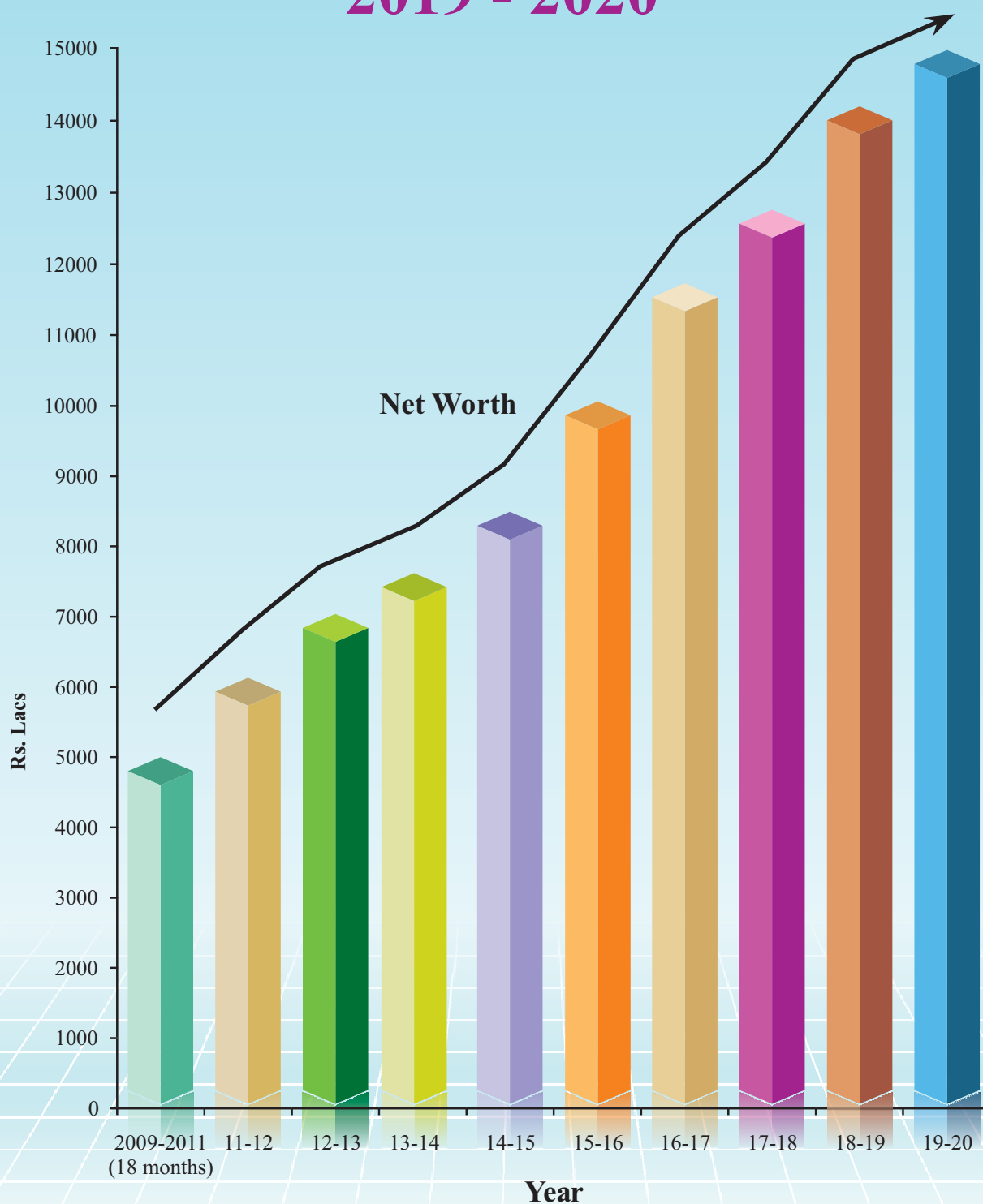


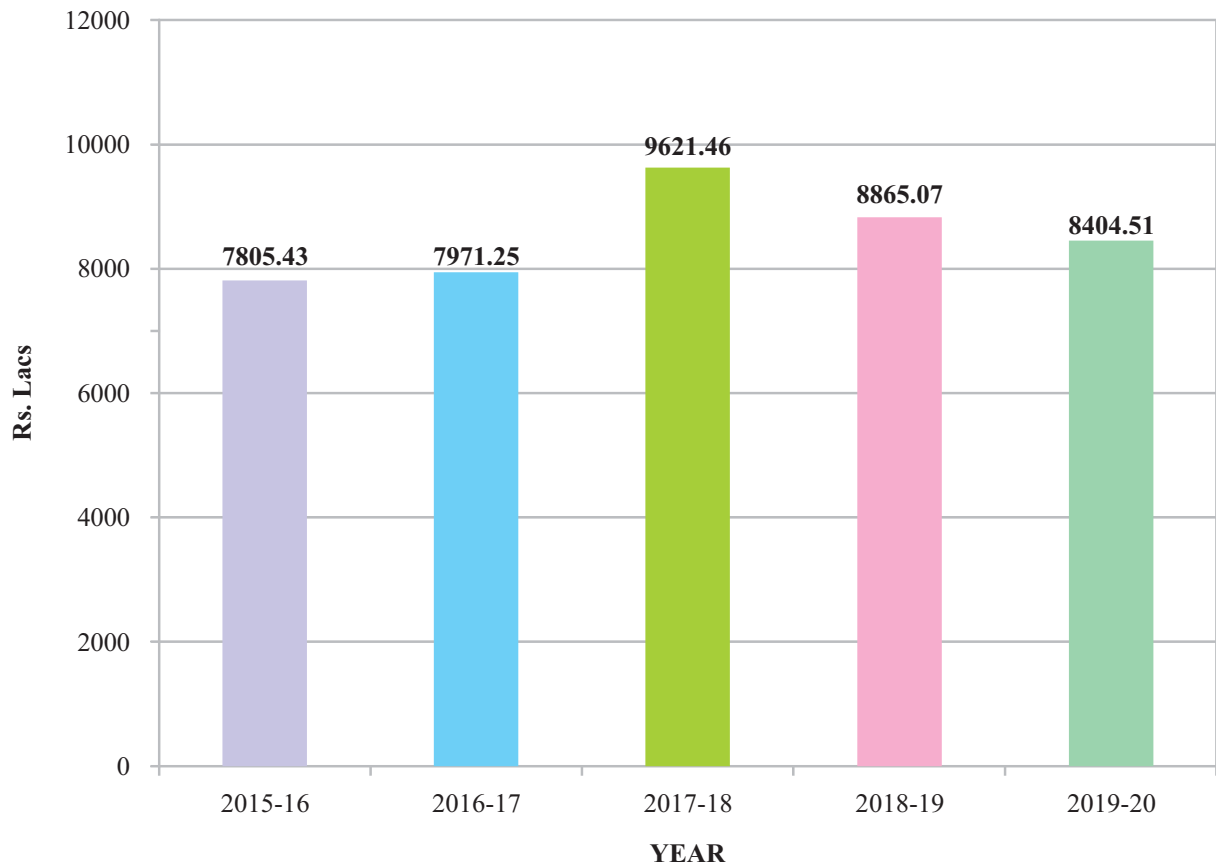


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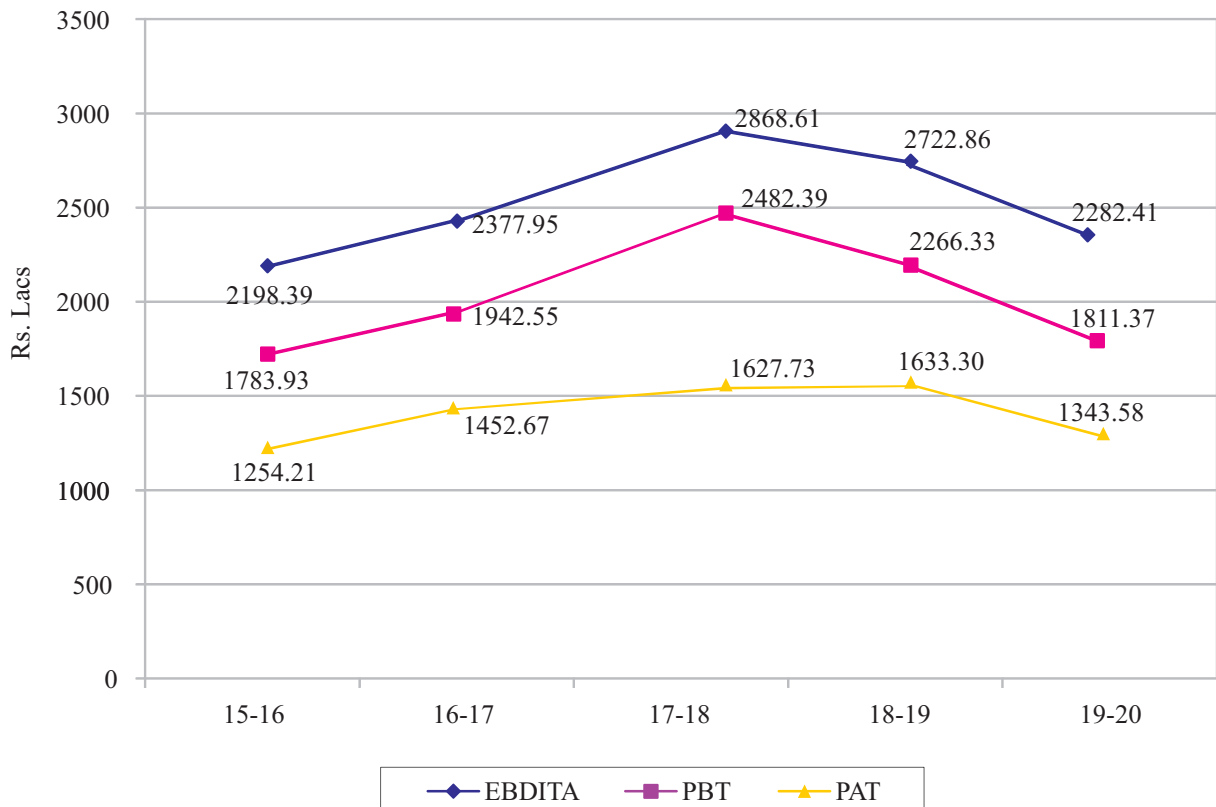


VELJAN DENISON LIMITED

NET SALES



PROFIT TREND



BOARD OF DIRECTORS :

(As on 08-12-2020)

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

Shri. U. SRIKRISHNA
Executive Director

Shri, V. PATTABHI
Independent Director

Shri. B.S.SRINIVASAN
Independent Director

Shri. G. NARAYAN RAO
Independent Director

Smt. U.UMA DEVI
Director

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

Shri. V. PATTABHI - Chairman
Shri. B.S. SRINIVASAN
