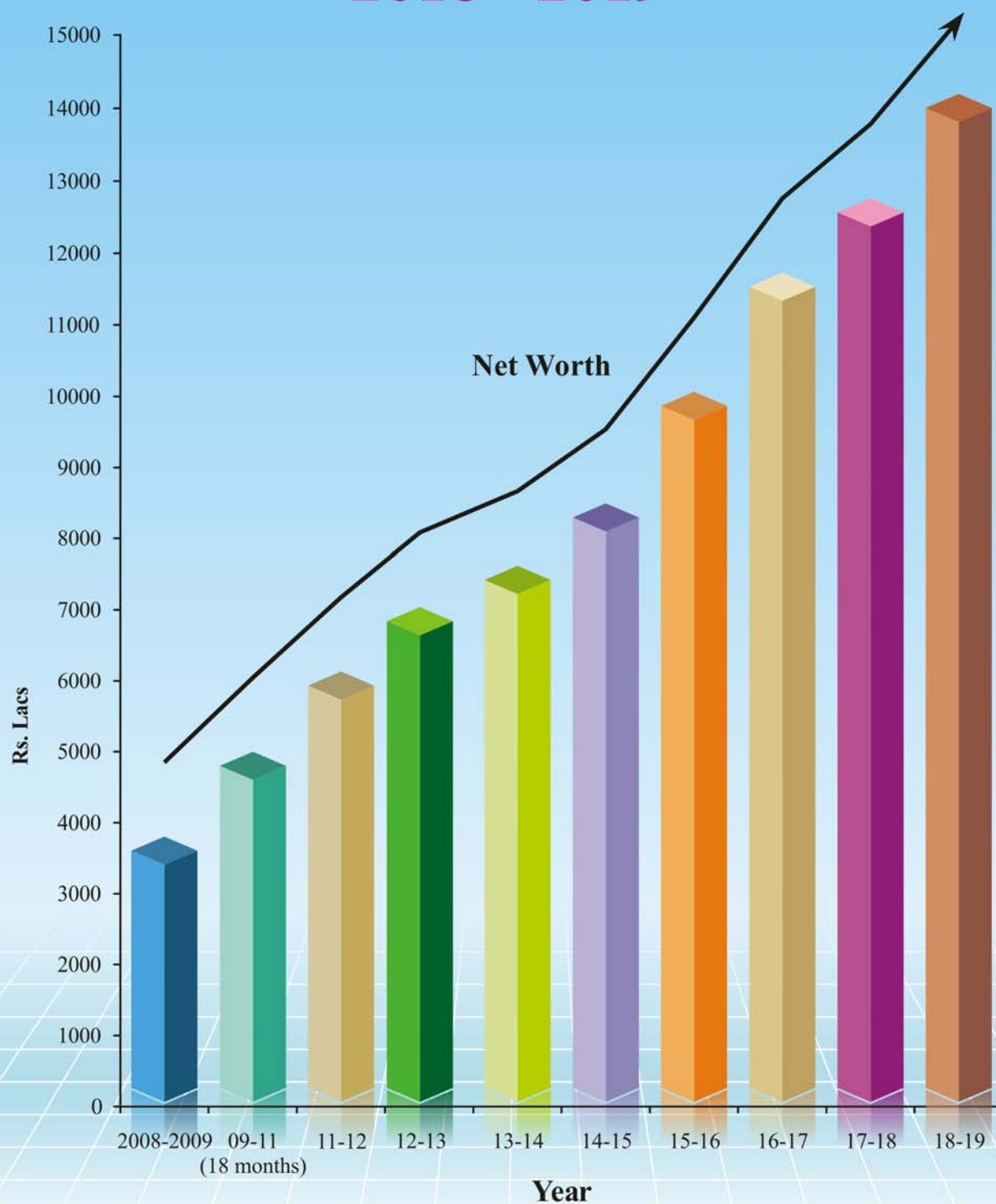


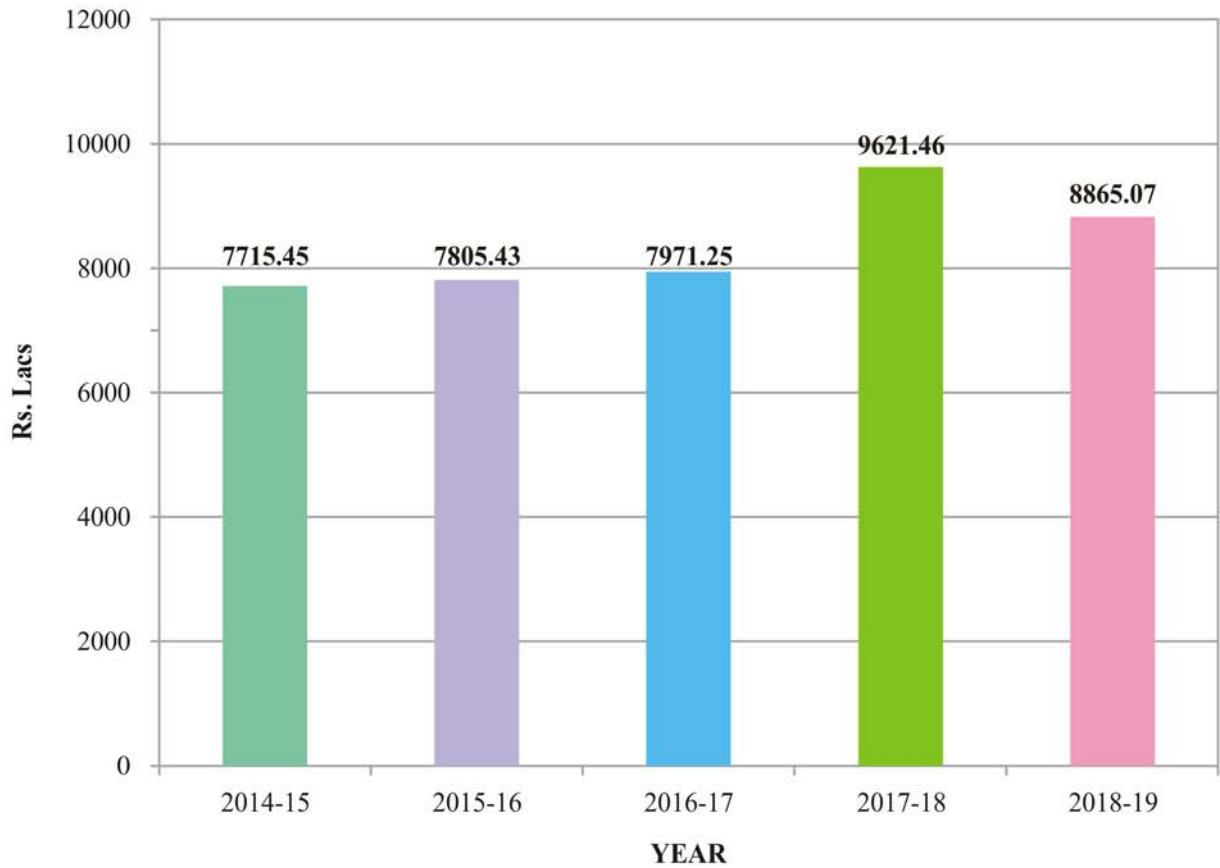


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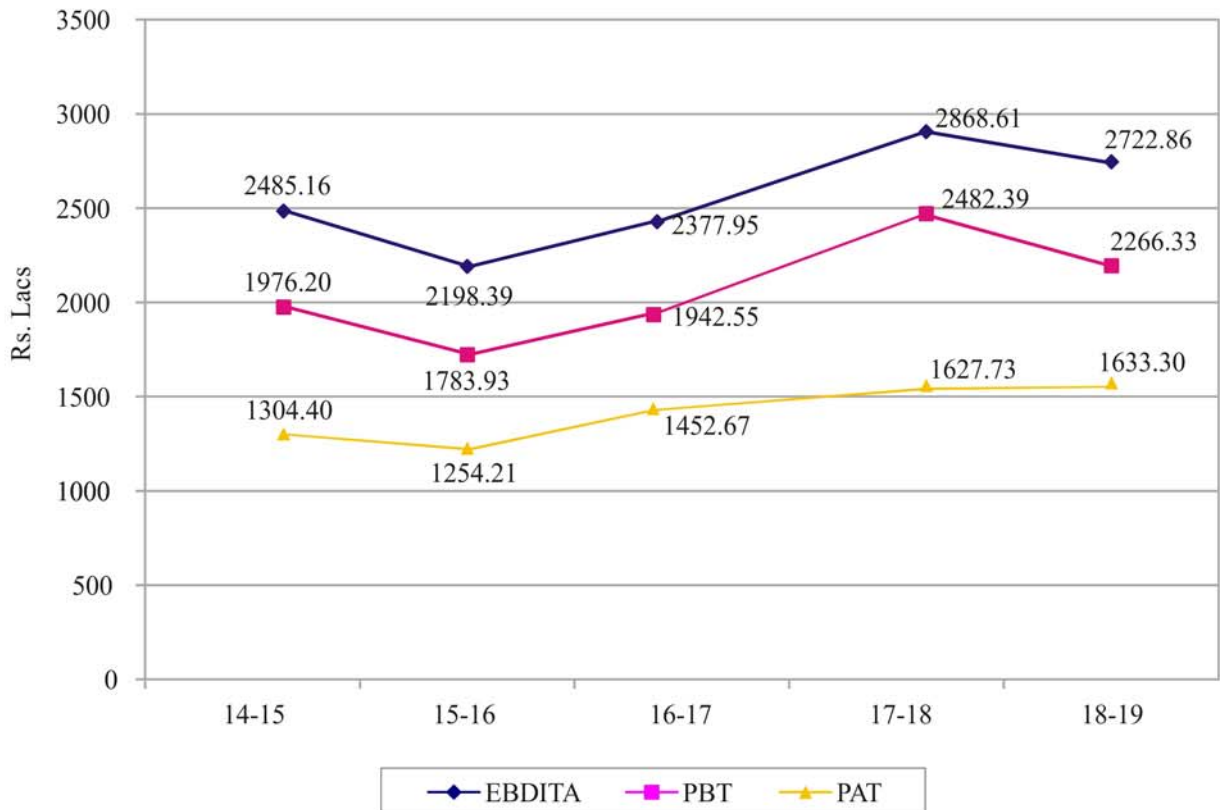


VELJAN DENISON LIMITED

NET SALES



PROFIT TREND



BOARD OF DIRECTORS :

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

2. Corporate Social Responsibility(CSR) Committee

Shri. V. C. JANARDAN RAO- Chairman
Shri. B.S.SRINIVASAN
Smt . U. UMA DEVI

3. Nomination & Remuneration Committee

Shri. V. PATTABHI - Chairman
Smt . U. UMA DEVI
Shri. B.S.SRINIVASAN

4. Stakeholder's Relationship Committee

Shri. V. PATTABHI - Chairman
Shri. V. C. JANARDAN RAO
Smt . U. UMA DEVI

SENIOR MANAGEMENT**Chief Financial Officer :**

Shri. D. RANGA CHARY
(w.e.f. 12-08-2019)

Company Secretary:

Shri. B. NARAHARI

Statutory Auditors :

M/S. K.S.RAO & CO.
Chartered Accountants
Flat No 603, 6th Floor,
Golden Green Apartments,
Erramanzil Colony, Hyderabad – 500082

Secretarial Auditor :

M/S BS & Company, Company Secretaries LLP
5-9-22/71A, Ground Floor, MCH No.250, Near Birla
Temple, 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

Bankers:

Canara Bank
HDFC Bank Ltd.

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, Sangareddy 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	2008-09	2009-11 (18 Months)	2011-12	2012-13
1. Sales & other income	4274.72	10219.37	8370.12	7375.52
2. Profit Before int, dep & tax	1271.29	3301.38	2313.93	1969.27
3. Profit before extraordinary/exceptional Items & Tax	837.21	2575.86	1788.99	1478.83
4. Profit after Tax	471.33	1697.30	1134.37	994.82
5. Net Fixed Assets	3223.39	3411.96	3301.50	3096.36
6. Share Capital	180.00	180.00	225.00	225.00
7. Reserves & surplus	3850.09	5389.97	6328.21	7125.61
8. Net Worth	4030.09	5569.97	6553.21	7350.61
9. Return on Net worth(RONW) PAT/Networth	11.70%	30.47%	17.31%	13.53%
10. % of Employee cost to net turnover	8.80	7.04	8.22	9.52
11. Cash Earnings per share(Rs)	41.39	122.43	65.55	58.66
12. Earnings per share (Rs)	26.19	94.29	50.42	44.21
13. Dividend per Share (Rs)	5.00	7.50	7.50	7.50
14. Book Value per Share(Rs)	223.89	309.44	291.25	326.69
15. Sundry Debtors - No of Days	126	200	171	225
16. Turnover/Avg Inventory (Times)	2.38	2.82	3.54	2.76
17. Current Ratio	2.61	2.28	2.38	2.15
20. Debt-Equity Ratio	0.63	0.61	0.47	0.55

HIGHLIGHTS OF TEN YEAR'S PERFORMANCE

2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
7400.61	8187.41	8076.70	8325.42	9815.97	8865.07
1719.30	2485.16	2198.39	2377.95	2868.61	2722.86
1253.03	1976.20	1783.93	1942.55	2482.39	2266.33
843.90	1304.40	1254.21	1452.67	1627.73	1633.30
2878.52	2666.09	2934.23	2708.83	2987.96	4839.28
225.00	225.00	225.00	225.00	225.00	225.00
7772.08	8813.24	9796.65	11249.32	12607.87	13970.36
7997.08	9038.24	10021.65	11474.32	12832.87	14195.36
10.55%	14.43%	12.52%	12.66%	12.68%	11.51%
9.31	8.65	9.13	9.48	7.55	8.00
51.67	71.06	67.14	76.51	85.15	87.54
37.51	57.97	55.74	64.56	72.34	72.59
7.50	10.00	10.00	10.00	10.00	10.00
355.43	401.70	445.41	509.97	570.35	630.90
167	279	291.16	244.92	212.24	194.09
2.89	2.58	2.94	2.75	3.29	2.99
2.67	2.62	3.70	3.44	4.29	3.47
0.45	0.47	0.34	0.36	0.26	0.28

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 45th Annual General Meeting of the members of **Veljan Denison Limited** (CIN: L29119TG1973PLC001670) will be held on **Monday, the 30th day of September, 2019, at 11.30 A.M. at Plot No. A 18 & 19, APIE, Balanagar, Hyderabad – 500 037** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements which includes Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date and reports of the Board of Directors and the Auditors' thereon.
2. To declare a dividend of Rs. 10/- (Rupees Ten) per equity share of Rs. 10/-each for the financial year ended March 31, 2019.
3. To elect and appoint a Director in place of Mr. V.C. Janardan Rao (DIN: 00181609), Chairman and Managing Director who retires by rotation and being eligible, offers himself for re appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. V. C. Janardan Rao as Managing Director of the Company:

To Consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V thereof and upon the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. V. C. Janardan Rao (DIN 00181609) as Chairman and Managing Director of the Company, subject to retirement by rotation, for a further period of three years with effect from 1st January, 2020 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. V. C. Janardan Rao, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

- 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, Mr. 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 be for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

5. Re-appointment of Mr. V. Pattabhi as Independent Director of the Company:

To Consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act and provisions of Regulation 3(d) (ii) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable regulations of the SEBI (LODR) Regulations, 2015 (as amended from time to time), Mr. Pattabhi Vangala (DIN: 00200157), who has already attained the age of 75 years, Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from September 30, 2019 to September 29, 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time”.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”