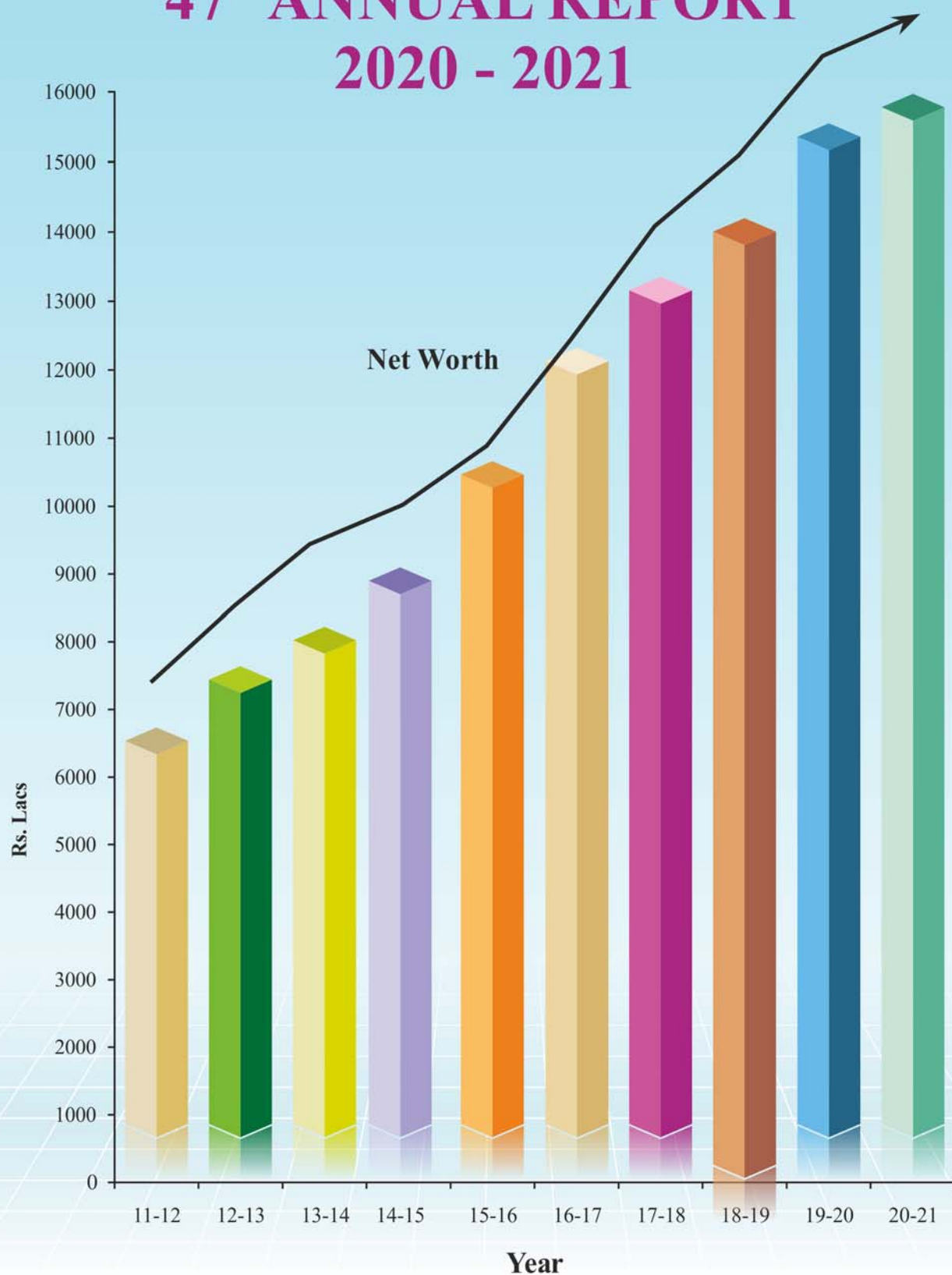


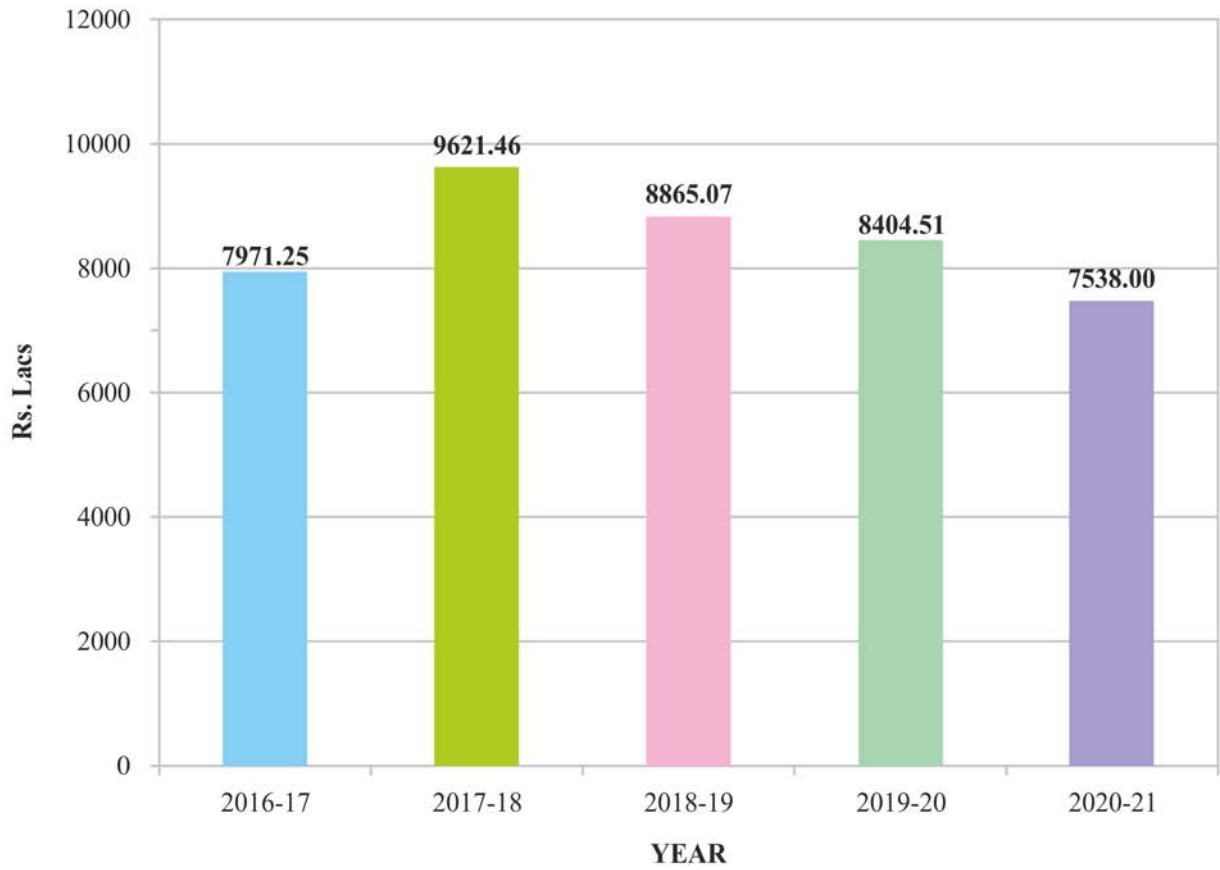


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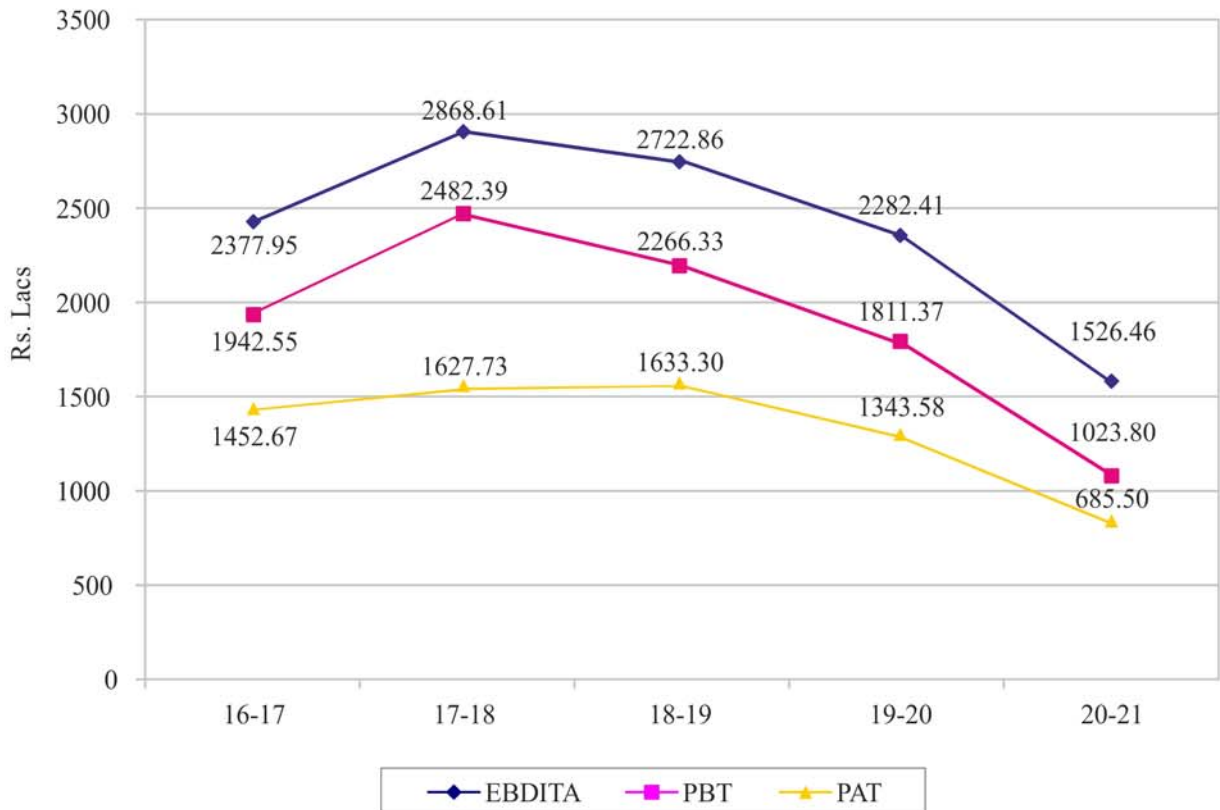


VELJAN DENISON LIMITED

REVENUE



PROFIT TREND



BOARD OF DIRECTORS :

(As on 14-08-2021)

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	2011-12	2012-13	2013-14	2014-15
1. Sales & other income	8370.12	7375.52	7400.61	8187.41
