

Value Industries Limited

Annual Report 2016-17



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Bhujang S. Kakade
Mr. Avinash H. Malpani
Mr. Naveen B. Mandhana
Mrs. Gayathri R. Girish

REGISTERED OFFICE

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

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

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

COMPANY SECRETARY

Mr. Sumit S. Mishra

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NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the Members of **VALUE INDUSTRIES LIMITED** (the "Company") will be held on Friday, 29th September, 2017, 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 March, 2017 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 appoint a Director in place of Mrs. Gayathri R. Girish (DIN: 07145426), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors of the Company and 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, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the recommendation of the Audit Committee and the Board of Directors, M/s. S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W), be and are hereby appointed as Auditors of the Company, in place of the retiring auditors M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) and M/s. Kadam & Co., Chartered Accountants, Ahmednagar (Firm Registration No. 104524W), to hold office from the conclusion of this Annual General Meeting ('AGM') i.e. the 29th AGM till the conclusion of the 34th AGM, subject to ratification of appointment by the shareholders at every AGM held after this AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. To consider and ratify the Remuneration of Cost Auditors 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, the Company hereby ratifies the remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand) excluding service tax and other taxes, travelling and other out-of-pocket expenses payable to Mr. Jayant B. Galande (Membership No. 5255), Cost Accountant in Whole-time Practice, Aurangabad, who is appointed by the Board of Directors as Cost Auditor of the Company to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the year commencing on 1st April, 2017.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By order of the Board of Directors of
VALUE INDUSTRIES LIMITED

SUMIT MISHRA
COMPANY SECRETARY
ACS 39561

Place : Mumbai
Date : 1st September, 2017
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@videoconmail.com
Website: www.valueind.in
Tel.No. : +91-2431-251555 / 661471
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 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, a statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
3. Copies of the Notice of 29th 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) and for Members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares in physical form and whose names appear in the Company's Register of Members on Friday, 18th August, 2017 and as regards shares held in the electronic form, to those beneficial owners of the shares as at the close of business hours on Thursday, 17th August, 2017 as per the particulars of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Upon request, printed copy of Annual Report will be supplied to those Members to whom Annual Report has been sent through electronic mode.
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 authorizing such representative(s) to attend and vote on their behalf at the Meeting.
5. 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.
 6. 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.
 7. Details under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India in respect of Director(s) seeking re-appointment at this Annual General Meeting is appended to the Notice.
 8. The Register of Members and Share Transfer Books shall remain closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of the Meeting.
 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, along with their copy of Annual Report to the Meeting.
 10. The business set out in this Notice is also being conducted through e-voting. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the remote e-voting facility to the Members to cast their votes electronically on all resolutions set forth in this Notice as an alternate for physically casting the vote at the meeting. The detailed instructions for remote e-voting are given hereinafter. Please note that the Voting through Electronic Mode is optional. For this purpose the Company has entered into an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Meeting apart from providing remote e-voting facility for all those Members who are present at the Meeting but have not casted their votes by availing the remote e-voting facility.
 11. The remote e-voting facility shall be opened from Tuesday, 26th September, 2017 at 9.00 a.m. to Thursday, 28th September, 2017 till 5.00 p.m. both days inclusive. Detailed instructions of Voting through Electronic Mode, forms part of this Notice. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Thursday, 28th September, 2017. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.
 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. Mr. Sagar Ramrao Deo, Company Secretary in Whole-Time Practice (CP No. 11547) or failing him Mr. Soumitra Mujumdar, Company Secretary in Whole-Time Practice (CP No. 12363) 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 result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.valueind.in and on the website of CDSL at www.cdslindia.com, immediately after the results are declared by the Chairman.
 15. The resolutions placed for e-voting shall be deemed to be passed on the date of the Annual General Meeting of Members scheduled to be held on Friday, 29th September, 2017.
 16. The Company has fixed Friday, 22nd September, 2017 as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
 17. Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, 22nd September, 2017 may obtain the User ID and Password by sending an email request to secretarial_value@videconmail.com. Members may send a request to the Company Secretary, by writing to him at Value Industries Limited at 14 K.M. Stone, Aurangabad-Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra).
 18. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholders on the cut-off date/entitlement date for identifying the Shareholders entitled to participate through Voting through Electronic Mode or in the Meeting by Ballot.
 19. The Company has transferred the unclaimed dividend for the financial year 2008-09 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Dividend for the financial year ended 2009-10 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 contact MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company, for seeking issue of duplicate warrant(s). 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 of the aforesaid years are available on the Company's website www.valueind.in and Ministry of Corporate Affairs at www.mca.gov.in.
 20. 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 MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company, for consolidation into a single folio.
 21. 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(s).
 22. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited, the Registrar and Share 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.

23. The equity shares of the Company are compulsorily tradable in electronic form and your Company has established connectivity with both the depositories i.e. NSDL and CDSL. Taking into consideration the enormous advantages offered by the Depository System, Members are requested to avail the facility of dematerialization of the Company's shares on either of the depositories, as aforesaid.
24. The Annual Report of the Company as circulated to the Members of the Company will be made available on the Company's website at www.valueind.in
25. The relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (except Friday) between 12.00 noon to 3.00 p.m. upto the date of the Meeting.
26. Members desiring any information as regards to the Financial Statements/ Directors' Report are requested to write to the Company at an early date so as to enable the Management to reply at the Meeting.
27. Members may address their queries / communications at secretarial_value@videoconmail.com.
28. Members are requested to kindly bring their copy of the Annual Report to the Meeting.
29. **Green Initiative:** Securities & Exchange Board of India & the Ministry of Corporate affairs encourages paperless communication as a contribution to greener environment. E-mail communications to the shareholders will result in multiple benefits as under:-

- 1) Timely receipt of all communications without any transit loss.
- 2) Helping in protecting environment and conservation of resources.
- 3) Easy storage in soft copy, thereby eliminating the requirement of storage of bulky documents for subsequent reference.

The Company will simultaneously display full text of the Annual report and other shareholders' communications on its website viz., www.valueind.in, as soon as the same is e-mailed to the shareholders and will also be made available for inspection at the Registered Office of the Company during the office hours.

Members holding shares in physical mode are requested to register their e-mail ID's with the MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.

REMOTE E-VOTING INSTRUCTIONS:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 26th September, 2017 at 9:00 a.m. and ends on Thursday, 28th September, 2017 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 i.e. Friday, 22nd September, 2017 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 / Members
- (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.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **VALUE INDUSTRIES LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then

Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts 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.

(xx) 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.

(xxi) Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, 22nd September, 2017 may obtain the User ID and Password from Mr. Sumit Mishra, Company Secretary of the Company, who is responsible to address the grievances connected with facility for voting by electronics means. In case you have any grievances connected with facility for voting by electronics means you may contact the Company Secretary by sending an email to secretarial_value@videoconmail.com. Members may also call on +91-2431-251555/661471 or send a request to the Company Secretary, by writing to him at Value Industries Limited at 14 K. M. Stone, Aurangabad Paithan Road, Village Chittegaon, Tal. Paithan, Dist. Aurangabad – 431 105, Maharashtra.

By order of the Board of Directors of
VALUE INDUSTRIES LIMITED

SUMIT MISHRA
COMPANY SECRETARY
ACS 39561

Place : Mumbai
Date : 1st September, 2017

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

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, have approved the appointment of Mr. Jayant B. Galande (Membership No. 5255), Cost Accountant in Whole-Time Practice, Aurangabad, as the Cost Auditor of the Company to conduct the audit of the cost accounting records of the Company for the financial year commencing from 1st April, 2017. The Board of Directors of the Company, on the recommendation of the Audit Committee, have decided to pay a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) excluding service tax and other taxes, travelling and other out-of-pocket expenses at actual to Mr. Jayant B. Galande, for the financial year commencing

from 1st April, 2017. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be fixed by the Board of Directors of the Company on recommendation of the Audit Committee and the same shall be subsequently ratified by the shareholders of the Company at a general body meeting.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in Item No. 4 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.

By order of the Board of Directors of
VALUE INDUSTRIES LIMITED

SUMIT MISHRA
COMPANY SECRETARY
ACS 39561

Place : Mumbai
Date : 1st September, 2017

BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

| Particulars | Profile of the Director |
|--|--|
| Name of the Director | Mrs. Gayathri R. Girish |
| DIN | 07145426 |
| Date of Birth | 1st December, 1978 |
| Educational Qualification | Commerce Graduate, Associate Member of Institute of Company Secretaries of India |
| Age (in years) | 38 |
| Date of appointment on the Board | 31st March, 2015 |
| Category of the Director | Professional- Non Executive |
| Area of Expertise / Senior Position Held / Work Experience | She carries with her, rich experience in the field of Company Law and Secretarial Practice |
| Terms and Conditions of Appointment or Re-appointment along with the details of remuneration sought to be paid | Reappointment as a Professional Non Executive Director, liable to retire by rotation. |
| Remuneration last drawn, if applicable | Nil. Only sitting fees is paid. |
| Details of Directorships in other Public Limited Companies (including subsidiaries of Public Company) | Nil |
| Names of the other Committees in which Chairman | Nil |
| Names of the other Committees in which Member | Nil |
| No. of shares held | Nil |
| Relationships between Directors, Key Managerial Personnel and Managers of the Company. | Nil |
| Number of Board Meetings attended | 1 (One) |

DIRECTORS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the Twenty-Ninth Annual Report together with the Audited Financial Statements and Auditors' Report for the financial year ended on 31st March, 2017.

PERFORMANCE REVIEW

The performance of the Company, for the financial year ended on 31st March, 2017, is summarized below:

(₹ in Million)

| Particulars | Year ended 31st March, 2017 | 15 Months ended 31st March, 2016 |
|--|--------------------------------|-------------------------------------|
| Net Revenue from Operations | 11,364.92 | 19,091.97 |
| Other Income | 41.48 | 95.33 |
| Total Income | 11,406.40 | 19,187.30 |
| Profit Before Finance Costs, Depreciation and Tax | 825.20 | 1,799.08 |
| Finance Costs | 979.85 | 1,199.06 |
| Depreciation and Amortization | 695.23 | 990.58 |
| Profit/(Loss) Before Tax | (849.88) | (390.56) |
| Profit/(Loss) for the Year/ Period | (590.08) | (333.86) |

The previous financial period comprised of 15 months commencing from 1st January, 2015 to 31st March, 2016 and the current financial year is for a period of 12 months commencing from 1st April, 2016 to 31st March, 2017. Hence, the figures are not comparable.

CHANGE IN THE NATURE OF BUSINESS

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

DIVIDEND

In view of the loss incurred by the Company, the Board of Directors do not recommend any dividend for the financial year ended on 31st March, 2017.

TRANSFER TO RESERVES

The Company do not propose to transfer any amount to any reserve.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of ₹ 1.98 million in respect of unpaid / unclaimed dividend for the Financial Year 2008-09 to the Investor Education and Protection Fund.

DEPOSITS

Your Company has not accepted any Deposit within the meaning of Chapter V of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and, as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

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

No material changes and commitments affecting the financial position of the Company occurred after the Balance Sheet date and as at the date of signing this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees given and investments made during the year as required are provided in Notes 13 and 33 of the Financial Statements.

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

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's weblink at <http://www.valueind.in/image/value/Value%20Related%20Party%20Transaction%20Policy.pdf>

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION (SECTION 178)

The Company has in place the Nomination and Remuneration Committee. The Company has also formulated the Nomination and Remuneration Policy on directors' appointment and remuneration including the criteria for determining qualifications, positive attributes and independence of directors. The other details form part of the Corporate Governance Report.

EMPLOYEES REMUNERATION

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Boards' Report include a statement showing the names of top ten employees and employees who draw remuneration in excess of the limits prescribed under the said Rules. The information as per Rule 5(1) & 5(2), forms part of this Report. However, as per first proviso to section 136(1) of the Act, the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars under Rule 5(1) & 5(2). Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

CONSERVATION OF ENERGY

"Energy saved is energy generated." Your Company strives for sustainable consumption of natural resources. The thrust of your Company's strategy is to save energy through application of various efficiency measures. During the year, the efforts of your Company maneuvered to innovation and improvement so as to further reduce energy consumption. A novel concept nomenclatured as "Resource Productivity" was coined by the management of your Company as a golden means to attain optimum utilization of available resources, especially renewable resources. Implementation of the said concept has led to improvement in over-all efficiency. The same was implemented at the manufacturing facility. Better controls are planned to achieve further reduction in energy consumption. The manufacturing facility of the Company is equipped with hi-tech energy monitoring and conservation systems to monitor usage, minimize wastage and increase overall efficiency at every stage of power consumption. Some of the measures being undertaken by the Company in its endeavor to conserve energy are enumerated hereunder:

- Energy auditing at the manufacturing unit;
- Improvement in power factors by installation of Capacitors;
- Use of advanced technology at manufacturing plant in the form of energy efficient equipments;
- Use of unconventional energy sources like solar energy in the form of solar water heater plant;
- Timely maintenance of machinery and equipments;
- On-the-job and off-the-job training for employees at all levels;
- Use of energy saving lighting arrangement in shop floor and on roads inside the Manufacturing facility by using Electronics Ballast and CFL lamps;
- Reduction in power consumption;
- Display of Notice Boards and Information Boards at all work stations for information and awareness of the employees;
- Awareness programmes towards optimum utilization of natural resources; and
- Plantation of trees at the manufacturing units.

