

2014
ANNUAL REPORT



VALUE INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Subhash S. Dayama
Mr. Avinash H. Malpani
Mr. Naveen B. Mandhana
Mrs. Gayathri R. Girish

AUDITORS

Khandelwal Jain & Co.

Chartered Accountants
12-B, Baldota Bhavan,
117, Maharshi Karve Road,
Opp. Churchgate Railway Station,
Mumbai – 400 020

Kadam & Co.

Chartered Accountants
“Vedant” 8/9 Viraj Estate,
Opp. Tarakpur Bus Stand,
Ahmednagar – 414 003

COMPANY SECRETARY

Ms. Anagha Joshi

REGISTERED OFFICE:

14 K.M. Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
District: Aurangabad – 431 105 (Maharashtra)

MANUFACTURING FACILITY:

15 K.M. Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
District: Aurangabad – 431 105 (Maharashtra)

BANKERS

Indian Bank
Allahabad Bank
Axis Bank Limited
Bank of Baroda
Bank of India
IDBI Bank Limited
Punjab National Bank
State Bank of Bikaner & Jaipur
State Bank of India
The Federal Bank Limited
UCO Bank

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NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the Members of **VALUE INDUSTRIES LIMITED** (the "Company") will be held on **Tuesday, 30th June, 2015**, at the Registered Office of the Company at 14 K. M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka : Paithan, District: Aurangabad – 431 105 (Maharashtra) at **2.00 p.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended on 31st December, 2014 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.

2. To ratify the appointment of Auditors, to fix their remuneration 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 Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) and M/s. Kadam & Co., Chartered Accountants, Ahmednagar (Firm Registration No. 104524W), as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting i.e. the 27th Annual General Meeting until the conclusion of the 29th Annual General Meeting (subject to ratification by the Members at every subsequent Annual General Meeting) on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

3. To confirm/appoint Mr. Avinash H. Malpani (DIN: 00279976), as an Independent Director 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 Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Avinash H. Malpani (DIN: 00279976), Director of the Company, who was originally appointed by the shareholders as an Independent Director within the meaning of Clause 49 of the Listing Agreement entered with the Stock Exchanges, liable to retire by rotation, and subsequently classified/appointed as an Independent Director within the meaning of the provisions of Section 149 of the Companies Act, 2013, by the Board of Directors of the Company at their meeting held on 14th August, 2014 to comply with the requirements of Companies Act, 2013 and Rules made thereunder, to hold office upto a term of five consecutive years from 14th August, 2014, and in respect of whom the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Avinash H. Malpani for the office of Director of the Company, be and is hereby confirmed/appointed as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation."

4. To confirm/appoint Mr. Naveen B. Mandhana (DIN: 01222013), as an Independent Director 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 Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Naveen B. Mandhana (DIN: 01222013), Director of the Company, who was originally appointed by the shareholders as an Independent Director within the meaning of Clause 49 of the Listing Agreement entered with the Stock Exchanges, liable to retire by rotation, and subsequently classified/appointed as an Independent Director within the meaning of the provisions of Section 149 of the Companies Act, 2013, by the Board of Directors of the Company at their meeting held on 14th August, 2014 to comply with the requirements of Companies Act, 2013 and Rules made thereunder, to hold office upto a term of five consecutive years from 14th August, 2014, and in respect of whom the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Naveen B. Mandhana for the office of Director of the Company, be and is hereby confirmed/appointed as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation."

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013 and the Rules made thereunder, as amended, including any statutory modification(s) or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mrs. Gayathri R. Girish (DIN: 07145426), who was appointed as an Additional Director on the Board on 31st March, 2015, and who holds office upto the date of this Annual General Meeting and being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member signifying its intention to propose her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies payment of remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) to Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, Aurangabad, (Membership No. 5255), for conducting Audit of Cost Accounting Records maintained by the Company in respect of Machinery and Mechanical Appliances for the financial year ending on 31st December, 2015.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

By order of the Board of Directors of
VALUE INDUSTRIES LIMITED

ANAGHA JOSHI
COMPANY SECRETARY
ACS30976

Place : Mumbai
Date : 14th May, 2015

Registered Office:

14 K.M. Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
District: Aurangabad – 431 105 (Maharashtra)
CIN: L99999MH1988PLC046445
E-mail id: secretarial_value@videconmail.com
Website: www.valueind.in
Tel.No.: +91-2431-251552/5
Fax. No.: +91-2431-251571

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") 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 AN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN 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 the provisions of Section 102 of the Companies Act, 2013, a statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of the Notice.
3. Copies of the Notice of 27th 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), for communication purposes. Hard copies of Annual Report will be supplied to those Members to whom copies of the Notice together with the Annual Report

has been sent by electronic mode, upon request. For Members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode and the Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting. Members/proxies should also bring the attached Attendance Slip duly filled and hand it over at the entrance of the venue.

4. Corporate Members intending to send their Authorised Representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising such representative(s) to attend and vote on their behalf at the Meeting.
5. 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 by ballot.
6. Pursuant to Clause 49 of the Listing Agreement entered with the Stock Exchanges, additional information including brief profile of the Directors seeking confirmation/appointment at this Annual General Meeting has been appended to the Notice of Annual General Meeting.
7. The Register of Members and Share Transfer Books shall remain closed from Friday, 19th June, 2015 to Tuesday, 30th June, 2015 (both days inclusive) for the purpose of the Meeting.
8. 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 to the Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the entrance of the venue.
9. Members, who hold shares in dematerialized form, are requested to write their Client ID and Depository Participant ID and those who hold shares in physical form are requested to write their Folio Number on the Attendance Slip and bring their Attendance Slip, as enclosed, alongwith their copy of Annual Report to the Meeting.
10. In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and revised Clause 35B of the Listing Agreement, the Company is pleased to offer 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. The Members who have casted their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but they shall not be allowed to cast vote again at the Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (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 Annual General Meeting but have not casted their votes by availing the remote e-voting facility.
11. The remote e-voting facility shall be opened from Saturday, 27th June, 2015 at 9.00 a.m. to Monday, 29th June, 2015 till 5.00 p.m. both days inclusive. Detailed instructions for Voting through Electronic Mode are given as a part of this Notice. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Monday, 29th June, 2015. 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 resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
12. The Notice of the Meeting is being placed on the website of the Company viz., www.valueind.in and also on the website of CDSL viz., www.cdslindia.com.
13. Mrs. Kanchan A. Kakade, Company Secretary in Whole-Time Practice, (CP No. 11999) has 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.
14. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 3 days 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 and the Chairman or a person as may be authorized by him in writing shall declare the results 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.valueind.in and on the website of CDSL at www.cdslindia.com, immediately after the results are declared by the Chairman.
15. The Company has fixed Tuesday, 23rd June, 2015 as the cut-off date/entitlement date for identifying the Shareholders entitled to participate in the remote e-voting through Electronic Mode or in the Meeting by Ballot. 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 date/entitlement date only shall be entitled to avail the said facility of remote e-voting as well as voting at the Meeting.
16. 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/entitlement date i.e. Tuesday, 23rd June 2015, may obtain the User ID and Password by sending an email request to secretarial_value@videoconmail.com. Members may also call on +91 - 22 - 66113660 or send a request to Ms. Anagha Joshi, Company Secretary, by writing to her at Value Industries Limited at 2nd Floor, Fort House, Dr. D N Road, Fort, Mumbai - 400 001.
17. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholders as on the cut-off date/entitlement date.
18. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed/unpaid dividend for the financial year 2006-07 to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Dividend for the financial year ended 2007-08 and thereafter, which remain unclaimed for a period of seven years will be transferred to the IEPF. Members who have not encashed dividend warrant(s)/instrument(s) for the said years are requested to obtain duplicate warrant(s)/demand drafts by writing to the Company's Registrar and Transfer Agent, M/s. MCS Limited. Members are requested to note that upon transfer, no claims shall lie against the Company or the IEPF in respect of any amounts which remained unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims. The details of the unclaimed dividend as at the last Annual General Meeting held on 30th June, 2014 are available on the Company's website at www.valueind.in and on the website of Ministry of Corporate Affairs at www.mca.gov.in.
19. Members who hold shares in physical form, under multiple folios, in identical names or joint accounts in the same order or names, are requested to send the share certificates to M/s. MCS Limited, Registrar and Transfer Agent of the Company, for consolidation into a single folio.
20. Members holding shares in physical form are requested to kindly notify any change in their address(es) to the Company, so as to enable the Company to address future communications to their correct address(es). Members holding shares in electronic form are requested to notify any change in their address(es) to their respective Depository Participant.
21. Non-Resident Indian Members are requested to inform M/s. MCS Limited, the Registrar and Transfer Agent of the Company, immediately of change in their residential status on return to India for permanent settlement together with the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
22. The equity shares of the Company are compulsorily tradable in electronic form and your Company has established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Taking into consideration the enormous advantages offered by the Depository Systems, members are requested to avail the facility of dematerialization of the Company's shares on either of the Depositories, as aforesaid.
23. The Annual Report of the Company, circulated to the members of the Company, will be made available on the Company's website at www.valueind.in and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
24. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 3.00 p.m. upto the date of the Meeting.
25. Members desiring any information as regards to the Accounts are requested to write to the Company at an early date so as to enable the Chairman of the Meeting to reply at the Meeting.
26. Members may address their queries/ communications at secretarial_value@videoconmail.com.
27. Members are requested to kindly bring their copy of the Annual Report to the Meeting.