2. Profit Before int, dep & tax	2313.93	1969.27	1719.30	2485.16
3. Profit before extraordinary/exceptional Items & Tax	1788.99	1478.83	1253.03	1976.20
4. Profit after Tax	1134.37	994.82	843.90	1304.40
5. Net Fixed Assets	3301.50	3096.36	2878.52	2666.09
6. Share Capital	225.00	225.00	225.00	225.00
7. Reserves & surplus	6328.21	7125.61	7772.08	8813.24
8. Net Worth	6553.21	7350.61	7997.08	9038.24
9. Return on Net worth(RONW) PAT/Networth	17.31%	13.53%	10.55%	14.43%
10. % of Employee cost to net turnover	8.22	9.52	9.31	8.65
11. Cash Earnings per share(Rs)	65.55	58.66	51.67	71.06
12. Earnings per share (Rs)	50.42	44.21	37.51	57.97
13. Dividend per Share (Rs)	7.50	7.50	7.50	10.00
14. Book Value per Share(Rs)	291.25	326.69	355.43	401.70
15. Sundry Debtors - No of Days	171	225	167	279
16. Turnover/Avg Inventory (Times)	3.54	2.76	2.89	2.58
17. Current Ratio	2.38	2.15	2.67	2.62
18. Debt-Equity Ratio	0.47	0.55	0.45	0.47

