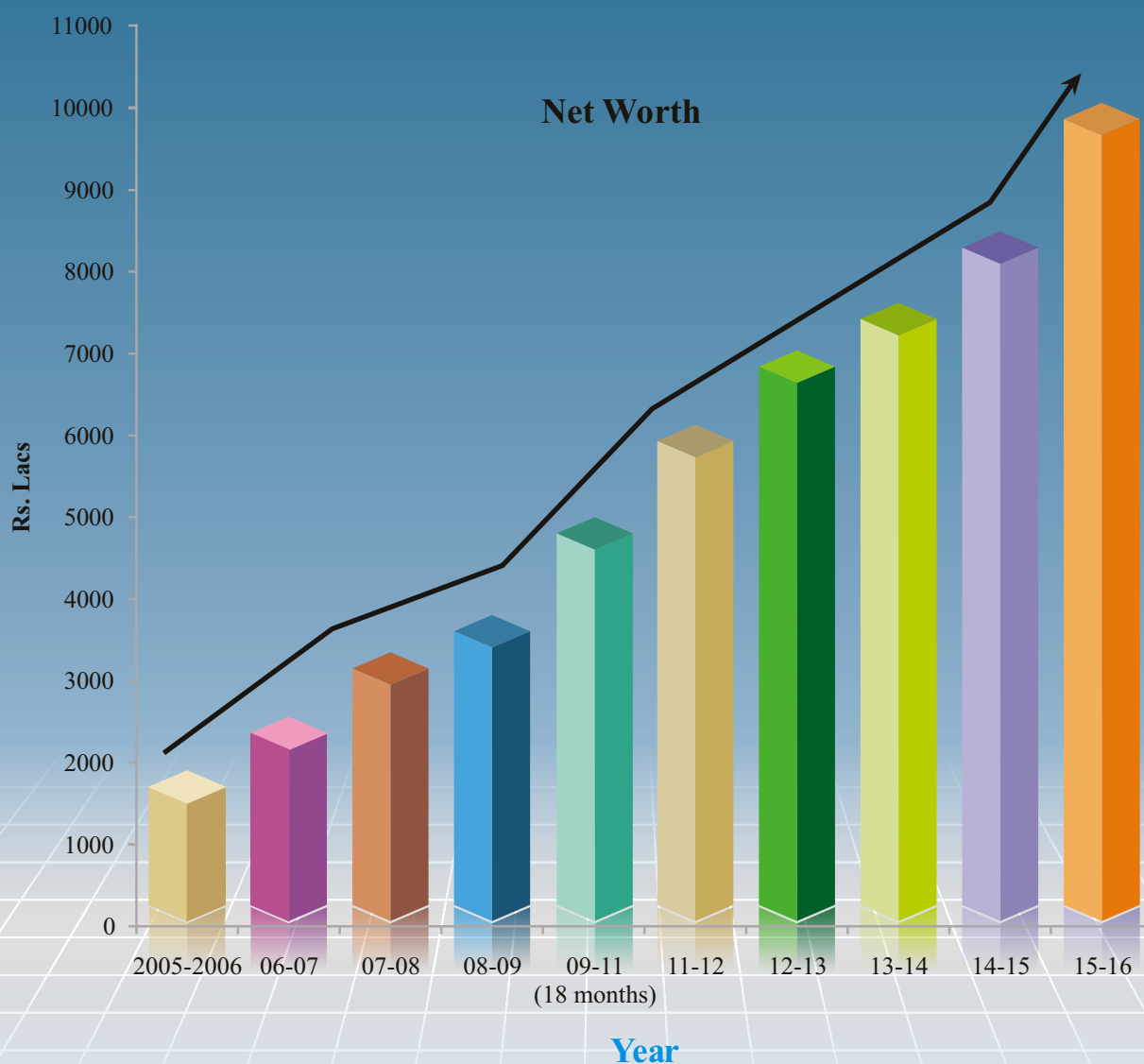




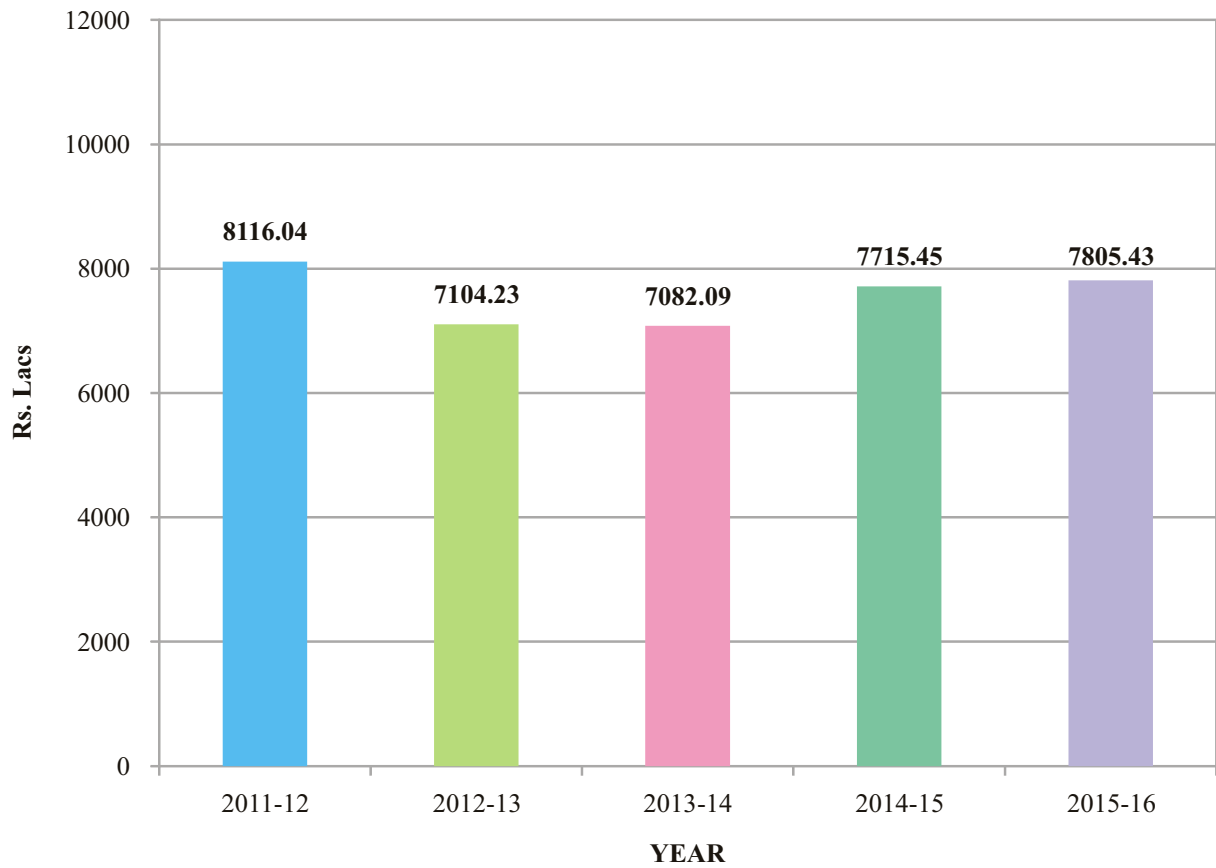
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