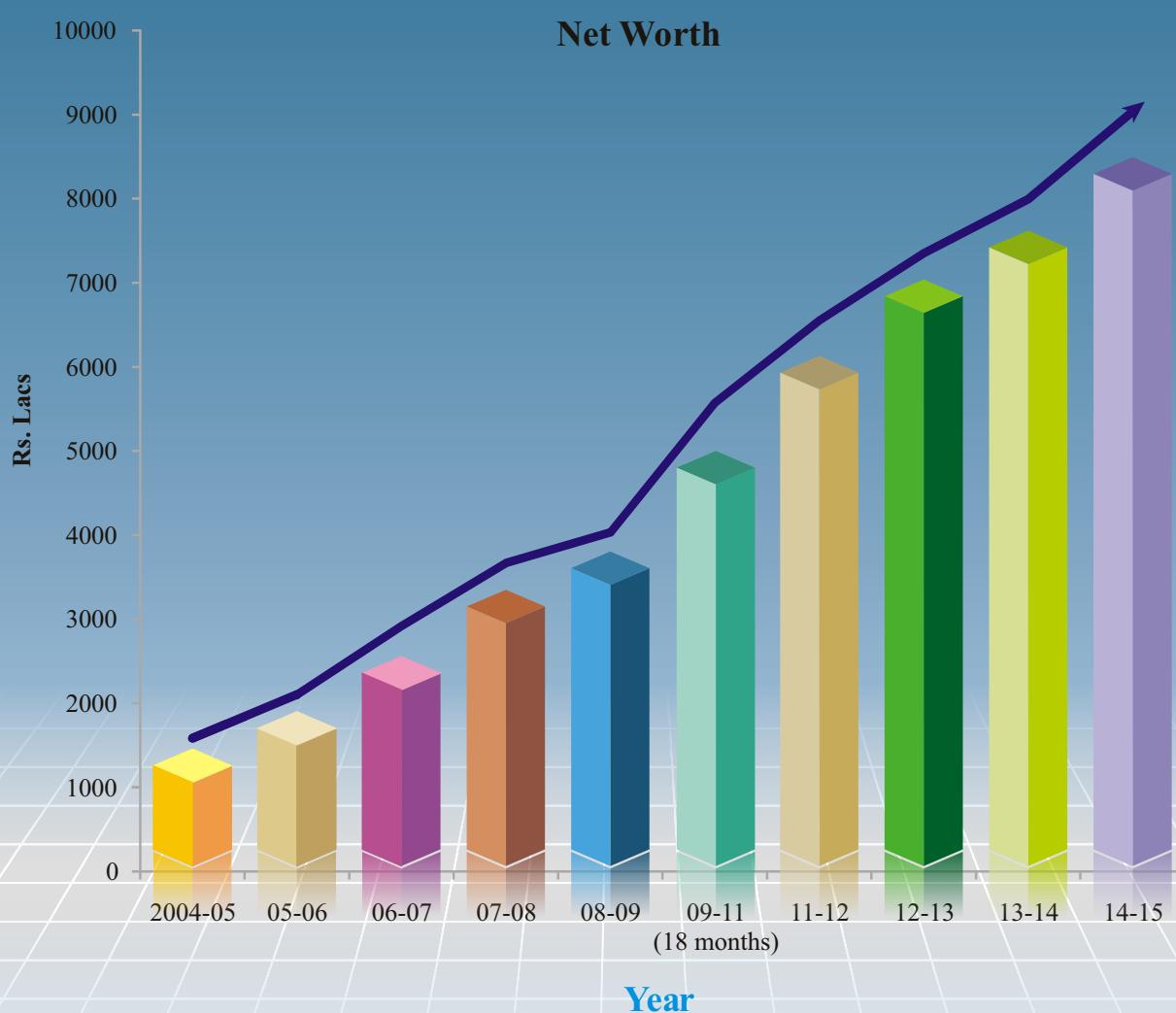




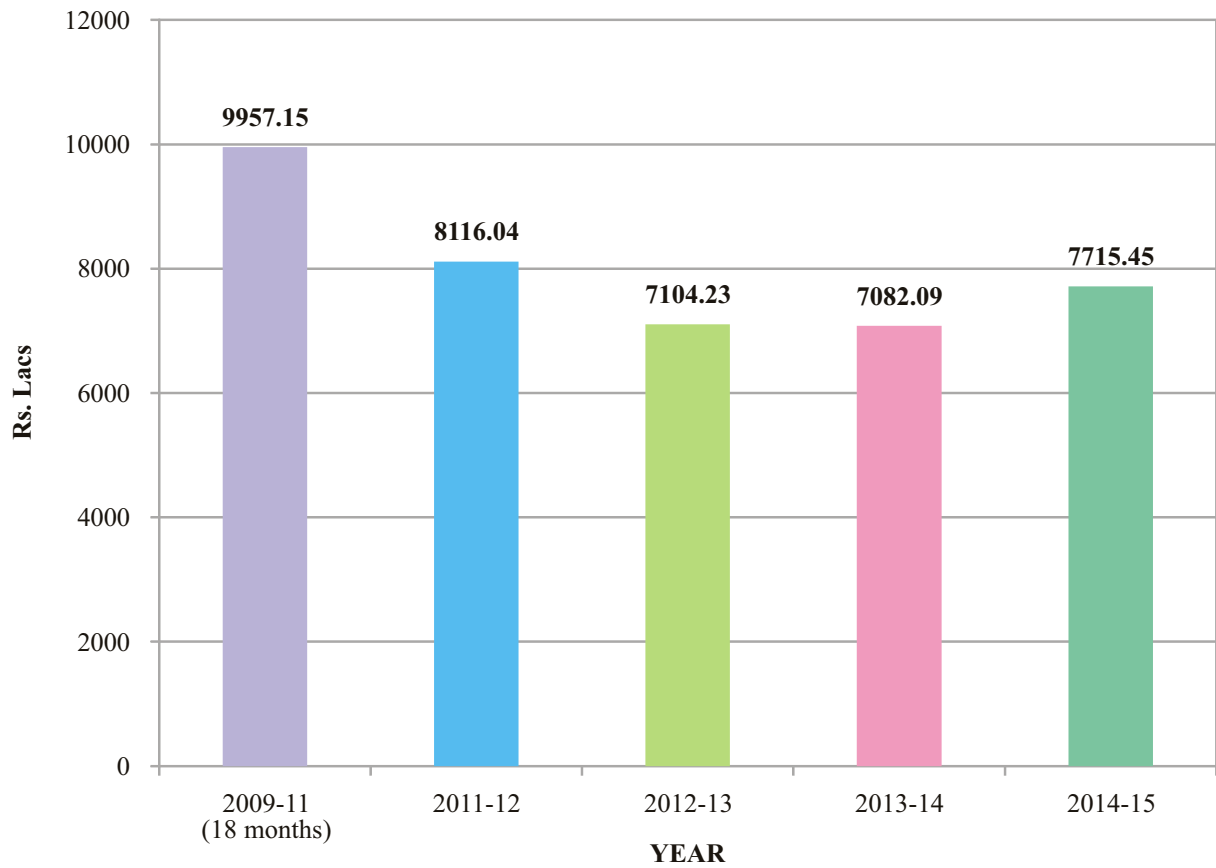