HIGHLIGHTS OF TEN YEAR'S PERFORMANCE

2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
8076.70	8325.42	9815.97	8865.07	8404.51	7538.00
2198.39	2377.95	2868.61	2722.86	2282.40	1526.46
1783.93	1942.55	2482.39	2266.33	1811.37	1023.80
1254.21	1452.67	1627.73	1633.30	1343.58	685.50
2934.23	2708.83	2987.96	4839.28	6233.35	6483.89
225.00	225.00	225.00	225.00	225.00	225.00
9796.65	11249.32	12607.87	13970.36	14771.42	15456.92
10021.65	11474.32	12832.87	14195.36	14996.42	15681.92
12.52%	12.66%	12.68%	11.51%	8.96%	4.37%
9.13	9.48	7.55	8.00	8.90	9.38
67.14	76.51	85.15	87.54	77.72	51.56
55.74	64.56	72.34	72.59	59.71	30.47
10.00	10.00	10.00	10.00	10.00	10.00
445.41	509.97	570.35	630.90	666.51	696.97
291.16	244.92	212.24	194.09	136.79	120.16
2.94	2.75	3.29	2.99	1.79	1.48
3.70	3.44	4.29	3.47	4.64	4.39
0.34	0.36	0.26	0.28	0.18	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 **47th Annual General Meeting** of the members of **Veljan Denison Limited** (CIN: L29119TG1973PLC001670) will be held on **Thursday, the 30th day of September, 2021, 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, 2021, 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/- per equity share of Rs. 10/- each of the Company for the financial year ended on March 31, 2021.
3. To elect and appoint a Director in place of Mr. V.C. Janardan Rao (DIN: 00181609), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval for the continuation of payment of remuneration to Mr. V.C. Janardan Rao, Managing Director who is also promoter of the Company in excess of threshold limits as per SEBI (LODR) Regulations, 2015:**

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

“RESOLVED THAT pursuant to applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto 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), the consent of the Company be and is hereby accorded, for the continuation of payment of remuneration as per existing terms and conditions as approved by the shareholder of the Company to Mr. V.C. Janardan Rao, Managing Director of the Company, at the 45th Annual General Meeting held on 30th September, 2019 and who is also Executive Director and Promoter of the Company, notwithstanding that the remuneration payable to Mr. V.C. Janardan Rao in any year exceeds 2.5% of the net profits of the Company or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the remaining tenure of his appointment i.e. till 31st December, 2022.”

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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. **Approval of Material Related Party Transactions:**

To consider and if thought fit to pass, with or without modification (s), 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 there under, if applicable and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, 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 for the Financial year 2021-22 up to the maximum amounts as appended in table below:

Sl. No	Name of the Related Party	Name of the Interested Director / KMP / Company	Nature of Transactions	Maximum Limit for the FY 2021-2022 (Rs. In Crores)
1	Veljan Hydrair Ltd.	1. V C Janardan Rao 2. U Uma Devi 3. U. Sri Krishna	Sales & Purchase	120.00
2	Suxus Systems Ltd.	1. V C Janardan Rao 2. U Uma Devi 3. U. Sri Krishna	Sales & Purchase	30.00
3	Ecemat Ltd.	1. V C Janardan Rao 2. U Uma Devi 3. U. Sri Krishna	Job work	30.00
4	Veljan Investments Ltd.	1. V C Janardan Rao 2. U Uma Devi 3. U. Sri Krishna	Rent	2.00
5	JDM Hydro Pneumatics Ltd.	1. V C Janardan Rao 2. U Uma Devi 3. U. Sri Krishna	Job Work	2.00

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.”

By order of the Board
FOR VELJAN DENISON LIMITED

Place: Hyderabad
Date: 14.08.2021

V. C. Janardan Rao
Chairman & Managing Director
DIN: 00181609

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business specified under Item no(s) 4 and 5 of the accompanying Notice is annexed hereto. The Board of Directors has considered and decided to include the said items given above as Special Business in the forthcoming AGM, as they were unavoidable in nature.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. A proxy form for the AGM is enclosed.
3. The instrument appointing a proxy, to be effective, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
5. Brief resume of Directors /persons proposed to be appointed /reappointed as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India is provided as annexure to this Notice.
6. All documents referred to in the Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting.
7. The Attendance slip and proxy form and the instructions for e-voting are annexed hereto. The route map to the venue of the Annual General Meeting is attached and forms part of the Notice.
8. Register of members and transfer books of the Company will remain closed from Thursday, 23rd September, 2021 to Thursday, 30th September, 2021 (both days inclusive).
9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Venture Capital and Corporate Investments Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to comp_secy@veljan.in or by post to the Company by 5.00.p.m IST on 27th September, 2021.
10. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the RTA / Company. The aforesaid declarations and documents need to be submitted by the shareholders by 5.00.p.m IST on 27th September, 2021..
11. Members, who hold shares in electronic / demat form are requested to furnish the change of address, details of their bank accounts, viz, name of the bank, full address of the branch, account no. etc., to their respective Depository Participants and who hold shares in physical form to the Company's Registrars and Transfer Agents M/s. Venture Capital and Corporate Investments Private Limited, # 12-10-167, Bharat Nagar, Hyderabad – 500 018 so as to enable the Company to incorporate the bank details on the dividend warrants.