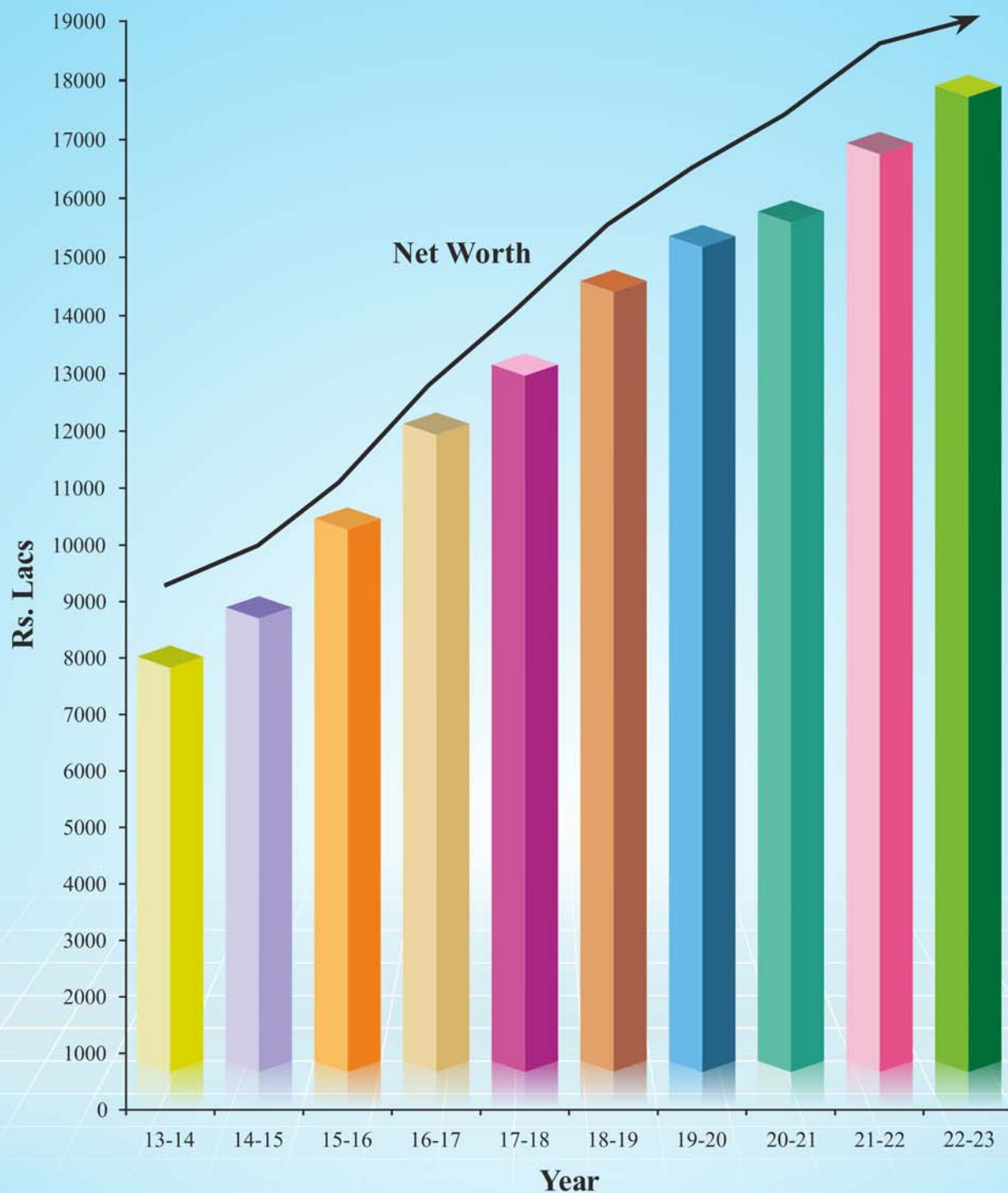


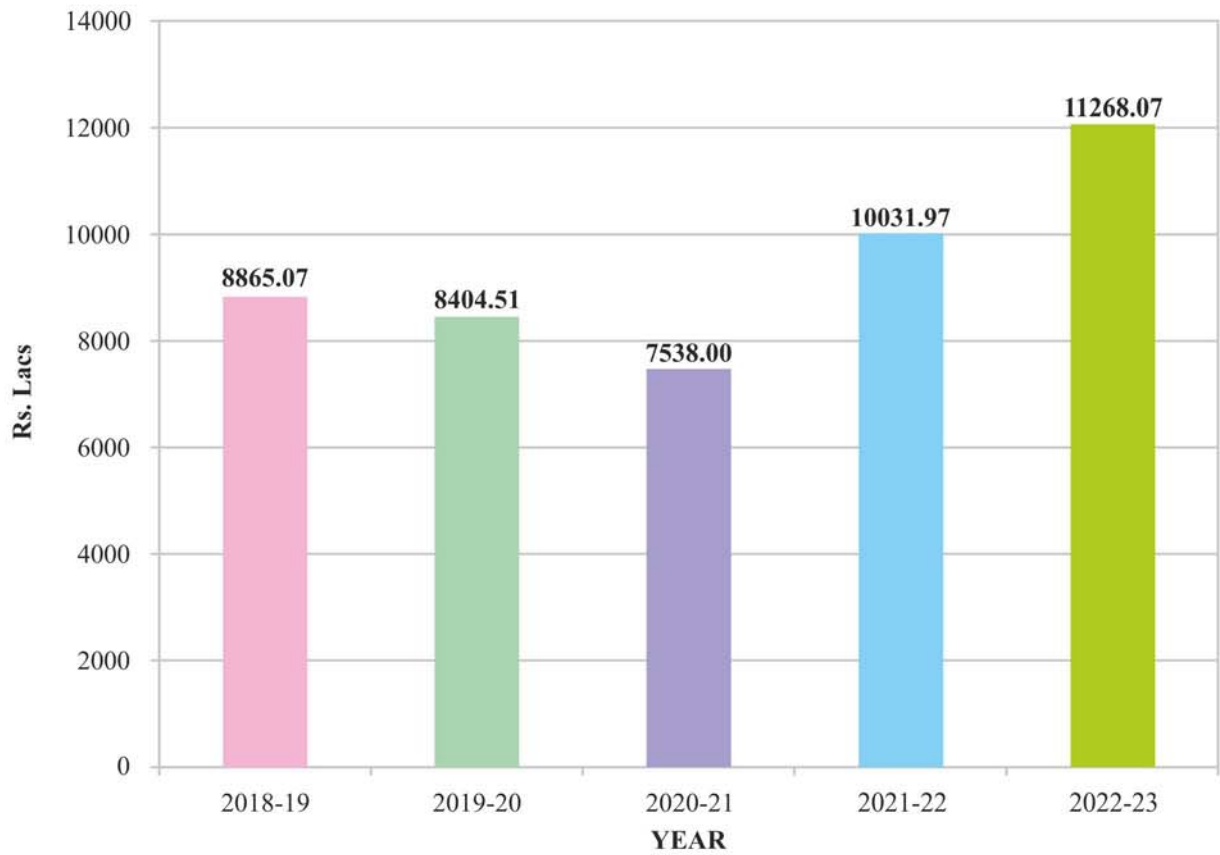


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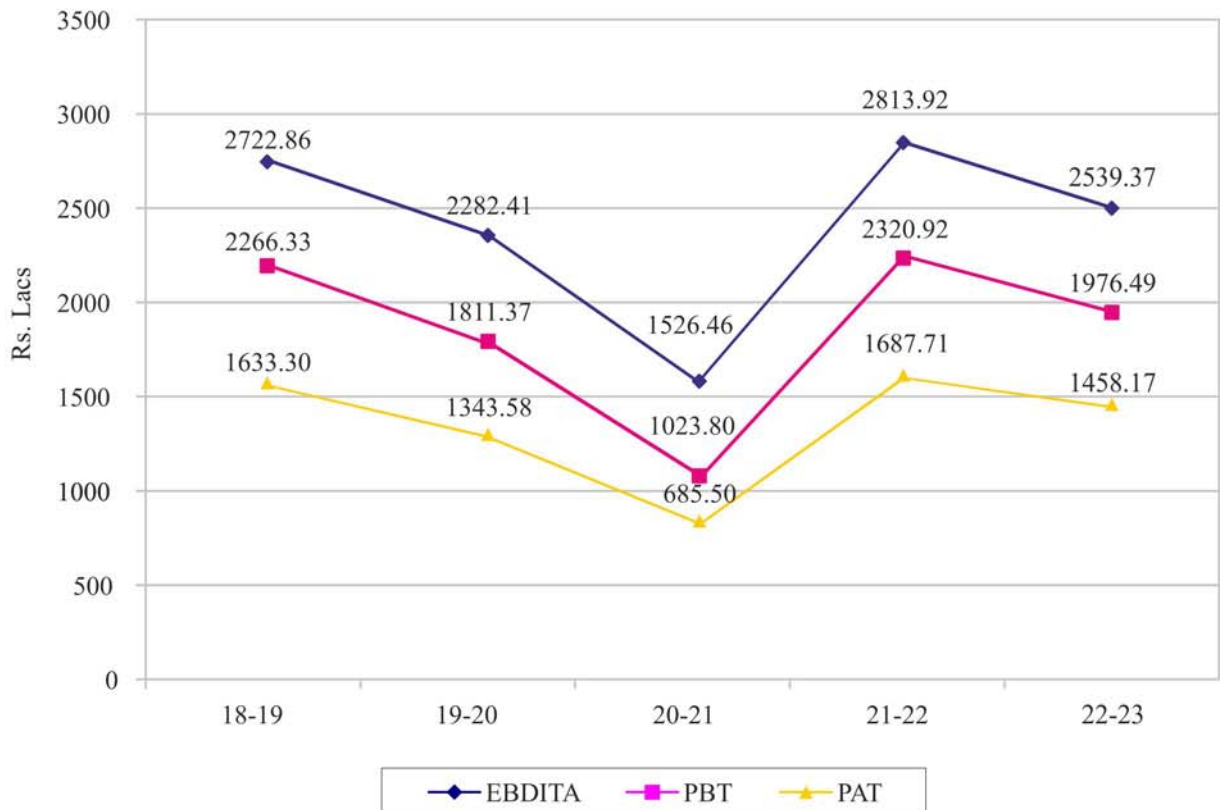


**VELJAN DENISON LIMITED**

## REVENUE



## PROFIT TREND



**BOARD OF DIRECTORS :**

(As on 14-08-2023)

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

**Shri. U. SRI KRISHNA**  
Executive Director & CEO

**Shri. B.S.SRINIVASAN**  
Independent Director

**Shri. A. SURESH**  
Independent Director

**Shri. G. NARAYAN RAO**  
Independent Director

**Smt. U.UMA DEVI**  
Director

**BOARD'S SUB – COMMITTEES**

**1. Audit Committee**

Shri. B.S. SRINIVASAN- Chairman  
Shri. A. SURESH  
Shri. G. NARAYAN RAO  
Shri. U. SRI KRISHNA

**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. B.S.SRINIVASAN - Chairman  
Smt . U. UMA DEVI  
Shri. G. NARAYAN RAO

**4. Stakeholder's Relationship Committee**

Shri. B.S.SRINIVASAN - Chairman  
Shri. V. C. JANARDAN RAO  
Shri. U. SRI KRISHNA