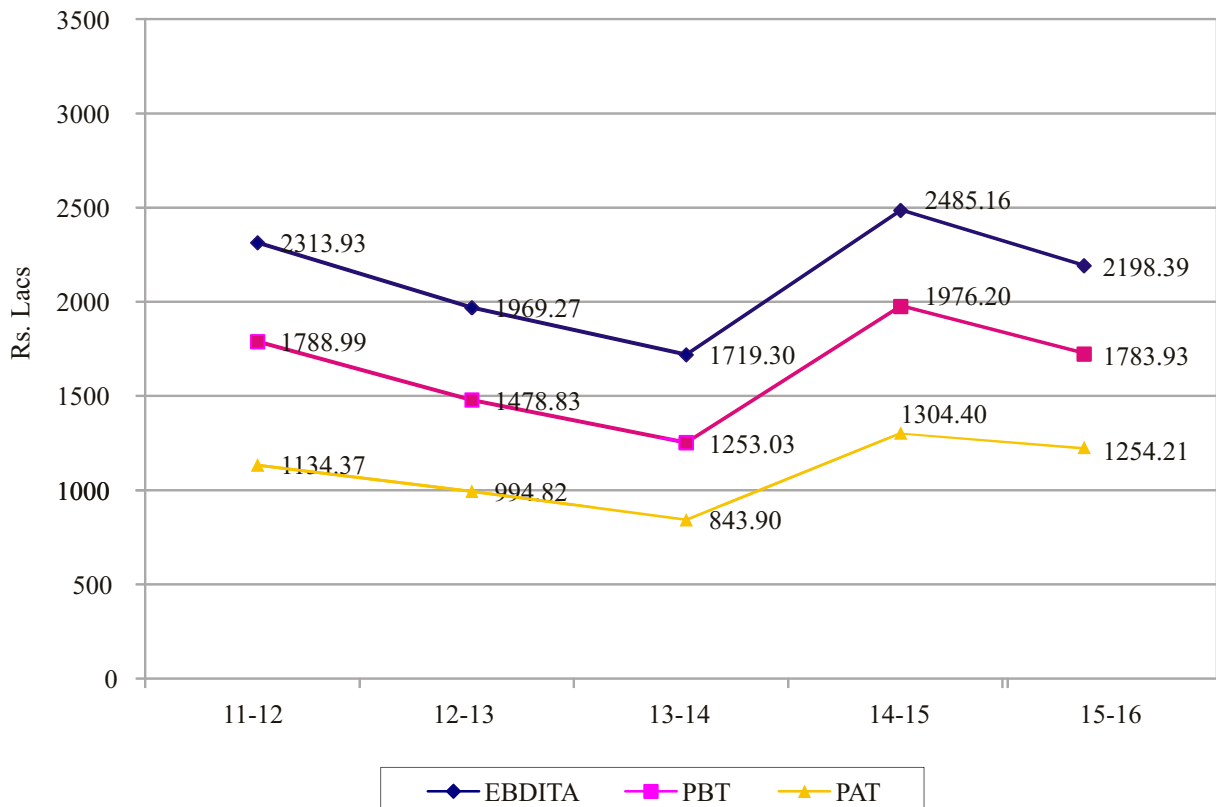


VELJAN DENISON LIMITED

NET SALES



PROFIT TREND



BOARD OF DIRECTORS :

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

Senior Management

Chief Executive Officer :
Shri. K HARISCHANDRA PRASAD

Chief Finance Officer :
Shri. DHEERAJ KUMAR

Company Secretary:
Shri. S JASMINDER SINGH

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 B5 & Co LLP
Company Secretaries
Plot No.250, Opp: Darpan Boutique, Near Birla
Mandir, Adarsh Nagar, Hyderabad – 500063

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
HDFC Bank Ltd.
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,
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 Private Limited
12-10-167, Bharath Nagar, Hyderabad - 500 018.
Phone : 040-23818475

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HIGHLIGHTS OF TEN YEAR'S PERFORMANCE

Particulars	2005-06	2006-07	2007-08	2008-09
1. Sales & other income	3507.77	5113.01	6438.87	4274.72
2. Profit Before int, dep & tax	1027.10	1699.28	1769.91	1271.29
3. Profit before extraordinary/exceptional Items & Tax	873.20	1508.53	1443.18	837.21
4. Profit after Tax	580.49	921.97	851.40	471.33
5. Net Fixed Assets	1245.72	1780.04	2594.78	3223.39
6. Share Capital	180.00	180.00	180.00	180.00
7. Reserves & surplus	1920.92	2737.60	3483.71	3850.09
8. Net Worth	2100.92	2917.60	3663.71	4030.09
9. Return on Net worth(RONW) PAT/Networth	27.63%	31.60%	23.24%	11.70%
10. Return on Avg.Capital Employed (ROCE)	0.17	0.18	0.11	0.06
11. Cash Earnings per share(Rs)	38.09	58.49	58.04	41.39
12. Earnings per share (Rs)	32.25	51.22	47.30	26.19
13. Dividend per Share (Rs)	3.00	5.00	5.00	5.00
14. Book Value per Share(Rs)	116.72	162.09	203.54	223.89
15. Sundry Debtors - No of Days	127	135	122	126
16. Turnover/Avg Inventory (Times)	3.16	3.66	3.56	2.38
17. Current Ratio	1.80	1.94	2.30	2.61
20. Debt-Equity Ratio	0.96	0.85	0.97	0.63

HIGHLIGHTS OF TEN YEAR'S PERFORMANCE

2009-11 (18 Months)	2011-12	2012-13	2013-14	2014-15	2015-16
10219.37	8370.12	7375.52	7400.61	8187.41	8076.70
3301.38	2313.93	1969.27	1719.30	2485.16	2198.39
2575.86	1788.99	1478.83	1253.03	1976.20	1783.93
1697.30	1134.37	994.82	843.90	1304.40	1254.21
3411.96	3301.50	3096.36	2878.52	2666.09	2934.23
180.00	225.00	225.00	225.00	225.00	225.00
5389.97	6328.21	7125.61	7772.08	8813.24	9796.65
5569.97	6553.21	7350.61	7997.08	9038.24	10021.65
30.47%	17.31%	13.53%	10.55%	14.43%	12.52%
0.17	0.10	0.07	0.06	0.07	0.07
122.43	65.55	58.66	51.67	71.06	67.14
94.29	50.42	44.21	37.51	57.97	55.74
7.50	7.50	7.50	7.50	10.00	10.00
309.44	291.25	326.69	355.43	401.70	445.41
200	171	225	167	279	291.16
2.82	3.54	2.76	2.89	2.58	2.94
2.28	2.38	2.15	2.67	2.62	3.70
0.61	0.47	0.55	0.45	0.47	0.34

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting of M/s. Veljan Denison Limited (CIN: L29119TG1973PLC001670) will be held on Friday the 30th day of September, 2016, at 11.30 A.M. at Plot No. A18 & 19, APIE, Balanagar, Hyderabad Telangana-500037 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended 31st March, 2016 and the Reports of the Directors' and the Auditors' thereon.
2. To confirm the payment of interim Dividend, declared on equity Shares of the Company for the financial year 2015-2016
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 a 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 (FRN.000513S) 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 Third A G M to be held in the year 2017, 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 the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, if applicable, consent of the members be and is hereby accorded to the Board of Directors or the Committee thereon for entering into the following proposed Related Party Transactions with respect to sale, purchase of goods or materials by Veljan Denison Limited with effect from October 1, 2016 and every year thereafter, up to the maximum per annum amounts as appended in table below:

Sr. No.	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from October 1, 2016 (Rs. in crores)
1	Veljan Hydrair Limited (VHL)	Group Company	75*
2	Suxus Systems Limited (Suxus)	Group Company	25*
3	Ecmat Limited (Ecmat)	Group Company	25*

* Expected maximum annual value of transaction over the next three to four years

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
FOR VELJAN DENISON LIMITED

Place: Hyderabad
Date: 04/08/2016

V. C. Janardan Rao
Chairman & Managing Director

- 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 2007-2008 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 Private Limited, 12-10-167, Bharath Nagar, Hyderabad 500018, Telangana. Phones: 040- 23818475
- i) Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes