



# Value Industries Limited



**Annual Report  
2017-18**

## CORPORATE INFORMATION

### RESOLUTION PROFESSIONAL

**DUSHYANT C. DAVE**

IP Registration No. IBBI/IPA-003/IP-P00061/2017-18/10502

### REGISTERED OFFICE

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

### BOARD OF DIRECTORS

Mr. Bhujang S. Kakade

Mr. Deepak A. Pednekar

Mr. Naveen B. Mandhana

### CORPORATE OFFICE

171-C, Floor-17, Plot-224, C Wing, Mittal  
Court, Nariman Point, Mumbai –  
400021(Maharashtra).

### AUDITORS

**S. Z. DESHMUKH & CO.**

Chartered Accountants

Flat No. 306, Aastha Apartment, Third Floor,

Opp. Population Science Centre, Deonar,

Mumbai - 400088(Maharashtra)

### BANKERS

Indian Bank

Allahabad Bank

Axis Bank Limited

Bank of Baroda

Bank of India

IDBI Bank Limited

Punjab National Bank

State Bank of India

The Federal Bank Limited

UCO Bank

### MANUFACTURING FACILITY

15 K.M. Stone, Aurangabad-Paithan Road,

Village: Chittegaon, Taluka: Paithan,

District: Aurangabad- 431 105 (Maharashtra)

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## NOTICE

### NOTICE

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the Members of **VALUE INDUSTRIES LIMITED** (the "Company") will be held on Friday, 28<sup>th</sup> December, 2018 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 3:00 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 31<sup>st</sup> March, 2018 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.

#### SPECIAL BUSINESS:

2. To appoint/confirm Mr. Deepak Anant Pednekar (DIN: 07639771) as an Independent Director at the ensuing Annual General Meeting and in this regard to consider and if thought fit to pass following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and such other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Deepak Anant Pednekar (DIN: 07639771), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors of the Company at their meeting held on 25<sup>th</sup> January, 2018 and who holds the office of Director upto the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Act, signifying its intention to propose the candidature of Mr. Deepak Anant Pednekar for the office of Director of the Company, be and is hereby confirmed/appointed as an Independent Director to hold office for a term of five consecutive years from 25<sup>th</sup> January, 2018, not liable to retire by rotation."

For **VALUE INDUSTRIES LIMITED**  
(A Company under Corporate Insolvency  
Resolution Process by NCLT order  
dated 05<sup>th</sup> September, 2018)

**DUSHYANT C. DAVE**  
**RESOLUTION PROFESSIONAL**

(RP Registration Number IIBBI/IPA-003/IP-P00061/20L7-18/10502)

Place: Mumbai

Date: 28<sup>th</sup> November, 2018

#### 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 30<sup>th</sup> 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, 16<sup>th</sup> November, 2018 and as regards shares held in the electronic form, to those beneficial owners of the shares as at the close of business hours on Friday, 16<sup>th</sup> November, 2018 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 II issued by the Institute of Company Secretaries of India in respect of Director(s) seeking 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, 21<sup>st</sup> December, 2018 to Friday, 28<sup>th</sup> December, 2018 (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, 25<sup>th</sup> December, 2018 at 9.00 a.m. to Thursday, 27<sup>th</sup> December, 2018 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, 27<sup>th</sup> December, 2018. 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.

The Notice of the Meeting is being placed on the website of the Company viz., [www.valueind.in](http://www.valueind.in) and also on the website of CDSL viz., [www.cdslindia.com](http://www.cdslindia.com).

12. Mr. Sagar Ramrao Dev, Company Secretary in Whole-Time Practice (CP No. 11547) or failing him Mr. Soumitra B. Mujumdar, Company Secretary in Whole-Time Practice (CP No. 30938), 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.

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](http://www.valueind.in) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com), immediately after the results are declared by the Chairman.

13. 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, 28<sup>th</sup> December, 2018.
14. The Company has fixed Friday, 21<sup>st</sup> December, 2018 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.

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, 21<sup>st</sup> December, 2018 may obtain the User ID and Password by sending an email request to [secretarial\\_value@videoconmail.com](mailto:secretarial_value@videoconmail.com). Members may also call on +91 22 6611 3660 or send a request to the Company at Value Industries Limited at 171-C, Mittal Court, 'C' Wing, Nariman Point, Mumbai – 400 021 (Maharashtra).

15. 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.