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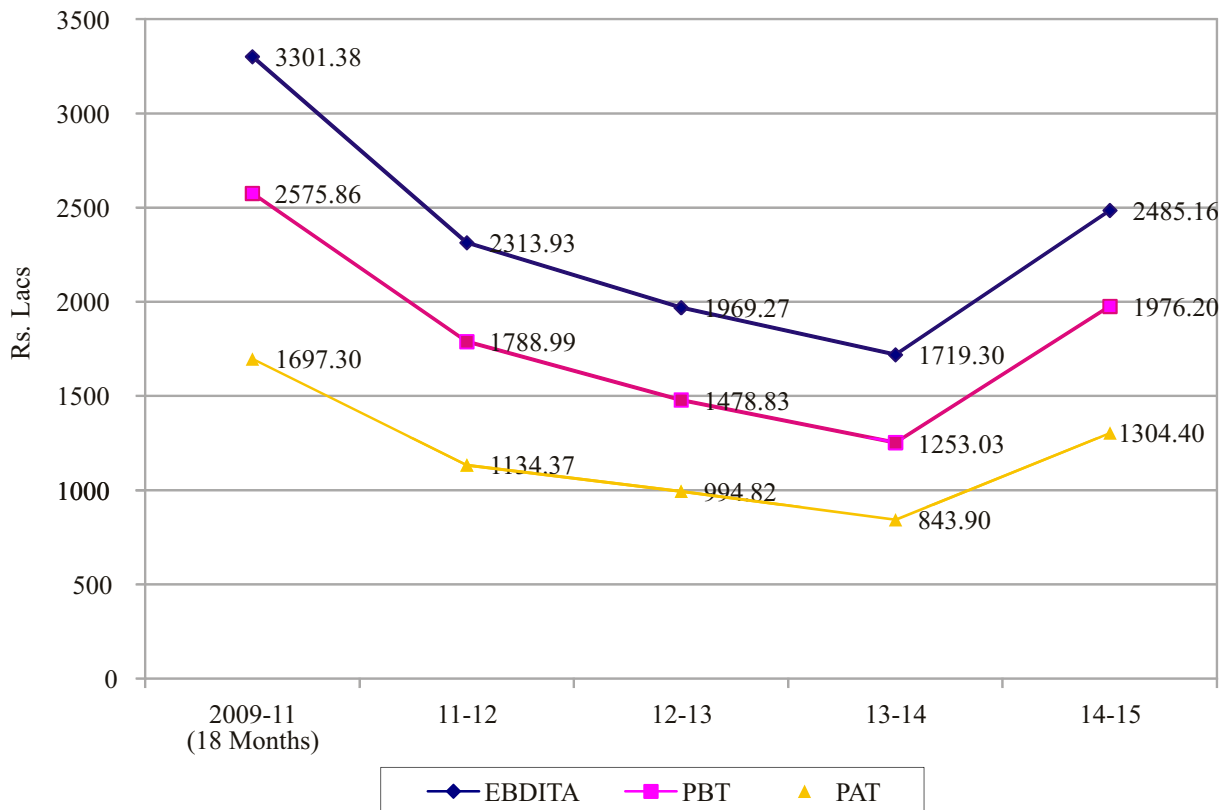


VELJAN DENISON LIMITED

NET SALES



PROFIT TREND



BOARD OF DIRECTORS :

Shri. V. C. JANARDAN RAO
Chairman and Managing Director

Shri. SRINIVAS VG
Executive Director

Shri. G. K. KABRA
Independent Director

Shri . M.L. MOTWANI
Independent Director

Shri, V. PATTABHI
Independent Director

Shri. B.S.SRINIVASAN
Independent Director

Smt. U.UMA DEVI
Director

BOARD'S SUB – COMMITTEES**1. Audit Committee**

Shri. V. PATTABHI - Chairman
Shri. B.S. SRINIVASAN
Shri. SRINIVAS VG
Shri. M.L. MOTWANI

2. Corporate Social Responsibility(CSR) Committee

Shri. V. C. JANARDAN RAO- Chairman
Shri. B.S.SRINIVASAN
Shri . M.L. MOTWANI

3. Nomination & Remuneration Committee

Shri. G. K. KABRA - Chairman
Shri . M.L. MOTWANI
Shri. V. PATTABHI

4. Stakeholder's Relationship Committee

Shri. V. C. JANARDAN RAO- Chairman
Shri . M.L. MOTWANI
Shri. V. PATTABHI

Senior Management

Company Secretary:
Smt. K. GIRIJA BALA

Chief Finance Officer :
Shri. DHEERAJ KUMAR

Statutory Auditors :

M/S. BRAHMAYYA & CO.,
Chartered Accountants
Flat No 403 & 404, 4th Floor
Golden Green Apartments,
Erramanzil Colony, Hyderabad – 500082

Secretarial Auditor :

M/S VBM RAO & ASSOCIATES
Company Secretaries
Flat No.106, Elite Fort Apartments,
Near Secretariat Colony, Puppalaguda
Manikonda , Hyderabad – 500089

Internal Auditor:

M/S M V NARAYANA REDDY & CO
Chartered Accountants
Flat No.504, Vijaya Sree Apartments
Behind Chermas, Ameerpet
Hyderabad – 500073

Cost Auditor:

M/s. SRK & Co.,
Cost Accountants, # 205, 3rd Floor, Reliance Krishna
Apts, Hillfort Road,
Hyderabad – 500 004

Bankers:

Canara Bank
Syndicate Bank

Registered Office:

Plot No.44, 4th Floor, HCL Towers, Chikoti Gardens,
Begumpet, Hyderabad- 500016, Telangana.
Ph.No.040-27764546
Fax No.040-27765253

Factory:

Plot No. 10A, Phase-I, I.D.A, Industrial
Development Area, Patancheru - 502 319, Medak
District,Telangana
Ph.No.08455-242013, 242020 & 242049, Fax
No.08455-242085

Registrar And Share Transfer Agents

M/s Venture Capital and
Corporate Investments Limited
12-10-167, Bharath Nagar, Hyderabad - 500 018.
Phone : 040-23818475

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HIGHLIGHTS OF TEN YEAR'S PERFORMANCE

Particulars	2004-05	2005-06	2006-07	2007-08
1. Sales & other income	2952.87	3507.77	5113.01	6438.87
2. Profit Before int, dep & tax	826.52	1027.10	1699.28	1769.91
3. Profit before extraordinary/exceptional Items & Tax	714.73	873.20	1508.53	1443.18
4. Profit after Tax	445.10	580.49	921.97	851.40
5. Net Fixed Assets	919.33	1245.72	1780.04	2594.78
6. Share Capital	180.00	180.00	180.00	180.00
7. Reserves & surplus	1402.00	1920.92	2737.60	3483.71
8. Net Worth	1582.00	2100.92	2917.60	3663.71
9. Return on Net worth(RONW) PAT/Networth	28.14%	27.63%	31.60%	23.24%
10. Return on Avg.Capital Employed (ROCE)	0.16	0.17	0.18	0.11
11. Cash Earnings per share(Rs)	0.94	6.77	4.61	-7.23
12. Earnings per share (Rs)	24.73	32.25	51.22	47.30
13. Dividend per Share (Rs)	2.50	3.00	5.00	5.00
14. Book Value per Share(Rs)	87.89	116.72	162.09	203.54
15. Sundry Debtors - No of Days	110	127	135	122
16. Turnover/Avg Inventory (Times)	3.30	3.16	3.66	3.56
17. Current Ratio	2.30	1.80	1.94	2.30
20. Debt-Equity Ratio	0.70	0.96	0.85	0.97

HIGHLIGHTS OF TEN YEAR'S PERFORMANCE

2008-09	2009-11 (18 Months)	2011-12	2012-13	2013-14	2014-15
4274.72	10219.37	8370.12	7375.52	7400.61	8187.41
1271.29	3301.38	2313.93	1969.27	1719.30	2485.16
837.21	2575.86	1788.99	1478.83	1253.03	1976.20
471.33	1697.30	1134.37	994.82	843.90	1304.40
3223.39	3411.96	3301.50	3096.36	2878.52	2666.09
180.00	180.00	225.00	225.00	225.00	225.00
3850.09	5389.97	6328.21	7125.61	7772.08	8813.24
4030.09	5569.97	6553.21	7350.61	7997.08	9038.24
11.70%	30.47%	17.31%	13.53%	10.55%	14.43%
0.06	0.17	0.10	0.07	0.06	0.07
2.75	1.91	4.77	52.33	30.11	8.89
26.19	94.29	50.42	44.21	37.51	57.97
5.00	7.50	7.50	7.50	7.50	10.00
223.89	309.44	291.25	326.69	355.43	401.70
126	200	171	225	167	279
2.38	2.82	3.54	2.76	2.89	2.58
2.61	2.28	2.38	2.15	2.67	2.62
0.63	0.61	0.47	0.55	0.45	0.47

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41ST Annual General Meeting of M/s. Veljan Denison Limited (CIN: L29119TG1973PLC001670) will be held on Wednesday the 30th day of September, 2015, at 11.30 A.M. at Plot No. A18 & 19, APIE, Balanagar, Hyderabad-500037, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended 31st March, 2015 and the Reports of the Directors' and the Auditors' thereon.
2. To declare dividend for the year ended 31st March, 2015.
3. To elect and appoint a Director in place of Smt.U. Uma Devi (DIN: 00125840), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of section 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Brahmayya & Co, Chartered Accountants, Hyderabad having Firm Registration No.000513S allotted by The Institute of Chartered Accountants of India, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty Second AGM to be held in the year 2016, and that the Board of Directors be and is hereby authorized to fix their remuneration.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, on the recommendation of Nomination and Remuneration Committee consent of the Shareholders is hereby accorded for the appointment of Sri. V. C. Janardan Rao (DIN 00181609) as Chairman and Managing Director for a period of five years with effect from 1st January 2015 on following terms of remuneration:

- a) Basic salary: Rs.3,00,000/- per month.
- b) Commission: The commission will be in addition to the salary, perquisites and allowances.

The amount of commission shall not exceed 2% of the profits of the Company in a year and shall be subject to the overall ceilings laid down in Sections 196,197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act.

- c) In addition to the salary and commission as stated above, Sri. V C Janardan Rao shall be entitled to the following perquisites and allowances, subject to the overall remuneration in a financial year not exceeding the maximum limits prescribed from time to time under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act.

Category A:

- a. Medical Reimbursement
- b. Leave travel concession: Actual expenditure incurred for self and family once in a year
- c. Club fee: Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed
- d. Insurance :Personal Accident Insurance, Medical Insurance and such other Insurance subject to the overall limits

The above mentioned perquisites and allowances shall be paid at par with those for the senior managerial personnel.

Category B:

- a. Contribution towards Provident Fund and Superannuation Fund/Pension Fund to the extent either of these singly or put together are not taxable under the Income tax Act, 1961
- b. Gratuity payable in accordance with the rules of the company will not be included in the computation of ceiling of remuneration
- c. Provision of car for use on Company's business and telephone (mobiles) at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Chairman and Managing Director.
- d. Earned/Privileged leave on full pay and allowance as per rules of the Company. Leave accumulated but not availed of during his tenure may be allowed to be encashed as per the rules of the Company

Overall Remuneration:

The aggregate of salary, commission, perquisites and allowance in any financial year shall not exceed the limits prescribed from time to time under Sections 196,197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act for the time being in force.

Minimum Remuneration:

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

“RESOLVED FURTHER THAT Sri V. C. Janardan Rao, Chairman and Managing Director and Smt. U. Umadevi, Director of the Company is hereby severally authorised to do all acts for this purpose including filing of necessary forms with the Registrar of Companies (MCA), other authorities / regulators as may be required.”

By order of the Board
FOR VELJAN DENISON LIMITED

Place: Hyderabad
Date: 31/07/2015

V. C. Janardan Rao
Chairman & Managing Director

Notes:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.
- b) CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE ANNUAL GENERAL MEETING.
- c) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business items as set out in the Notice is annexed hereto.
- d) The Shareholders of the Company are informed that the amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund [“the fund”] constituted by the Central Government and the shareholder(s) would not be able to claim any amount of the dividend so transferred to the Fund. All unclaimed / unpaid dividends declared for and up to the financial year 2006-2007 had been transferred to the fund by the company.
- e) The shareholders who have not encashed their earlier dividend warrants are requested to write to the Company immediately for claiming outstanding dividends declared by the Company.
- f) As per RBI notification, with effect from 1st October, 2009, the remittance of the money through ECS was replaced by National Electronic Clearing Service (NECS) and banks have been instructed to move to the NECS Platform. For the shareholders holding shares in electronic form, please furnish the new Bank Account Number as allotted to you by the bank after implementation of its Core Banking Solutions alongwith a photocopy of a cheque pertaining to the concerned account to your Depository Participant.
- g) The Equity shares of the Company are tradable in dematerialized form. In view of the same and to avail of the in built advantages of the ECS payment, nomination facility and other advantages, the shareholders are requested to get their shares in demat form. The Company ISIN No. INE232E01013.
- h) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R & T Agent, namely M/s.Venture Capital and Corporate Investments Limited, 12-10-167, Bharath Nagar, Hyderabad 500018, Telangana. Phones: 040- 23818475
- i) Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
- j) The Share Transfer Register and Members Register will remain closed from 23rd September, 2015 to 30th September, 2015 (both days inclusive) for the purpose of dividend and Annual General Meeting.