E-Voting Instructions

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted is as under:

- (i) The voting period shall begin on Saturday, 27th June, 2015 at 9.00 a.m. and will end on Monday, 29th June, 2015 at 5.00 p.m., both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date i.e. Tuesday, 23rd June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number given below the Notice/on the Attendance Slip, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 **VALUE INDUSTRIES LIMITED** 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 out print of the voting done by you by clicking on "click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same 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) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the account they would be able to cast their vote.
 - 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.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xviii) 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/entitlement date i.e. Tuesday, 23rd June 2015, may obtain the User ID and password by sending an email request to secretarial_value@videoconmail.com. Members may also call on +91 - 22 - 66113660 or send a request to Ms. Anagha Joshi, Company Secretary, by writing to her at Value Industries Limited at 2nd Floor, Fort House, Dr. D N Road, Fort, Mumbai - 400 001.

By order of the Board of Directors of
VALUE INDUSTRIES LIMITED

ANAGHA JOSHI
COMPANY SECRETARY
ACS30976

Place : Mumbai
Date : 14th May, 2015

A STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Avinash H. Malpani was appointed as Non-Executive Independent Director, pursuant to Clause 49 of the Listing Agreement entered with the Stock Exchanges.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, every listed company shall have at least one-third of the total number of directors as independent directors. Further, in terms of the provisions of Clause 49 (II) (A) (2) of the Listing Agreement where the Chairman of the Board is a non-executive director, at least one-third of the Board should comprise of independent directors and in case the company does not have a regular non-executive Chairman, at least half of the Board should comprise of independent directors.

Therefore, with a view to comply with the requirements of the provisions of Section 149 of the Companies Act, 2013 and the provisions of Clause 49 of the Listing Agreement the Board of Directors thought it fit to appoint Mr. Avinash H. Malpani, Independent Director for a period of five consecutive years. Accordingly, the Board of Directors of the Company at its meeting held on 14th August, 2014, have made to continue appointment of Mr. Avinash H. Malpani as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.

The Company has received from Mr. Avinash H. Malpani (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and (3) a declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

The Company has also received a notice in writing along with requisite deposit, from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Avinash H. Malpani for the office of Directors of the Company.

The Board seeks the approval of the Members of the Company to confirm/appoint Mr. Avinash H. Malpani as an Independent Director of the Company for five consecutive years from 14th August, 2014, pursuant to the provisions of Section 149 and such other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

A brief profile of Mr. Avinash H. Malpani, nature of expertise in specific functional area, name of other public companies in which he holds directorship and membership/chairmanship of the committees of the Board of Directors and the particulars of the shareholding as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchanges is appended to the Notice.

In the opinion of the Board of Directors, Mr. Avinash H. Malpani, the Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

All the relevant documents in connection with the appointment of Mr. Avinash H. Malpani, are available for inspection without any fee by the Members at the Company's Registered Office during 10.00 a.m. to 3.00 p.m. on working days upto the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Avinash H. Malpani as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Mr. Avinash H. Malpani, to whom the resolution relates, is interested or concerned in this Resolution.

Item No. 4

Mr. Naveen B. Mandhana was appointed as Non-Executive Independent Director, pursuant to Clause 49 of the Listing Agreement entered with the Stock Exchanges.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, every listed company shall have at least one-third of the total number of directors as independent directors. Further, in terms of the provisions of Clause 49 (II) (A) (2) of the Listing Agreement where the Chairman of the Board is a non-executive director, at least one-third of the Board should comprise of independent directors and in case the company does not have a regular non-executive Chairman, at least half of the Board should comprise of independent directors.

Therefore, with a view to comply with the requirements of the provisions of Section 149 of the Companies Act, 2013 and the provisions of Clause 49 of the Listing Agreement, the Board of Directors thought it fit to appoint Mr. Naveen B. Mandhana, Independent Director for a period of five consecutive years. Accordingly, the Board of Directors of the Company at its meeting held on 14th August, 2014, have made to continue appointment of Mr. Naveen B. Mandhana as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.

The Company has received from Mr. Naveen B. Mandhana (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and (3) a declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

The Company has also received a notice in writing along with requisite deposit, from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Naveen B. Mandhana for the office of Directors of the Company.

The Board seeks the approval of the Members of the Company to confirm/appoint Mr. Naveen B. Mandhana as an Independent Director of the Company for five consecutive years from 14th August, 2014, pursuant to the provisions of Section 149 and such other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

A brief profile of Mr. Naveen B. Mandhana, nature of expertise in specific functional area, name of other public companies in which he holds directorship and membership/chairmanship of the committees of the Board of Directors and the particulars of the shareholding as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchanges is appended to the Notice.

In the opinion of the Board of Directors, Mr. Naveen B. Mandhana, the Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

All the relevant documents in connection with the appointment of Mr. Naveen B. Mandhana, are available for inspection without any fee by the Members at the Company's Registered Office during 10.00 a.m. to 3.00 p.m. on working days upto the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Naveen B. Mandhana as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Mr. Naveen B. Mandhana, to whom the resolution relates, is interested or concerned in this Resolution.

Item No. 5

As per the provisions of Section 149 of the Companies Act, 2013, and Rules made there under, every listed company shall have atleast one woman director on the board of the company. In order to comply with the requirements of the said provision, the Board of Directors appointed Mrs. Gayathri R. Girish as an Additional Director on 31st March, 2015.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mrs. Gayathri R. Girish holds office upto the date of ensuing Annual General Meeting. Notice under Section 160 of the Companies Act, 2014, has been received in writing from a member together with requisite deposit signifying its intention to propose her candidature for the office of the Director of the Company.

Keeping in view her vast experience, the Board considers that the appointment of Mrs. Gayathri R. Girish on the Board of the Company would be beneficial for the Company. Hence, it is proposed to appoint her as a Director, liable to retire by rotation.

The Company has received from Mrs. Gayathri R. Girish (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013.

Brief profile of Mrs. Gayathri R. Girish in terms of Clause 49 of the Listing Agreement is provided at the end of this Notice.

The Board recommends the passing of the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval of the members of the Company.

Save and except, Mrs. Gayathri R. Girish, to whom the Resolution relates, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

Item No. 6

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, Aurangabad, (Membership No. 5255) as the Cost Auditor of the Company to conduct the Audit of the Cost Accounting Records, maintained by the Company for the financial year commencing on 1st January, 2015 and ending on 31st December, 2015.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution for ratification of the remuneration amounting to ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus applicable service tax and out of pocket expenses payable to Mr. Jayant B. Galande for financial year ending on 31st December, 2015.

The Board, accordingly, recommends the passing of the Ordinary Resolution at Item No. 6 of the accompanying Notice for approval of the members of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above Resolution.

Brief profile of the Directors proposed to be appointed, as required in terms of the provisions of the Clause 49 of the Listing Agreement:

Sr. No.	Particulars	Profile of the Director		
		Avinash H. Malpani	Naveen B. Mandhana	Gayathri R. Girish
1.	Name of the Director	Avinash H. Malpani	Naveen B. Mandhana	Gayathri R. Girish
2.	Date of Birth	22nd March, 1972	18th September, 1956	1st December, 1978
3.	Educational Qualification	Commerce Graduate	Engineering Graduate	Commerce Graduate, Associate Member of Institute of Company Secretaries of India
4.	Date of appointment on the Board	30th September, 1996	8th March, 1988	31st March, 2015
5.	Category of the Director	Independent	Independent	Professional
6.	Area of Expertise / Senior Position Held / Work Experience	He carries with him vast experience in diversified fields.	He carries with him more than 3 decades of experience in the field of Manufacturing, Technical, Finance and Marketing.	She carries with her rich experience in the field of company law and secretarial practice.
7.	Details of Directorships in other Public Limited Companies (including subsidiaries of Public Company)	Nil	1. Sirius Semiconductor Limited 2. Virtual Electronics Limited 3. Ram Ratna Wires Limited	Nil
8.	Names of the other Committees in which Chairman	Nil	Virtual Electronics Limited (Audit)	Nil
9.	Names of the other Committees in which Member	Nil	Nil	Nil
10.	No. of shares held	Nil	Nil	Nil

By order of the Board of Directors of
VALUE INDUSTRIES LIMITED

Place : Mumbai
Date : 14th May, 2015

ANAGHA JOSHI
COMPANY SECRETARY
ACS30976

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Twenty-Seventh Annual Report of the Company together with the Audited Accounts and Auditors' Report for the financial year ended 31st December, 2014.

FINANCIAL RESULTS AND OPERATIONS

The performance of the Company for the financial year ended 31st December, 2014, is summarized hereunder:

(₹ in Million)

Particulars	Year ended 31st December, 2014	Year ended 31st December, 2013
Net Sales	15,132.11	14,261.88
Other Income	5.28	29.60
Total Income	15,137.39	14,291.48
Profit before Finance Costs, Tax and Depreciation	1,180.93	1,012.50
Finance Costs	944.61	1,017.22
Depreciation and Amortisation	779.64	847.08
Profit/(Loss) before Tax	(543.32)	(851.80)
Profit/(Loss) for the year	(437.88)	(727.77)

During the year under review, the turmoil on the weather and political front coupled with negative consumer sentiments had resulted in the decline in the demand and prices for consumer durable goods. The consumer remained cautious and was inclined towards essential commodities only while keeping the high-end appliances/electronics shopping on hold. Further, the new norms of Bureau of Energy Efficiency have led to the increase in cost of air conditioners and refrigerators. However, with the new government coming in, the consumer sentiments are expected to turn positive resulting in better growth in the Consumer Electronics & Home Appliances Industry.

The net sales of the Company have increased to ₹ 15,132.11 Million for the financial year ended 31st December, 2014 from ₹ 14,261.88 Million for the financial year ended 31st December, 2013. The finance costs of the Company has reduced to ₹ 944.61 Million for the financial year ended 31st December, 2014 from ₹ 1,017.22 Million for the financial year ended 31st December, 2013. The Company has incurred a net loss of ₹ 437.88 Million for the financial year ended 31st December, 2014 as compared to the net loss of ₹ 727.77 Million for the financial year ended 31st December, 2013.

DIVIDEND

In view of the loss incurred during the year under review, the Board of Directors do not recommend any dividend for the financial year ended 31st December, 2014.

TRANSFER TO RESERVES

In view of the loss incurred during the year under review, your Directors propose not to transfer any amount to the General Reserve.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of ₹ 0.98 Million in respect of unclaimed/unpaid dividend for the financial year 2006-07 to the Investor Education and Protection Fund (IEPF). Dividend for the financial year ended 2007-08 and thereafter, which remain unclaimed for a period of seven years will be transferred to the IEPF. Members who have not encashed dividend warrant(s)/instrument(s) for the said years are requested to obtain duplicate warrant(s)/demand drafts by writing to the Company's Registrar and Transfer Agent.

FIXED DEPOSITS

The Company has not accepted/renewed any deposit within the meaning of Section 58A of the Companies Act, 1956 and as such, no amount of principal/interest was outstanding as on the Balance Sheet date.

PARTICULARS OF EMPLOYEES

The Company does not have any employee whose particulars are required to be furnished under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the foreign exchange outgo amounted to ₹ 865.80 Million as against ₹ 928.20 Million during the year ended 31st December, 2013. There were no foreign exchange earnings during the year under review and previous year ended on 31st December, 2013.

CONSERVATION OF ENERGY

The Company has shifted its parameters from the 'can do' alternative to the 'must do'. Conservation of energy has been an area of focus of your Company with emphasis has always been on reduction in power consumption in products, manufacturing process and operations.

Your Company is focused on developing green technology and products based on the main principles of minimizing environmental impact across the entire product life cycle, from procurement, manufacturing, distribution, usage to disposal. Your Company is launching products that embody the environmental values of reducing energy consumption, resources and hazardous substances, protecting water resources and leveraging green wherever possible. The Company has always been conscious of the need for sustainable development and conservation of energy and has been sensitive in making progress towards this initiative.

The Company has formed an in-house team comprising of experts to regularly keep a check on the energy conservation at the work place.

Some of the specific measures undertaken by the Company are:

- Replacement of all high consumption luminaries to LEDs and CFLs lights.
- Daily monitoring of energy consumption of production line as per Kwh/Product Target and analysis of the same on weekly basis .
- Improved capacity of equipments by reducing tact time.
- All major equipments and Air conditioners are under auto shut off mode during break and specified intervals.
- Monitoring and maintaining power in distribution network to minimize the losses.
- Created awareness in the employees by giving scheduled training about importance of the energy conservation and basic technique of conservations.
- Displayed visual information in entire work places to encourage employees to think about energy conservation.
- Adherence to preventive maintenance schedule to ensure all machineries run at rated efficiency.
- Optimized rating of pumps in pump house.
- Introduced natural sources of light by providing transparent sheets and ventilators on roofs for good circulation of air.
- Replaced old energy inefficient AC's with 5 star energy efficient AC's.
- Installed motion sensor switches for auto switch ON/OFF of toilet lights and exhaust fan.
- Replaced DA (Acetylene Gas) by LPG manifold system at brazing station at production shop floor resulting in cost saving.

RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

The Consumer and Electronics Industry is a key player in the economy and is one of the most globalised industries in the world. It is a strategic enabler and a driving force for all the services. Research & Development (R&D) is an integral part of any industry and is supporting the entire value chain of R&D activities in the country ranging from the basic components to sophisticated product development.

The Company firmly believes that a well planned R&D acts as a catalyst to foster innovation and enhance the interface in both, conventional and emerging technological arenas. Accordingly, the Company has formed an in-house R&D team comprising of skilled experts in varied fields to keep pace with the rapid technological changes in the industry.

The process captures customers need, the business potential and integrates it with the product development programme. Your Company focuses on creating new exponential value, with the ultimate aim of reinventing the way people live their lives.

The manufacturing facilities are continuously modernized to convert the ideas envisaged by the R&D into most efficient, environment friendly and state-of-the art processes to deliver the best products which stand to the test of time. The quality assurance ensures that manufacturing processes doesn't deviate from the specified path, adhere and confirm to the stringent national and international standards for safety and at the same time products which are eco-friendly and have delightful aesthetic feel.

The R&D activities involve:

- Development of high end products to be offered in Indian Market.
- Development of new design in products.
- Development of new range of products.
- Meeting the changing needs of the consumers.
- Improvement in operational process.

Benefits derived from R&D activities:

- Introduction of refrigerators with smart features such as Cool Booster, Ice Zone, Steel Bottle Rack, Twin Drawer Base etc.
- Introduction of Powertrain Control Module (PCM) and Vehicle Control Module (VCM) door finish with stylish look.
- Developed washing machines with vibrant colours and aesthetically superior looks.
- Introduced washing machines with multiple wash selection options as well as less water consumption.
- Introduction of air conditioners with powerful cooling even at high temperatures.

During the year under review, the recurring expenses on R&D amounted to ₹ 10.14 Million representing 0.07% of the turnover.

Future plan of action in R&D and Technology Absorption :

As the management continues to expand its investment in core technologies and cutting edge growth businesses, your Company ensures that its technology continues to grow stronger with every passing year. The Company plans to design and develop technologies that give higher degree of reliability and wishes to extend the technology in other related areas. The Company shall focus on environment friendly products and shall also focus on innovation and modernization with optimum utilization of capital and maintain the position in the market.

HEALTH, SAFETY AND ENVIRONMENT MEASURES

Health and well being is a state of complete physical, mental and social well being – and not merely the absence of disease or infirmity. Ensuring safe and health-oriented working conditions is integrated into the organization. The

Company is committed to complying with all statutory and regulatory requirements related to health and safety of the workers/employees. The Company has been taking efforts in building health awareness among employees.

The Company has been giving a lot of attention to improving greenery all around its manufacturing plant. Energy conservation initiatives, safety initiatives and quality initiatives are being taken on a regular basis to ensure sustainability. The Company has a well equipped health centre that delivers qualitative preventive health services not only to its employees but also to their families and to the society at large. First-Aid preparedness in the factory is ensured at all times. Medical surveillance that includes pre-employment, periodic medical examinations and occupational rehabilitation is ensured so that employee health and well being is maintained.

The Company ensures that all employees are covered under preventive health checks and health promotion programs. Technical equipments and various installations in buildings and at work stations are kept up-to-date. The Company is taking all reasonable steps to eliminate or reduce the exposure of employees to conditions adversely affecting their safety or health while on the job. The Company encourages off the job and on the job employee safety and health awareness as well. Some of the health and safety initiatives taken by the Company include:

- Basic first aid course and demonstration of fire extinguishers courses conducted for the employees and security guards during the year.
- Conducting health checkup session periodically.
- Periodic Training conducted for security guard regarding fire prevention & control.
- Regular training programs for the workers, on the job & off the job.
- Installation of new machineries to mitigate the risk of injury to humans.
- Display of cautionary signs at high hazardous area to warn workers about imminent hazard dealt at site.
- Procurement of safety equipments in campus such as LPG gas detector, Road Convex mirror, Fire blanket, Fire Bucket, First aid box & B.A. (Breathing Apparatus) set.
- Implementations of work permit system with availability of security guard for close monitoring.
- Conducting regular safety audit & mock drill as per calendar in the campus.
- Incident/Accidents investigation, reporting with root cause, corrective and preventive actions, in case of any incident/accident.
- Provision of fire extinguisher point at high hazardous area.
- Carry out HPT (Hydraulic Pressure Testing) of pressurized extinguisher as per Maharashtra fire prevention & life safety measures act.
- Display of MSDS (Material Safety Data Sheet) at chemical storage area.
- Display of UN classification boards at Zone - 0 area (Highly flammable area).
- Celebration of Safety promotional activities like – National safety week & fire service week.
- Replacement of old furnace oil and installed LPG manifold system to avoid air pollution.

Environmental Initiatives:

The Company is committed to comply with all applicable environmental laws, rules and regulations. The Company is promoting environmental concern and education among its employees and within the communities in which it operates. The Company has developed an environmental, health and safety program, which includes the following elements:

- Installation of Sewage Treatment Plant and utilization of treated water for gardening.
- Accumulation of roof rain water for water harvesting purpose to avoid the scarcity in summer season.

- Plantation of trees on different events.
- Maintenance of Effluent Treatment Plant and Sewage Treatment Plant outlet water parameter within limit as per CPCB (Central Pollution Control Board).

INFORMATION TECHNOLOGY

Information Technology (IT) essentially refers to the digital processing, storage and communication of information of all kinds. The Company has been making continuous investments in Business Process Automation and Information Technology over the years. The IT infrastructure and software systems at the Company are at par with the best-in-class industries. The high focus areas include scalability of infrastructure, data security and business process controls.

The Company's IT strategy is focused towards improving efficiency and providing a platform for a decision support system that will provide for a competitive sustainable advantage and at the same time ensure the highest level of data integrity and security.

The usage of innovative and modern IT tools has brought in significant improvement in overall operations and productivity.

CORPORATE SOCIAL RESPONSIBILITY

The Company has formed a Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder read along with Schedule VII of the Act. The scope and composition of the Committee forms part of Corporate Governance Report.

Corporate Social Responsibility (CSR) includes core elements of CSR activities such as ethical functioning, respect for all stakeholders, protection of human rights and care for the environment. Your Company believes that its success is interlinked with the well-being of all sections of the society and equal opportunity be given to all the sections of the society. The most important responsibility is to fulfill the expectations of our stakeholders and to continuously improve our social, environmental, and economical performance while ensuring the sustainability and operational success of our Company.

INDUSTRIAL RELATIONS

Your Company continues to enjoy the support from the workforce. Industrial Relations were cordial during the year under review.

BOARD OF DIRECTORS

During the year under review, Mr. Subhash S. Dayama was appointed as an Independent Director by the shareholders of the Company at the Annual General Meeting held on 30th June, 2014, for a term of 5 years from 30th June, 2014. Subsequently, in order to further comply with the requirements of the provisions of Section 149 of the Companies Act, 2013 and the provisions of Clause 49 of the Listing Agreement and so as to ensure optimum composition of Independent Directors on various Committees, the Board of Directors thought it fit to appoint Mr. Avinash H. Malpani and Mr. Naveen B. Mandhana also as Independent Director(s) for a period of five years. Accordingly, the Board of Directors of the Company at their meeting held on 14th August, 2014 have made to continue appointment of Mr. Avinash H. Malpani and Mr. Naveen B. Mandhana as Independent Director(s) to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation. These Directors have confirmed that they meet criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

After the Balance Sheet date, pursuant to the provisions of Companies Act, 2013, Mrs. Gayathri R. Girish was appointed as an Additional Director with effect from 31st March, 2015. She holds office upto the date of ensuing Annual General Meeting.

The Company has received a notice in writing along with requisite deposit, from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of each of Mr. Avinash H. Malpani and Mr. Naveen B. Mandhana for confirmation/appointment to the office of Director of

the Company as Independent Director and also its intention to propose candidature of Mrs. Gayathri R. Girish to the office of Director of the Company.

The Board recommends the confirmation/appointment of Mr. Avinash H. Malpani, Mr. Naveen B. Mandhana and Mrs. Gayathri R. Girish at the ensuing Annual General Meeting.

A brief profile of the Directors seeking confirmation/appointment, nature of expertise in specific functional area, name of other public companies in which he/she holds directorship and membership/chairmanship of the committees of the Board of Directors and the particulars of the shareholding as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchanges is appended to the Notice.

AUDITORS

The members of the Company at the 26th Annual General Meeting held on 30th June, 2014 had approved the appointment of M/s. Khandelwal Jain & Co., (Firm Regn No 105049W) Chartered Accountants, Mumbai and M/s. Kadam & Co., (Firm Regn No. 104524W) Chartered Accountants, Ahmednagar, for the term of 3 years i.e. from the conclusion of 26th Annual General Meeting until the conclusion of 29th Annual General Meeting of the Company.

Pursuant to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the aforesaid appointment needs to be ratified by the members at the ensuing Annual General Meeting. Accordingly, the appointment of M/s. Khandelwal Jain & Co., (Firm Regn No 105049W) Chartered Accountants, Mumbai and M/s. Kadam & Co., (Firm Regn No. 104524W) Chartered Accountants, Ahmednagar, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 29th Annual General Meeting is commended for ratification by the members.

A certificate from M/s. Khandelwal Jain & Co., (Firm Regn No 105049W) Chartered Accountants, Mumbai and M/s. Kadam & Co., (Firm Regn No. 104524W) Chartered Accountants, Ahmednagar that their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013 has been obtained by the Company.

The Board recommends the ratification of appointment of the said Auditors at the ensuing Annual General Meeting.

AUDITORS' REPORT

The Auditors' Report is unqualified. The notes to the Accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further clarification under Section 217(3) of the Companies Act, 1956.

AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and as per the provisions of the Listing Agreement, the Company has constituted an Audit Committee. The composition, scope and powers of Audit Committee together with details of meetings held during the year under review forms part of Corporate Governance Report.

NOMINATION AND REMUNERATION COMMITTEE

During the year under review, in view of the amended Listing Agreement and provisions of the Companies Act, 2013, the nomenclature of the Committee was changed from "Remuneration Committee" to "Nomination and Remuneration Committee" and the scope of Committee was revised to bring in line with the amended Listing Agreement. The composition, scope and powers of the Committee together with details of meetings held during the year under review forms part of Corporate Governance Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

During the year under review, in view of the amended Listing Agreement and provisions of the Companies Act, 2013, the nomenclature of the Committee was changed from "Shareholders'/Investors' Grievance Committee" to "Stakeholders'