Adhering to above measures has assisted Company to reduce its total energy consumption and thus reduce its carbon footprint. Your Company endeavors to continue on the path of Energy Conservation and contribute towards building of a Greener Environment.

RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

Technology and Research & Development (R&D) go hand in hand. Your Company firmly believes that a sound R&D programme is a forte of every flourishing organisation and a well-planned R&D acts as a catalyst to foster innovation and enhance the interfaces in both, conventional and emerging technological arenas. Accordingly, an in-house R&D team comprising of skilled engineers/experts in varied fields has been formed to keep pace with the rapid technological changes in the industry.

Your Company is determined to develop its own technologies in select areas besides being an efficient user and innovator of available technologies. R&D and technology development are integral to your Company's innovation agenda for achieving growth, business profitability, sustainability and rural transformation.

The main thrust of the Company's R&D activities is upon strengthening of the current portfolio of products, looking for new concepts and product platforms, development of new technological platforms to support the consumer needs more effectively and introduction of a number of novel technologies in Consumer Electronics & Home Appliances. R&D work is in progress in the areas of basic technology, manufacturing skills, performance, quality, design and standardization.

The Company's customer-oriented performance is backed by R&D activities. The Company has reinforced activities in advanced digital technology to deliver smart products which simplify life.

R & D activities carried out in various Consumer Electronics and benefits derived from these activities:

1. In Direct Cool refrigerators, the BEE energy norms were upgraded further by 40% and to maintain the 5 Star Rating, we had to implement the Refrigerant R600a in place of R134a which is more efficient.
2. Changes in the Product cooling system and upgraded Electrical parts from safety point of view for the Entire range of direct cool refrigerators, enhancing the perceived quality with product cost leadership.
3. Revamped range of Digi Pearl series from 6.2 kg to 7.0 kg Fully Automatic Washing Machines with Sparkle effect and chrome decorative for High end models having multiple wash selection option, lesser water consumption and higher performance.

4. Revamped and improved Digi Garcia series of Fully Automatic Washing Machines with vibrant colors and aesthetically superior looks, water saver function, multiple wash selection option, lesser water consumption and higher performance.
5. Various cost innovation projects are taken up to reduce cost and improve profitability in all categories of products.
6. Special projects to understand the customers voice which would generate features for the upcoming products.

Future plan of action:

The Company continues to focus on environment friendly products, introduce and adopt the principle of "Green Technology". Innovation and modernization of sophisticated technology will help the Company in setting itself apart from its counterparts. The Company shall garner its strength towards minimizing cost and maximizing profit thereby emerging as a market leader in the domestic market. The Company has the following plans through R&D:

1. Across the refrigerators range, we will be working on Cost Innovation projects through new design and ideas.
2. Introduction of modern Front Loading, Top loading Fully Automatic and Semi-Automatic washing machines which are convenient for use providing excellent wash performance with modern designs and customer friendly features.
3. Energy and water efficient designs catering to environment benefits and value for money for our customers.

During the period under review, the Company has incurred ₹ 8.82 Million representing 0.08% of the turnover towards recurring R&D expenses.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of Foreign Exchange Earnings and Outgo during the financial year ended on 31st March, 2017 are set out hereunder:

(₹ in Million)

| Particulars | Year ended 31st March, 2017 | Period ended 31st March, 2016 |
|---------------------------|--------------------------------|----------------------------------|
| Foreign Exchange Earnings | 58.49 | 103.75 |
| Foreign Exchange Outgo | 1,297.15 | 2,168.94 |

RISK MANAGEMENT POLICY OF THE COMPANY

The Company's approach to risk management is three-fold i.e; market risk, credit risk and liquidity risk. The Company has identified the risk elements and manages, monitors and reports on the risk elements and uncertainties that could prove to be a hindrance in achieving its strategic and financial business objectives. The Company has proper confidentialities and privacy policies to control risk elements. The Company has, wherever required, taken insurance policies to protect the property, assets etc.

Risk management and control forms an integral part of the business planning and review cycle. The Company's Risk Management Policy is designed and formulated in such a manner so as to provide reasonable assurance that objectives are met by complying with all the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has formed Risk Management Committee. The scope and composition of the Committee has been elaborated in the Corporate Governance Report. The Company has set up a core group of leadership team which includes the members of the Risk Management Committee and the senior management personnel who review the Risk Management Policy periodically and discuss and mitigate the identified risks from time to time.

CORPORATE SOCIAL RESPONSIBILITY POLICY

At Value Industries Limited, we see an incredible opportunity to drive positive change for all our stakeholders. By making every aspect of our business sustainable, we re-affirm our commitment to a better world. From our employees, to the communities which we are a part of, we want to conduct our business consciously and responsibly. In everything we do, we ensure that we grow to do good for society.

CSR includes core elements of CSR activities such as ethical functioning, respect for all stakeholders, protection of human rights and care for the environment. We believe that 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 fulfil 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.

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

Further, since the average net profit for the three immediately preceding financial years was negative, the Company has not made any CSR expenditure.

HEALTH, SAFETY AND ENVIRONMENT MEASURES

'Safety of persons overrides all Production targets' – bearing this safety motto in mind, every business issue in the Company is discussed and every solution complies with the safety policy of your Company. The management of the Company believes that the employees are the heart and soul of the organization and hence, considers health and safety of its employees as its prime responsibility. The health and safety platform of the Company is well supported by the safety management team which comprises of employee and management representatives.

The team studies a plethora of health, safety and environment related issues at manufacturing plant and reports the observations along with requisite correctives measures, if any, to the management for necessary action. The Company arranges for and takes various measures to prevent occurrence of accidents on job.

The health and safety initiatives adopted by the Company include:

- Conduct of safety audits.
- Accessibility of health and medical services to all employees through well equipped health centres at all manufacturing facilities.
- Medical camps, at regular intervals, to ensure fitness of its employees.
- Availability of ambulance, in case of emergency.
- On-the-job and off-the-job training programmes at regular intervals for upgradation of employees on awareness front.
- Display of evacuation plans at various locations to reach assembly point.
- Display of cautionary boards, notice boards and information boards at work stations for information and awareness of the employees.
- Close monitoring of health and safety activities to ensure maintenance of adequate standards.

Further, your Company is committed to sustainable development, for meeting the needs of the present without jeopardizing the welfare of future generations. The Company's business strategies consciously factor environment conservation as a major principle. The Company is continuously looking for new ways to preserve the environment and manage resources responsibly.

For your Company, economic, social and environmental responsibilities forms an integral part of its business. The eco-friendly initiatives adopted by the Company includes:

- Setting new targets for energy efficiency.
- Reducing the use of natural resources.

- Promoting the use of alternative fuels and materials.
- Re-engineering the processes and products to reduce energy consumption.
- Tree-plantation campaigns.
- Awareness programmes for employees at all levels.

The Company adopt clean technologies and processes that combine both economic progress and sustainable environment.

INFORMATION TECHNOLOGY

Information Technology and business are becoming inextricably interwoven. Nobody can meaningfully talk about one without talking about the other. Indeed, the growing influence of Information Technology as an enabler of business in today's time has made use of Information Technology indispensable. Information Technology, having made inroads into major industries, has left no aspect of our business and life untouched. Your Company firmly believes that an organization needs to have a 'digital nervous system' for sustaining the cut-throat competition for the 'Numero Uno' position in any sector of economy. In due recognition of the key role played by Information Technology in revolutionizing the world, your Company has re-engineered its processes by leveraging Information Technology with an eye to building, sustaining and expanding its competitive edge.

Your Company has in place SAP Systems which has enabled us to leverage the benefits of integration in business operations, optimization of enterprise resources, standardized business processes thereby enabling standard operating practices with well established controls. This has enabled the Company to adopt best and standardized business processes across the functions. It has also benefited the management at all levels with business information which is on-line and reliable to control the business operations in a well-informed manner.

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

Your Company is committed towards providing a healthy environment and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place a Internal Complaints Committee to *inter-alia*:

- 1) Prevent sexual harassment at the workplace; and
- 2) Redress the complaints in this regards.

During the period under review, the Company did not receive any complaint.