The Company has transferred the unclaimed dividend upto the financial year 2008-2009 to the Investor Education and Protection Fund (IEPF). Further, the Company is in process of transferring the unclaimed dividend for the financial year 2009-10 to 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 M/s. 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](http://www.valueind.in) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

16. 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 Share Transfer Agent Limited, Registrar and Transfer Agent of the Company, for consolidation into a single folio.
  17. 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).
  18. Securities and Exchange Board of India vide circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated April 20, 2018, inter-alia, mandated all the Registrar and Share Transfer Agents and all the Listed companies to collect copy of permanent account number and bank details and update KYC of all the security holders holding security in physical form. Hence, all the members are requested to update the information by filing up the form attached with this report and send all the supporting documents to MCS Share Transfer Agents Limited (Registrar and Transfer Agent) of the Company by writing them at A-209, C-Wing, 2<sup>nd</sup> Floor, Gokul Industrial Estate Building, Sagbaug, Marol Co-op Industrial Area, Behind Times Square, Andheri East, Mumbai – 400 059. Tel 022-4020 6022 – 40206025, Fax 022- 4020 6021 and Email Id: [mcssta.mumbai@gmail.com](mailto:mcssta.mumbai@gmail.com).
  19. Non-Resident Indian Members are requested to inform M/s. 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.
  20. 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.
- 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](http://www.valueind.in).
21. The relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days between 12.00 noon to 3.00 p.m. upto the date of the Meeting.
  22. 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.
  23. Members may address their queries/ communications at [secretarial\\_value@videoconmail.com](mailto:secretarial_value@videoconmail.com).
  24. Members are requested to kindly bring their copy of the Annual Report to the Meeting.
  25. The route map of the venue of the Meeting is given at the end of the Notice.
  26. **Green Initiative:** Securities & Exchange Board of India as well as 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](http://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 M/s. MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company and Members holding shares in dematerialised 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) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
  - (ii) The voting period begins on Tuesday, 25<sup>th</sup> December, 2018 at 9.00 a.m. to Thursday, 27<sup>th</sup> December, 2018 till 5.00 p.m. 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, 21<sup>st</sup> December, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://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.

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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (v) 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"> <li>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.</li> <li>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 Chandra Shekhar with sequence number 1 then enter CA00000001 in the PAN field.</li> </ul>

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 dematerialized account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in dematerialised 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 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the changed 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) 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.
- (xvii) 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](http://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](mailto: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](mailto: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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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, 21<sup>st</sup> December, 2018 may obtain the User ID and Password by sending an email request to the Company at [secretarial\\_value@videoconmail.com](mailto:secretarial_value@videoconmail.com). Members may also call on +91 22 6611 3660 or send a request to the Company by writing at Value Industries Limited at 171-C, Mittal Court, 'C' Wing, Nariman Point, Mumbai – 400 021 (Maharashtra).

For **VALUE INDUSTRIES LIMITED**  
(A Company under Corporate Insolvency  
Resolution Process by NCLT order  
dated 05<sup>th</sup> September, 2018)

**DUSHYANT C. DAVE**  
**RESOLUTION PROFESSIONAL**

(RP Registration Number IIBBI/IPA-003/IP-P00061/20L7-18/10502)

Place: Mumbai

Date: 28<sup>th</sup> November, 2018

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

**Item No. 3:**

Mr. Deepak Anant Pednekar (DIN: 07639771) was appointed as Non-Executive Independent Director, pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, therefore, with a view to comply with the new requirements of the provisions of Section 149 of the Companies Act, 2013 pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors thought it fit to appoint Mr. Deepak Anant Pednekar as an Independent Director for a period of five years. Accordingly, the Board of Directors of the Company at its meeting held on 25<sup>th</sup> January, 2018, have made to continue appointment of Mr. Deepak Anant Pednekar as an Independent Director to hold office upto a term of five consecutive years from 25<sup>th</sup> January, 2018, not liable to retire by rotation.

The Company has received from Mr. Deepak Anant Pednekar (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 & Qualifications 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. Deepak Anant Pednekar for the office of Director of the Company.

The Board seeks the approval of the Members of the Company to confirm/appoint Mr. Deepak Anant Pednekar, as an Independent Director of the Company for five consecutive years from 25<sup>th</sup> January, 2018, 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. Deepak Anant Pednekar, seeking appointment at the ensuing Annual General Meeting under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is appended to the Notice.