Shri. G. NARAYAN RAO
Shri. U. SRIKRISHNA

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
Shri. U. SRIKRISHNA

SENIOR MANAGEMENT

Chief Financial Officer :
Shri. G. SUBBA RAO

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	2009-11 (18 Months)	2011-12	2012-13	2013-14
1. Sales & other income	10219.37	8370.12	7375.52	7400.61
2. Profit Before int, dep & tax	3301.38	2313.93	1969.27	1719.30
3. Profit before extraordinary/exceptional Items & Tax	2575.86	1788.99	1478.83	1253.03
4. Profit after Tax	1697.30	1134.37	994.82	843.90
5. Net Fixed Assets	3411.96	3301.50	3096.36	2878.52
6. Share Capital	180.00	225.00	225.00	225.00
7. Reserves & surplus	5389.97	6328.21	7125.61	7772.08
8. Net Worth	5569.97	6553.21	7350.61	7997.08
9. Return on Net worth(RONW) PAT/Networth	30.47%	17.31%	13.53%	10.55%
10. % of Employee cost to net turnover	7.04	8.22	9.52	9.31
11. Cash Earnings per share(Rs)	122.43	65.55	58.66	51.67
12. Earnings per share (Rs)	94.29	50.42	44.21	37.51
13. Dividend per Share (Rs)	7.50	7.50	7.50	7.50
14. Book Value per Share(Rs)	309.44	291.25	326.69	355.43
15. Sundry Debtors - No of Days	200	171	225	167
16. Turnover/Avg Inventory (Times)	2.82	3.54	2.76	2.89
17. Current Ratio	2.28	2.38	2.15	2.67
20. Debt-Equity Ratio	0.61	0.47	0.55	0.45

HIGHLIGHTS OF TEN YEAR'S PERFORMANCE

2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
8187.41	8076.70	8325.42	9815.97	8865.07	8404.51
2485.16	2198.39	2377.95	2868.61	2722.86	2282.40
1976.20	1783.93	1942.55	2482.39	2266.33	1811.37
1304.40	1254.21	1452.67	1627.73	1633.30	1343.58
2666.09	2934.23	2708.83	2987.96	4839.28	6233.35
225.00	225.00	225.00	225.00	225.00	225.00
8813.24	9796.65	11249.32	12607.87	13970.36	14771.42
9038.24	10021.65	11474.32	12832.87	14195.36	14996.42
14.43%	12.52%	12.66%	12.68%	11.51%	8.96%
8.65	9.13	9.48	7.55	8.00	8.90
71.06	67.14	76.51	85.15	87.54	77.72
57.97	55.74	64.56	72.34	72.59	59.71
10.00	10.00	10.00	10.00	10.00	10.00
401.70	445.41	509.97	570.35	630.90	666.51
279	291.16	244.92	212.24	194.09	136.79
2.58	2.94	2.75	3.29	2.99	1.79
2.62	3.70	3.44	4.29	3.47	4.64
0.47	0.34	0.36	0.26	0.28	0.18

VELJAN DENISON LIMITED**CIN: L29119TG1973PLC001670****Regd. Office:** Plot No. 44, 4th Floor, HCL Towers, Begumpet, Hyderabad – 500 016**Phone:** +91-40-2776 4546 **Fax:** +91-40-2776 5253**Web:** www.veljan.in **E-mail:** info@veljan.in**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **46th Annual General Meeting** of the members of **Veljan Denison Limited (CIN: L29119TG1973PLC001670)** will be held on **Thursday, the 31st day of December, 2020, 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, 2020, 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 confirm the interim dividend of Rs. 10/- per equity share of Rs. 10/- each of the Company and consider the same as final dividend for the financial year ended on March 31, 2020.
3. To elect and appoint a Director in place of Mrs. U. Uma Devi (DIN: 00125840), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**4. Appointment of Mr. G. Narayan Rao (DIN: 00029120) 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, 161 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) and upon the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Garapaty Narayana Rao (DIN: 00029120), who has been appointed as an Additional Director (Independent Director) of the Company w.e.f September 15, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act and Listing Regulations 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 who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Non Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a first term of five consecutive years with effect from September 15, 2020 to September 14, 2025 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 consent of the members of the Company be and is hereby accorded for continuation of holding of office of Independent Director by Mr. G. Narayan Rao (DIN: 00029120) upon attaining the age of 75 (Seventy Five years) years on 02.04.2025 up to the expiry of his first term of office i.e. up to September 14, 2025.

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

5. Appointment of Mr. Sri Krishna Uppaluri as a Director of the Company:

To consider and if thought fit to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sri Krishna Uppaluri (DIN: 0008880274), who was appointed as Additional Director on September 15, 2020, who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

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

6. Appointment of Mr. Sri Krishna Uppaluri as Whole time Director designated as Executive 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, 198, 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 Regulation 17(6)(e) and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), upon the recommendations of Nomination & Remuneration Committee, Audit Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded to the appointment of Mr. Sri Krishna Uppaluri (DIN: 0008880274), as Whole time Director designated as “Executive Director” of the Company, subject to retirement by rotation, for a period of three years with effect from September 15, 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. Sri Krishna Uppaluri, subject to the same is not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Salary :

Particulars	Per Month (Rs.)	Per Annum (Rs.)
Basic Salary	93,500	1,122,000
House Rent Allowance	38,500	462,000
Conveyance Allowance	34,000	408,000
Other Allowances	17,500	210,000
Total	183,500	2,202,000

In addition to the salary as stated above, Mr. Sri Krishna Uppaluri 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 Executive 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, 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 the remuneration payable to Mr. Sri Krishna Uppaluri in any year may exceed 2.5% of the net profits of the Company or the aggregate annual remuneration of all the Executive Directors may exceed 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the tenure of his appointment i.e. till 14th September, 2023."

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."