DETAILS OF DIRECTORS/KEY MANAGERIAL PERSONNEL APPOINTED/ RESIGNED DURING THE YEAR

During the period under review, pursuant to the provisions of second proviso to Section 149(1) of the Companies Act, 2013 and the Rules made thereunder and in terms of the Articles of Association of the Company, Mrs. Gayathri R. Girish (DIN: 07145426), was re-appointed as Non Executive Director (Professional), liable to retire by rotation, of the Company w.e.f. 26th September 2016.

Pursuant to the provisions of Section 168 of the Companies Act, 2013, Mr. Subhash Dayama resigned from the Board of Directors of the Company w.e.f. 14th May, 2016. The Board takes this opportunity to place on record its sincere appreciation for the services rendered by him.

Mr. Bhujang S. Kakade was appointed as an Additional Director (Non-Executive, Independent) on the Board of the Company at the meeting held on 30th May, 2016. Consequently, Mr. Bhujang S. Kakade has been appointed as a Non-Executive, Independent Director on 26th September, 2016.

In terms of the provisions of Section 152 of the Companies Act, 2013, Mrs. Gayathri R. Girish (DIN: 07145426), is liable to retire by rotation and, being eligible, offers

herself for re-appointment. The Board proposes re-appointment of Mrs. Gayathri R. Girish, as a Non-executive Director at the ensuing Annual General Meeting.

Details of Key Managerial Personnel:

The Company Secretary of the Company, Ms. Anagha Joshi resigned from the Company with effect from 30th November, 2016. The Board on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Sumit Mishra, as the Company Secretary of the Company w.e.f 29th December, 2016.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stating that they meet the criteria of independence as provided therein.

NUMBER OF MEETINGS OF THE BOARD HELD DURING THE YEAR

During the financial year under review, the Board met 5 (five) times. The details regarding the attendance and the date of Board Meetings are provided in the Corporate Governance Report.

COMMITTEES OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and provisions of the Listing Regulations, the Company has constituted following Committees:

1. Audit Committee.
2. Nomination and Remuneration Committee.
3. Stakeholders' Relationship Committee.
4. Corporate Social Responsibility Committee.
5. Risk Management Committee.
6. Finance and General Affairs Committee.

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

FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. The exercise was carried out through a evaluation process covering aspects such as composition of the Board, experience, competencies, governance issues etc.

LISTING

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

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the Listing Regulations. A separate section on Corporate Governance under the Listing Regulations, along with a certificate from the auditors confirming the compliance, is annexed and forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with the Listing Regulations, the Management Discussion and Analysis Report forms part of this report.

CASH FLOW STATEMENT

The Cash Flow Statement for the financial year ended 31st March, 2017, in conformity with the Accounting Standard 3 (AS-3) and provisions of Companies Act, 2013 and Listing Regulations, is annexed hereto.

AUDITORS AND THEIR REPORTS

1. STATUTORY AUDITORS AND AUDIT REPORT:

The Members of the Company at the 28th Annual General Meeting held on 26th September, 2016 had ratified the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), Mumbai, and M/s. Kadam & Co., Chartered Accountants, (Firm Registration No. 104524W), Ahmednagar from the conclusion of 28th Annual General Meeting until the conclusion of this, i.e. 29th Annual General Meeting of the Company.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. The current tenure of M/s. Khandelwal Jain & Co., and M/s. Kadam & Co., will be completed at this Annual General Meeting ('AGM') and in view of the above, they are not eligible for re-appointment, pursuant to the provisions of Section 139 of the Act.

The Company has received a written consent and certificate from M/s. S. Z. Deshmukh & Co., Chartered Accountants (Firm Registration No. 102380W), Mumbai, confirming that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The Board of Directors has, on the recommendation of the Audit Committee, proposed the appointment of M/s. S. Z. Deshmukh & Co., (Firm Registration No. 102380W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM i.e. the 29th AGM until the conclusion of 34th AGM, subject to ratification of their appointment at every AGM.

AUDIT REPORT:

The Auditors' Report is unqualified. The observations made in the Auditors' Report, read together with the relevant notes thereon, are self explanatory and therefore, do not call for any further clarification.

2. COST AUDITOR AND COST AUDIT REPORT:

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 and amendments made thereto; from time to time, the Board of Directors of the Company have accorded its approval for appointment of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, Aurangabad (Membership Number 5255) as the Cost Auditor of the Company, to conduct audit of Cost Accounting Records maintained by the Company for the financial year commencing on 1st April, 2017 in respect of products covered under 'Other Machinery'.

In compliance with the provisions, 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 the Cost Auditor for the financial year commencing on 1st April, 2017.