In the opinion of the Board of Directors, Mr. Deepak Anant Pednekar, the Independent Director, fulfils 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. Deepak Anant Pednekar, is available for inspection without any fee by the Members at the Company's Registered Office during normal business hours 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. Deepak Anant Pednekar, as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Mr. Deepak Anant Pednekar, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in item no. 3 for the approval of the Members.

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

<i>Particulars</i>	<i>Profile of the Director</i>
Name of the Director	Mr. Deepak Anant Pednekar
DIN	07639771
Date of Birth	05/03/1960
Educational Qualification	Graduate
Age (in years)	58
Date of appointment on the Board	25 <sup>th</sup> January, 2018
Category of the Director	Independent- Non Executive
Area of Expertise / Senior Position Held / Work Experience	He is having vast experience in diversified fields to his credit.
Terms and Conditions of Appointment or Re-appointment along with the details of remuneration sought to be paid	He is Non-Executive Independent Director. He shall not be liable to retire by rotation.
Remuneration last drawn, if applicable	Nil.
Details of Directorships in other Public Limited Companies (including subsidiaries of Public Company)	5
Names of the other Committees in which Chairman	Nil
Names of the other Committees in which Member	<b>Audit Committee:</b> VOVL Limited Techno Electronics Limited Instant Retail India Limited Videocon Developers Limited <b>Nomination and Remuneration Committee:</b> VOVL Limited Techno Electronics Limited Instant Retail India Limited Videocon Developers Limited
No. of shares held	Nil
Relationships between Directors, Key Managerial Personnel and Managers of the Company.	NA
Number of Board Meetings attended	One



## ADDENDUM

Value Industries Limited (the "Company") is undergoing Corporate Insolvency Resolution Process ('CIRP') under the provisions of The Insolvency Bankruptcy Code, 2016 ('IBC') in term of order dated 5<sup>th</sup> September, 2018 passed by Hon'ble National Company Law Tribunal, Mumbai Bench('NCLT'), pursuant to an application filed by the State Bank of India under Section 7 of IBC.

By virtue of the same order, Hon'ble NCLT appointed Mr. Dushyant Dave (IP Registration No. IIBBI/IPA-003/IP-P00061/20L7-18/10502) as the Interim Resolution Professional. Subsequently, the Committee of Creditors (COC), which was formed pursuant to the provisions of IBC at its first meeting, held on 3<sup>rd</sup> October, 2018 appointed Mr. Dushyant Dave as the Resolution Professional. In accordance with the provisions of IBC, on commencement of CIRP, the powers of the Board of Directors of the Company stands suspended and are being exercised by the resolution professional. Further the powers of the board of directors including the powers of the directors proposed to be appointed shall continue to remain suspended during the CIRP under the provisions of the IBC code 2016.

Further, the COC meetings have been convened from time to time on various agenda, as per the provisions of IBC, and have been attended by the members of COC. The members of the board of directors have been invited to attend the COC Meetings.

The Resolution Professional, pursuant to the provisions of the IBC and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations (CIRP Regulations), invited prospective resolution applicants to submit resolution plan for the Company. The basic eligibility criteria for the prospective resolution applicants was published in the All India edition of Business Standard and Maharashtra Edition of Loksatta dated 19<sup>th</sup> November 2018.

It is hereby informed that an application was moved under section 96 of Companies Act, 2013 with the Registrar of Companies for extension of time for holding Annual General Meeting by a period of 3 Months on the grounds of proposed Commencement of CIRP process and the Registrar of Companies approved extension for a period of 2 Months vide its order dated 14<sup>th</sup> September, 2018. After the appointment of Resolution Professional, a fresh application was filed by Resolution Professional under section 96 of Companies Act, 2013 with the Registrar of Companies for further extension of time for holding Annual General Meeting by a period of 1 Months beyond the 2 months extension granted by the Registrar of Companies, on the grounds that CIRP is undergoing and he has to achieve a number of milestones in a time-bound manner. Pursuant to such application, the Registrar of Companies, Mumbai, Maharashtra, vide its order dated 16<sup>th</sup> November, 2018 granted further extension of time for holding Annual General Meeting by a period of further 1 month i.e. upto 28<sup>th</sup> December, 2018, for holding Annual General Meeting for the Financial Year ended on 31<sup>st</sup> March, 2018.

Accordingly, RP has instructed the officials of the Company to convene the 30<sup>th</sup> Annual General meeting on Friday, 28<sup>th</sup> December, 2018 and issued the Notice of Annual General Meeting in terms of the resolution(s) passed by the Board of Directors prior to commencement of CIRP. The Annual General Meeting is being held within the extend time period.

**For VALUE INDUSTRIES LIMITED**

**(A Company under Corporate Insolvency Resolution Process by NCLT order dated 05<sup>th</sup> September, 2018)**

**DUSHYANT C. DAVE**

**RESOLUTION PROFESSIONAL**

(RP Registration Number IIBBI/IPA-003/IP-P00061/20L7-18/10502)

Dated: 28<sup>th</sup> November, 2018

Place: Mumbai

## DIRECTORS' REPORT

Dear Shareholders,

The Directors are pleased to present the Thirtieth (30<sup>th</sup>) Annual Report together with the Audited Financial Statements and Auditors' Report for the financial year ended on 31<sup>st</sup> March, 2018.

### PERFORMANCE REVIEW

The financial highlights for the year ended 31<sup>st</sup> March, 2018 and year ended 31<sup>st</sup> March, 2017, is summarized below:

(Rs. in Million)

Particulars	Financial Year ended 31 <sup>st</sup> March, 2018	Financial Year ended 31 <sup>st</sup> March, 2017
Revenue from Operations	2,525.17	11,846.20
Other Income	50.57	42.90
Total Income	2,575.74	11,889.10
Profit/(Loss) Before Finance Costs, Depreciation and Tax	(5,020.14)	830.90
Finance Costs	1,018.18	979.85
Depreciation and Amortization	842.74	724.03
Profit /(Loss) Before Tax	(6,881.06)	(872.98)
Tax (Deferred Tax)	(566.27)	(268.56)
Profit /(Loss) for the year	(6,314.79)	(604.42)

The financial year under review was marked by various challenges. The performance of the Company was impacted on various grounds inter-alia including decline in sales, huge finance cost, strains on the working capital and stiff competition.

### 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 losses incurred, the Board of Directors do not recommend any dividend on shares for the year ended 31<sup>st</sup> March, 2018.

### TRANSFER TO RESERVES

In view of losses incurred, the Board of Directors does not proposes to transfer any amount to reserve.

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company is in process of transferring unpaid /unclaimed dividend for the Financial Year 2009-10 to the Investor Education and Protection Fund.

### DEPOSITS

Your Company has not accepted any Deposit within the meaning and the ambit of Chapter V, 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

After the balance sheet date, a petition was filed on 4<sup>th</sup> April, 2018 by State Bank of India under Section 7 of the Insolvency and Bankruptcy Code, 2016. The said petition is pending before the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees given and investments made during the year as required are provided in Notes 4 and 38 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 SEBI (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 Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration.

The Company has in place the Nomination and Remuneration Committee. The Company has further formulated the Nomination and Remuneration Policy on directors' appointment and remuneration including the criteria for determining qualifications, positive attributes and independence of directors. Further, the changes pertaining to the Nomination and Remuneration Policy during the financial year ended March 31, 2018 forms 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 shall include a statement showing the names of top ten employees as prescribed under the said Rules. The information as per Rule 5(2), forms part of this Report. However, as per first proviso to section 136(1) of the Act and second proviso of Rule 5 of the Rules, the Report and Financial Statements are being sent to the



Members of the Company excluding the statement of particulars of employees under Rule 5 (1) and 5(2) of the Rules. Any Member interested in obtaining a copy of the said statement may write to the Company at the Registered Office of the Company.

### CONSERVATION OF ENERGY

The Company continues to strive for sustainable consumption of natural resources. As you are aware, novel concept nomenclature 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. Accordingly, the Company continued its implementation in the year under review as well. The same was implemented at all the manufacturing facilities. The manufacturing facilities of the Company are 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 listed hereunder:

- Improving system power factor by various means inter-alia including installation of capacitors;
- Reduction of maximum demand and restricting the maximum demand to billing demand;
- Monitoring of energy consumption and further requisite follow-up;
- Use of unconventional energy sources like solar energy in the form of solar water heater plant;
- Timely maintenance of machinery and equipments;
- Optimum utilization of high energy consuming electrical equipments like winding machines;
- Air-compressor pressure is maintained at reduced pressure with fixed timing and air leakages arrested;
- Installation of capacitor panels;
- Energy audits at the manufacturing facility;
- 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 all the manufacturing units.

