

To
The Manager,
Dept of Corp. Services,
BSE Limited,
Dalal Street, P.J.Towers
Mumbai – 400 001

Date: March 8, 2023

Dear Sir/Madam,

Sub: Intimation & Notice of Extra Ordinary General Meeting to be held on March 31, 2023 - Reg

Ref: VELJAN DENISON LIMITED

Scrip Code: 505232

With reference to the above subject, we wish to inform you that the Extra Ordinary General Meeting (EGM) of the members of the Company will be held on Friday, the 31st day of March, 2023 through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) to transact the business, as set out in the EGM Notice.

Pursuant to Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their votes(s) through remote e-voting starting from Tuesday, March 28, 2023 at 09:00 A.M. to Thursday, March 30, 2023 at 05:00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 24, 2023 may cast their vote electronically.

This is for your information and record.

Thanking You,

Yours Truly,
For VELJAN DENISON LIMITED,


B. Narahari
Company Secretary
M. No: A16987



VELJAN DENISON LIMITED

Plot No. 10A, Phase - 1, IDA, Patancheru
Sangareddy (Dist) - 502 319, Telangana State, India.

Phones : +91 - 8455 - 242020, 242071, 244717

Fax : +91 - 8455 - 242085

E-mail : dhilptc@veljan.in

Website : www.veljan.in

CIN : L29119TG1973PLC001670

Plot No. 44, 4th Floor, HCL Towers, Chikoti Gardens,
Begumpet, Hyderabad - 500016, Telangana, India.



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:** comp_secy@veljan.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF **VELJAN DENISON LIMITED** WILL BE HELD ON FRIDAY, MARCH 31, 2023 AT 11.30 AM (IST) THROUGH TWO WAY VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING SPECIAL BUSINESS: -

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. V.C. JANARDAN RAO AS CHAIRMAN AND MANAGING DIRECTOR:

To consider and if deemed fit, pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable SEBI (LODR) Regulations, 2015 and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. V.C. Janardan Rao (DIN: 00181609) as Chairman and Managing Director of the Company who has attained the age of 70 years, for a period of 3 years commencing from January 1, 2023 to December 31, 2025, AND THAT he shall be liable to retire by rotation, on the terms and conditions mentioned below:

1. Salary including perquisites and allowances: NIL.
2. Period of appointment: 3 years w.e.f 01.01.2023 and
3. The other terms and conditions as may be mutually agreed by Mr. V.C. Janardan Rao and the Board.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment as they may deem fit and proper from time to time;

RESOLVED FURTHER THAT the Board of Directors and the company secretary are hereby authorized to do all necessary acts, deeds, matters and things in compliance with the SEBI (LODR) Regulations, 2015 and Companies Act, 2013 and filing of requisite application/ forms/ reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution."

On behalf of the Board of Directors
For Veljan Denison Limited

Date: March 8, 2023
Place: Hyderabad

B. Narahari
Company Secretary

Notes:

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the Circulars issued by MCA dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 (“MCA Circulars”), the EGM of the Company is being conducted through VC Facility, without the physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
- b. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 is annexed hereto (Item 1).
- c. In compliance with the aforesaid MCA and notice of the EGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members may note that Notice will also be available on Company’s website.
- d. Since this EGM is being held pursuant to the MCA circulars through VC, physical attendance of Members has been dispensed with.
- e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 (“the Act”) and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of EGM.
- f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
- h. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Act.
- i. Facility of joining the EGM through VC shall be kept open 30 minutes before the time scheduled for the EGM and will be available for members on first come first serve basis.
- j. The Board has appointed Mrs. Dafthardar Soumya, Practicing Company Secretary (Membership No: FCS 11794, CP No: 13199) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Other notes & Evoting instructions:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.veljan.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, March 28, 2023 at 9:00 A.M. and ends on Thursday, March 30, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, March 24, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, March 24, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gsoumya.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to comp_secy@veljan.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to comp_secy@veljan.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at comp_secy@veljan.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at comp_secy@veljan.in. These queries will be replied to by the company suitably by email. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved re-appointment of Mr. V.C. Janardan Rao as Chairman and Managing Director in the meeting held on November 14, 2022 with effect from January 1, 2023 for a period of 3 years, from January 1, 2023 till December 31, 2025, subject to approval of the members.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc., decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended his appointment as the Chairman and Managing Director of the Company with effect from January 1, 2023 for three years.

His appointment shall be subject to the following terms and conditions:

1. Salary including perquisites and allowances: NIL.
2. Period of appointment: 3 years w.e.f 01.01.2023 and
3. The other terms and conditions as may be mutually agreed by Mr. V.C. Janardan Rao and the Board.

The statement as required under Section II of Part II of the Schedule V to the Act is as follows:

I. General Information		
1	Nature of industry	Manufacture of Hydraulic Products
2	Date or expected date of commencement of commercial production	Not applicable, Company is in existence and operations since 1974
3	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in	Not Applicable

	the prospectus																			
4	Financial performance based on given indicators	(Amount in Rs.Lakhs)																		
		<table border="1"> <thead> <tr> <th>Description</th> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>9785.33</td> <td>7356.87</td> </tr> <tr> <td>Total Expenditure</td> <td>7711.05</td> <td>6514.20</td> </tr> <tr> <td>Profit/(loss) before Tax</td> <td>2320.92</td> <td>896.66</td> </tr> <tr> <td>Net current tax expense</td> <td>633.21</td> <td>211.16</td> </tr> <tr> <td>Net Profit / (loss)</td> <td>1687.71</td> <td>685.50</td> </tr> </tbody> </table>	Description	2021-22	2020-21	Total Revenue	9785.33	7356.87	Total Expenditure	7711.05	6514.20	Profit/(loss) before Tax	2320.92	896.66	Net current tax expense	633.21	211.16	Net Profit / (loss)	1687.71	685.50
Description	2021-22	2020-21																		
Total Revenue	9785.33	7356.87																		
Total Expenditure	7711.05	6514.20																		
Profit/(loss) before Tax	2320.92	896.66																		
Net current tax expense	633.21	211.16																		
Net Profit / (loss)	1687.71	685.50																		
5	Foreign investments or collaborators, if any	Nil																		

II. Information on about the appointee		
1	Background details	Mr. V.C. Janardan Rao, aged about 83 years is a qualified and experienced Engineer with specialization in the area of Fluid Power. He is the main Promoter and Director of the Company. Mr. V.C. Janardan Rao, has been all along involved with the R & D wing of the Company comprising of qualified and experienced Engineers and Technicians in the field of Design, Development and Manufacture of Fluid Power products. He has more than 50 years of working experience with the Company and is the main pillar behind the Company.
2	Past Remuneration	Nil
3	Recognition or awards	N. A
4	Job profile and his suitability	Keeping in view that Mr. V.C. Janardan Rao has rich and varied experience in the Fluid Power Industry and guided the Company through five decades of diversification and growth, it would be in the best interests of the Company to continue the employment of Mr. V.C. Janardan Rao, Managing Director of the Company.
5	Remuneration proposed	NIL
6	Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	Not applicable as no remuneration is proposed
7	Pecuniary relationship directly or indirectly with company or relationship with the managerial personnel, if any	Mr. V.C. Janardan Rao holds 3,09,753 equity in the company and Mrs. Uma Devi Uppaluri, Director and Mr. Sri Krishna Uppaluri, Executive Director & CEO are related to Mr. V.C. Janardan Rao.

III. Other Information		
1	Reasons of loss or inadequate profits	Not applicable as the company did not incur any loss in the year 2021-22.
2	Steps taken of proposed to be taken for improvement	Not applicable

3	Expected increase in productivity and profits in measurable terms	Not applicable
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IV: Disclosures:

The requisite disclosures of remuneration etc have been mentioned in the resolution read with the explanatory statement. At present, there is no stock option scheme available in the company.

The explanatory statement together with the other allied documents shall be construed to be a memorandum setting out the terms of reappointment as per the Companies Act, 2013.

The Board recommends the appointment of Mr. V.C. Janardan Rao as the Chairman and Managing Director, by the shareholders of the Company by passing the special resolution.

Mr. V.C. Janardan Rao is related to Mrs. U. Uma Devi and Mr. U. Sri Krishna and not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. V.C. Janardan Rao, Mrs. U. Uam Devi and Mr. U. Sri Krishna are, in any way, concerned or interested (financially or otherwise) in the proposed resolution. The resolutions as set out in item no. 1 of this Notice are accordingly recommended for your approval by passing of Special Resolution.

On behalf of the Board of Directors
For Veljan Denison Limited

Date: March 8, 2023
Place: Hyderabad

B. Narahari
Company Secretary

Additional information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013:

Name of the Director	Mr. V.C. Janardan Rao
Category	Executive Director
DIN	00181609
Date of Birth & age	28/06/1939 & 83 years
Nationality	India
Date of first appointment	19/12/1973
Qualification	B. Tech
Occupation	Business
Experience & nature of expertise in specific functional areas	More than 50 years of experience in Fluid Power. He is the main Promoter and Director of the Company. Mr. V .C. Janardan Rao has been all along involved with the R & D wing of the Company comprising of qualified and experienced Engineers and Technicians in the field of Design, Development and Manufacture of Fluid Power products..
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As detailed in the resolution and explanatory statement
Remuneration last drawn	NIL
Relationship with other Directors & KMP	Father of Mrs. U. Uma Devi, Director and grandfather of Mr. U. Sri Krishna, Executive Director

Number of Meetings of the Board attended during the year	4 during 2022-23
Directorships in other companies	<ol style="list-style-type: none"> 1. Suxus Systems Limited 2. JDM Hydro Pneumatics Limited 3. Veljan Hydrair Limited 4. Veljan Investments Limited 5. Veljan Shlcast Limited 6. Ecmat Limited 7. Veljan Pneumatics Private Limited 8. Sree Raja Rajeswari Paper Mill Limited
Chairman/Member of the committee of the Board of Directors	<ol style="list-style-type: none"> 1. Stake Holders Relationship Committee 2. CSR Committee
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil
Number of Equity Shares held in the Company as on March 31,2022	3,09,753 Equity Shares of Rs.10/- each