

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 EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an **Extraordinary General Meeting** of Members of Veljan Denison Limited will be held on **Monday, May 6, 2024 at 10:30 A.M.** at #A 18 & 19, APIE, IDA, Balanagar, Hyderabad – 500 037 to transact the following business:

SPECIAL BUSINESS:**1. Increase in Authorised Share Capital of the Company and Amendment of Capital Clause of Memorandum of Association 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 Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs.3,00,00,000/- (Rupees Three Crores) divided to 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each i.e., by creation of additional 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded, for amendment of Clause V of the Memorandum of Association of the Company by substituting in its place, the following Clause V:-

“V. The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any Director or Company Secretary or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to certify the true copy of this resolution and forward the same to any person or authority for their records and necessary action.”

2. Amendment of Articles of Association 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 Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded for amendment of Article 3 of the Articles of Association of the Company by substituting in its place, the following:-

“3. The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any Director or Company Secretary or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

3. Approval of issue of Bonus Shares to the Shareholders 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 Section 63 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and guidelines issued, from time to time, by SEBI and Reserve Bank of India (“RBI”) and the enabling provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, consent of the members be and is hereby accorded to the Board of Directors of the Company for capitalization of such sum not exceeding Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs) from and out of the General reserves and/or Retained earnings and/or Securities premium account of the Company as determined by the Board as may be necessary for the purpose of issue and allotment of bonus equity shares of Rs. 10/- (Rupees Ten) each, to be credited as fully paid up shares to the existing equity shareholders of the Company holding fully paid up equity shares of Rs. 10/- (Rupees Ten) each of the Company whose name appear in the Register of Members/ List of Beneficial Owners provided by the Depositories as on ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up bonus equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten) each held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT all such new Equity shares as and when issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry same rights with the existing equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the Bonus Equity Shares are allotted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the shares of the Company are presently listed, as per the provisions of the SEBI (LODR) Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, bonus equity shares shall be credited to share suspense account initially and subsequently be transferred to their respective demat accounts as prescribed by law and the relevant authorities, subject to guidelines as may be issued by MCA, SEBI in this regard.

RESOLVED FURTHER THAT the allotment of new equity bonus shares to the extent that they relate to non-resident [including Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors] Members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the Bonus Equity Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by statutory authority(ies) and deemed fit and proper.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee (s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

4. Appointment of Mr. Manish Mohan Motwani (DIN: 00394860) as an 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, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’), including any statutory modification(s) or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. Manish Mohan Motwani (DIN: 00394860), who in terms of Section 161 of the Act and based on the recommendations of the Nomination & Remuneration Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from February 8, 2024 by the Board of Directors of the Company (‘Board’), and who meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and a declaration to that effect has been submitted by him, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act proposing his candidature for the office of a Director, and who is eligible for

appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a 1st term of five consecutive years commencing from February 8, 2024 to February 7, 2029 (both days inclusive), and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT any director or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

5. Appointment of Mr. Velamati Gangadhar Srinivas (DIN: 00181826), as a Non-Executive 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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Mr. Velamati Gangadhar Srinivas (DIN: 00181826), who was appointed as Additional Director in the capacity of Non-Executive Director of the Company through circular resolution dated March 30, 2024, liable to retire by rotation, be and is hereby appointed as Director in the capacity of Non-Executive Director of the Company w.e.f. March 30, 2024.

RESOLVED FURTHER THAT any director of Board or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Date: 11.04.2024
Place: Hyderabad

By Order of the Board
For Veljan Denison Limited
Sd/-
Narahari Bellamkonda
Company Secretary
M. No.: A16987

NOTES:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts and reasons for the proposed Resolutions mentioned in the EGM Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/ HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than **48 (forty eight)** hours before the commencement of the meeting. A proxy form is annexed to this notice. Proxies submitted on behalf of limited Companies, Societies, etc, must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representative to attend an Extraordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 11:00 a.m. and 1.00 p.m. up to the date of an Extraordinary General Meeting.
5. The Notice of an Extraordinary General Meeting along with Proxy Form, Attendance Slip and route map to the venue, are being sent by electronic mode to all members whose email addresses are registered with the Company/ RTA/ Depository Participant(s) unless a members has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforementioned documents are being sent by the permitted mode.
6. In compliance with the MCA Circulars, the EGM Notice along with the instructions regarding Remote e-Voting is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, April 5, 2024 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Private Limited (“RTA”).

Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on investor.relations@vccipl.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
7. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date i.e. **April 26, 2024**.

The remote e-voting period will commence on Friday, May 3, 2024 (9:00 hours IST) and will end on Sunday, May 5, 2024, (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, April 26, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.

8. The EGM Notice is also placed on the website of the Company www.veljan.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of NSDL www.evoting.nsdl.com.
9. As per the provisions of Regulation 294 (6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 w.e.f. 23.5.2023, the listed companies shall issue Bonus Shares only in dematerialised form, and in view of this and also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.
10. Members seeking any information with regard to the matters to be considered in the EGM or any other queries may send their request to the Company at comp_secy@veljan.in at least seven days before the EGM to enable the Company to keep the information ready at the Meeting.
11. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the EGM i.e. May 6, 2024.