**SENIOR MANAGEMENT**

**Chief Financial Officer :**

Shri. G. SUBBA RAO

**Company Secretary:**

Shri. B. NARAHARI

**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 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  
“AURUM”, Door No.4-50/P-II/57/4F & 5F, Plot  
No.57, 4th & 5th Floors, Jayabheri Enclave Phase –  
II, Gachibowli, Hyderabad – 500 032, Telangana.  
Phone: +91 040 23818475/35164940

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**HIGHLIGHTS OF TEN YEAR'S PERFORMANCE**

(Figures in Rs Lakhs)

Particulars	2013-14	2014-15	2015-16	2016-17
1. Sales & other income	7,400.61	8,187.41	8,076.70	8,325.42
2. Profit Before int, dep & tax	1,719.30	2,485.16	2,198.39	2,377.95
3. Profit before extraordinary/exceptional Items & Tax	1,253.03	1,976.20	1,783.93	1,942.55
4. Profit after Tax	843.90	1,304.40	1,254.21	1,452.67
5. Net Fixed Assets	2,878.52	2,666.09	2,934.23	2,708.83
6. Share Capital	225.00	225.00	225.00	225.00
7. Reserves & surplus	7,772.08	8,813.24	9,796.65	11,249.32
8. Net Worth	7,997.08	9,038.24	10,021.65	11,474.32
9. Return on Net worth(RONW) PAT/Networth	10.55%	14.43%	12.52%	12.66%
10. % of Employee cost to net turnover	9.31	8.65	9.13	9.48
11. Cash Earnings per share(Rs)	51.67	71.06	67.14	76.51
12. Earnings per share (Rs)	37.51	57.97	55.74	64.56
13. Dividend per Share (Rs)	7.50	10.00	10.00	10.00
14. Book Value per Share(Rs)	355.43	401.70	445.41	509.97
15. Sundry Debtors - No of Days	167	279	291.16	244.92
16. Turnover/Avg Inventory (Times)	2.89	2.58	2.94	2.75
17. Current Ratio	2.67	2.62	3.70	3.44
18. Debt-Equity Ratio	0.45	0.47	0.34	0.36

**HIGHLIGHTS OF TEN YEAR'S PERFORMANCE**

(Figures in Rs Lakhs)

2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
9,815.97	8,865.07	8,404.51	7,538.00	10,031.97	11,268.07
2,868.61	2,722.86	2,282.40	1,526.46	2,813.92	2,539.37
2,482.39	2,266.33	1,811.37	1,023.80	2,320.92	1,976.49
1,627.73	1,633.30	1,343.58	685.50	1687.71	1,458.17
2,987.96	4,839.28	6,233.35	6,483.89	6,506.60	7,406.30
225.00	225.00	225.00	225.00	225.00	225.00
12,607.87	13,970.36	14,771.42	15,456.92	16,919.63	18,085.31
12,832.87	14,195.36	14,996.42	15,681.92	17,144.63	18,310.31
12.68%	11.51%	8.96%	4.37%	9.84%	7.96%
7.55	8.00	8.90	9.38	8.46	9.07
85.15	87.54	77.72	51.56	96.56	87.26
72.34	72.59	59.71	30.47	75.01	64.81
10.00	10.00	10.00	10.00	10.00	13.00
570.35	630.90	666.51	696.97	761.98	813.79
212.24	194.09	136.79	120.16	104.27	78.57
3.29	2.99	1.79	1.48	1.62	1.67
4.29	3.47	4.64	4.39	5.01	4.07
0.26	0.28	0.18	0.18	0.16	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 THE 49th ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 49th Annual General Meeting of the members of Veljan Denison Limited (CIN: L29119TG1973PLC001670) will be held on Saturday, the 30th day of September, 2023, at 12.30 P.M. (IST) through Video Conference (VC)/Other Audio Visual Means(OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. (a) To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2023 together with the reports of the Board of Directors and the Auditors thereon, and  
  
(b) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2023 together with the report of the Auditors thereon
2. To declare a dividend of Rs. 13/- per equity share of Rs. 10/- each of the Company for the financial year ended on March 31, 2023.
3. To 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. **Re-appointment of Mr. Sri Krishna Uppaluri (DIN: 08880274) as whole time director of the Company designated as Executive Director & CEO and fixation of remuneration:**

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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or reenactment thereof) read with Schedule V to the Act and the rules framed thereunder and applicable Regulations of the SEBI (LODR) Regulations, 2015, and the Articles of Association of the Company the approval of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Sri Krishna Uppaluri (DIN: 08880274) as Whole time Director designated as Executive Director & CEO of the Company liable to retire by rotation, for a further period of 5 (five) years with effect from September 15, 2023, on the terms and conditions hereinafter mentioned, with liberty to the Board to alter and vary the remuneration and terms and conditions of said appointment to the extent recommended by the Nomination and Remuneration Committee, from time to time, as may be considered so long as the alterations are in conformity with the provisions of the Companies Act, 2013:

**A. Remuneration including perquisites and allowances:**

1. Salary: Rs.300,000/- per month, in the scale of Rs.300,000-20,000-400,000 with future increments in salary within the specified scale falling due on 1st April each year hereafter.
2. House Rent Allowance: Rs.50,000/- per month.
3. Commission: 2.5% of the Net Profits.
4. Perquisites: As laid down in point (7) below.
5. If, in any year, there is inadequacy of profit or there is no profit, then notwithstanding anything contained in points (1), (2), (3) & (4) above, the total remuneration payable to Mr. Sri Krishna shall not be less than the amounts shown under point (1) and (2) above, subject to ceiling specified under Schedule V to the Companies Act, 2013
6. The revised salary and allowance as above and the benefits and perquisites as mentioned in points (7) below will be effective from 15/09/2023.
7. Perquisites: Perquisites and benefits are classified in three categories (Part-A, Part-B and Part-C ) as follows:

**PART-A**

- (i) Medical reimbursement: Expenses incurred for Executive Director & CEO and his family subject to a ceiling of one month's salary during one year or three months' salary in a block of 3 years.
- (ii) Leave Travel Concession: Executive Director & CEO and his family, in accordance with the rules specified to other Executives by the Company.
- (iii) Fees of Clubs: Subject to a maximum of two clubs. This will not include admission and life membership fees.
- (iv) Medclaim & Personal Accident Insurance: As applicable to other Executives of the Company and in accordance with the Company's policy.

Family means: Spouse, dependent children and dependent parents, if any.

**PART-B**

Contribution to the Provident Fund, Superannuation Fund and or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

1. Provident Fund: Provident Fund as applicable to other Executives of the Company.
2. Gratuity: Gratuity in accordance with the rules and policy specified by the company.
3. Superannuation: Superannuation in accordance with the rules and policy specified by the company.

**PART-C**

1. Provision of telephone at the residence will not be considered as perquisite. Personal long distance calls on telephone shall be billed by the Company to the Executive Director & CEO.
2. Provision of Car and driver for official purposes.

**B. Period of appointment:** 5 years w.e.f 15.09.2023 and

**C. The other terms and conditions** as may be mutually agreed by Mr. Sri Krishna Uppaluri and the Board.

**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.

**RESOLVED FURTHER THAT** the above remuneration will be paid as the minimum remuneration and in any case if the amount exceeds the limits specified in Schedule V, and the Company may obtain the approval in compliance with the provisions of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** the Board of Directors are authorised to revise the remuneration during the tenure of Mr. Sri Krishna Uppaluri as Whole time Director so long as the remuneration falls within the limits specified in the Companies Act, 2013.”

**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. Commission payable to Non-Executive Directors:**

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

“**RESOLVED THAT** pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and other applicable provisions if any, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the Company be and is hereby authorised to pay to its Directors (other than the Managing Director or Whole-time Director of the Company) for a period of 5 years commencing from April 1, 2023, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and equally in the absence of such determination) but such commission shall not exceed 1 (One) per cent of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013).

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

**6. 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 2023-24 up to the maximum amounts as appended in table below: