIRP of Videocon Group Entities, including Company, vide order dtd Sept 25, 2019. RP took over management & affairs of all entities & powers of board stand suspended & vested with & exercised by RP. As per IBC & Reg 15(2A),(2B) of SEBI (LODR), 2015 provisions of Reg 17 to 21, shall not be applicable during CIRP & roles & responsibilities of board & committees, shall be fulfilled by RP

<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 the provisions of Code and provisions of Regulation 15 (2A) and (2B) of the SEBI (LODR), as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20, 21, shall not be applicable during the CIRP. The provisions as specified in the said regulations 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 interim resolution professional or resolution professional. While the powers of the board of directors and the committees 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.

Audit Committee Details							
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		

Nomination and remuneration committee							
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	26-09-2016		
3	06383819	Bhujang Shesharao Kakade	Non-Executive - Independent Director	Member	25-01-2018		

Stakeholders Relationship Committee							
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		



Risk Management Committee							
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		

Corporate Social Responsibility Committee							
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

**Text Block**

Textual Information(1)

\*Meeting of Directors originally held on 30th December, 2019 and adjourned to 3rd January, 2020

\*\*As per Section 17 of the 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 Code by the NCLT vide the Appointment Order. 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 may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.

#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. Since, 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 and in terms of Section 19 of the Code, the board of directors 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.

**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	Nomination and remuneration committee	30-12-2019				Yes	2	2
3	Stakeholders Relationship Committee	30-12-2019				Yes	2	2

<b>Text Block</b>	
Textual Information(1)	<p>*Meeting of Audit Committee originally held on 30-12-2019 and adjourned to 03-01-2020.</p> <p>** As per Section 17 of the 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 Code. 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>

**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)

The report for the quarter ended 30th September, 2019, and for the quarter ended 30th June, 2018, 30th September, 2018, 31st December, 2018, 31st March, 2019, 30th June, 2019, had been placed before Mr. Abhijit Guhathakurta, the resolution professional to take note and there is no comment/observation/advice of the resolution professional. The report for the quarter ended 31st December 2019, shall be placed before the Resolution Professional.

#As per Section 17 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 Resolution Professional appointed under the provisions of Code. 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, two meetings of the Directors and committees were conducted in the previous quarter and were chaired by Resolution Professional.

**Signatory Details**

Name of signatory	Mayank Bhargava
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-01-2020