Adhering to aforesaid initiatives have 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; TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Technology and Research & Development (R&D) go hand in hand. Your Company firmly believes that a sound R&D program is a key to success of any organization 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 diversified 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:

- In Direct Cool refrigerators, the BEE energy norms were upgraded further.
- Various cost innovation projects are taken up to reduce cost and improve profitability in all categories of products
- Upgraded various electrical parts from safety and add-on features point of view for entire range of refrigerators.
- Revamped range of Digi Pearl series washing machines with additional features such as lesser water consumption, high performance, multiple wash selection option, vibrant colours etc.,
- Further Improved Digi Garcia series of Fully Automatic Washing Machines with aesthetically superior looks, water saver function, multiple wash selection option, lesser water consumption and higher performance.
- Changes in the Product cooling system and upgraded Electrical parts from safety point of view for the Entire range of Direct cool refrigerators.
- Introduction of New range of PCM/VCM in the direct cool refrigerators with up-gradation of looks in line the current market trend.

### Future plan of action:

The Company continues to focus on environmental and customer friendly products. The Company has following plans through Research and Development:

- Upgradation of existing technology.
- Introduction of new range of front loading, top loading, fully automatic and semi-automatic and semi-automatic washing machines which are convenient for use.
- Cost Innovation projects through new design and ideas.
- Applying research and value engineering.

During the period under review, the Company has incurred Rs. 2.50 Million representing 0.10% of the turnover towards recurring R & D expenses.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of Foreign Exchange Earnings and Outgo during the financial period ended on 31<sup>st</sup> March, 2018 are set out hereunder:

(Rs. in Million)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Period ended 31 <sup>st</sup> March, 2017
Foreign Exchange Earnings	-	58.49
Foreign Exchange Outgo	318.89	1,297.15

### RISK MANAGEMENT POLICY OF THE COMPANY

Taking risks is an inherent part of entrepreneurial behavior and well-structured risk management allows management to take risks in a controlled manner and the Company has developed and implemented a Risk Management Policy Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Risk Management Policy was reviewed and approved by the Committee constituted by the Board of Directors of the Company.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

### CORPORATE SOCIAL RESPONSIBILITY POLICY

As per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, every company having network of Rs. 500 Crore or more or turnover of Rs. 1,000 Crore or more or net profit of Rs. 5 Crore or more during any financial year shall ensure that it spends, in every financial year, atleast 2 (Two) percent of the average net profits made during three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

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

However, the Company is not required to provide / spend any amount under its Corporate Social Responsibility policy as it has incurred losses in its three immediately preceding financial years.

### HEALTH, SAFETY AND ENVIRONMENT MEASURES

The management of your 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 your Company is well supported by the safety management team which comprises of employee and management representatives. The management believes in the motto "Safety of persons overrides all Production targets".

The team studies a plethora of health, safety and environment related issues at manufacturing plants and reports the observations along with requisite correctives measures, if any, to the management for necessary action.

The Company continues to adopt the following health and safety initiatives:

- Accessibility of health and medical services to all employees through well equipped health centers 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 programs 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.
- Conduct of safety audits.

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

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

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

### INFORMATION TECHNOLOGY

Your Company has in place IT 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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the Rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace. All women associate (permanent, temporary, contractual and trainees) as well as any women visiting the Company's office premises or women service providers are covered under this Policy. 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 year under review, Mr. Avinash Malpani resigned from the office of Director w.e.f. 1<sup>st</sup> July, 2017.

At the previous Annual General Meeting held on 29<sup>th</sup> September, 2017, Mrs. Gayathri R. Girish (DIN: 07145426), was re-appointed as Non Executive Director (Professional), liable to retire by rotation, 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. Subsequently, she has resigned from the office of Director w.e.f. 25<sup>th</sup> January, 2018. The Board takes this opportunity and places on record its sincere appreciation for the services rendered by Mr. Avinash Malpani and Mrs. Gayathri R. Girish, during their tenure as Directors of the Company.

In terms of provisions of Section 149, 160 and 161 of the Act and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, the Board thought it to fit to appoint Mr. Deepak A. Pednekar (DIN: 07639771) as an Independent Director for a period of five years. Accordingly, the Board of the Directors of the Company at its meeting of Board of Directors held on 25<sup>th</sup> January, 2018 have approved and made to continue appointment of Mr. Deepak A. Pednekar as Independent Director to hold office upto a term of five consecutive years from 25<sup>th</sup> January, 2018, not liable to retire by rotation.

The Company has received from Mr. Deepak Anant Pednekar (I) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014, (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section