VOTING AT EGM:

The members who have not cast their votes through remote e-voting may attend and cast their votes at the Extraordinary General Meeting through Ballot Form which shall be made available for use at the meeting.

The members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to vote thereat. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, May 3, 2024 at 9:00 A.M. and ends on Sunday, May 5, 2024 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. April 26, 2024 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 April 26, 2024.

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 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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. 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; align-items: center; margin-top: 10px;">   </div> </div>

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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.</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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 kvs1175@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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: 022 - 4886 7000 or send a request to evoting@nsdl.com.
4. The voting rights shall be as per the number of equity share held by the Member(s) as on April 26, 2024. Members are eligible to cast vote electronically only if they are holding shares as on that date.
5. The Companies (Management and Administration) Amendment Rules, 2014 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of EGM. Accordingly, the voting period shall commence at 9.00 a.m. on Friday, May 3, 2024 and shall close at 5.00 p.m. on Sunday, May 5, 2024. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) on May 5, 2024 after 5.00 p.m.
6. Mr. K.V.S. Subramanyam, Practicing company Secretary and Designated partner of BS AND CO LLP (Membership No: FCS 5400, CP No: 4815) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Extraordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and he will submit his report within the period not exceeding two working days from the conclusion of E-voting. The Chairman will declare the results on or after the EGM of the Company accordingly and the results will also be placed at the company website and also forward the same to the stock exchanges where the shares has been listed. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the EGM, i.e. Monday, May 6, 2024.

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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

**STATEMENT TO BE ANNEXED TO THE NOTICE
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

In conformity with the provisions of Section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to the Special Business mentioned in the above mentioned Notice:

Item Nos.1 & 2: Increase in Authorised Share Capital of the Company and Amendment of Capital Clause of Memorandum of Association of the Company and Amendment of Articles of Association of the Company

The existing Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores) divided into 30,00,000 (Thirty Lakhs) Equity shares of Rs. 10/- each increasing to Rs. 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000/- (Sixty Lakhs) Equity shares of Rs. 10/- each. The Board in its meeting held on Saturday, March 30, 2024, proposed issuance of Bonus Shares in the ratio of 1 (one) new Equity Shares for every 1 (one) Equity Share held by the existing shareholders and accorded its approval for issue of Bonus shares which necessitate increase in Authorised Share Capital of the Company. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 3,00,00,000/- (Rupees Three Crores) divided into 30,00,000 (Thirty Lakhs) Equity shares of Rs. 10/- each to Rs. 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000/- (Sixty Lakhs) equity shares of Rs. 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The increase in the Authorized Share Capital of the Company will require consequential amendment in the Clause V of the Memorandum of Association of the Company and Article 3 of Articles of Association of the Company.

Pursuant to Sections 13, 61 and other applicable provisions of Companies Act 2013 read with the rules made thereunder, approval by the members of the Company in the General Meeting is required to increase the authorized share capital and consequent Amendments in the Memorandum of Association and Articles of Association of the Company.

The Board of Directors of the Company recommends the **Ordinary Resolution** in respect of Increase in Authorized Share Capital and consequent Amendment in Memorandum of Association of the Company and **Special Resolution** in respect of Amendment in Articles of Association of the Company as set out in the accompanied Notice for approval of the shareholders.

A copy of the Memorandum of Association and Articles of Association and other relevant documents are available for inspection at the Registered Office of the Company on all working days of the Company during business hours up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolutions to the extent of their shareholding in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

3. Approval of issue of Bonus Shares to the Shareholders of the Company

The Chairman has proposed the issue of bonus shares to reward the shareholders, who have been with the Company for 50 years and also the year 2023-24 being the golden jubilee year for the Company, this is an appropriate occasion to issue the bonus shares.

The Company is in its 50th year of business and has delivered excellent financial performance till December 31, 2023. The Company has adequate accumulated free reserves of Rs. 180.24 Crores as on March 31, 2023 and Rs. 186.82 cores as on December 31, 2023 respectively.

Considering the above, the Board of Directors in its Board Meeting held on March 30, 2024 approved and recommended to issue the Bonus Equity Shares in the ratio of 1:1, subject to the consent of the Members of the Company i.e. 1 (One) new fully paid up Equity Share of Rs. 10/- each be issued for every 1 (One) existing fully paid up Equity Share of Rs. 10/- each held by members as on Record Date as fixed by the Board in this regard for allotment of shares, aggregating to Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs) divided into 22,50,000 (Twenty two Lakhs fifty thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten).

Post issue of Bonus Shares, the Issued and Paid up Equity Share Capital of the Company will be Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten).

The Bonus shares shall be issued by capitalizing a part of the amount standing to the credit of General reserves and/or Retained earnings and/or Securities premium account of the Company as may be considered appropriate by the Board, to the shareholders whose name appears in the Register of Members/ List of Beneficial Owners provided by the Depositories as on the 'Record Date' to be determined by the Board.

Pursuant to Section 63 other applicable provisions of Companies Act, 2013 read with the rules made thereunder, approval by the members of the Company in the General Meeting is required to approve issue of Bonus shares Company along with capitalization of the amount from and out of the General reserves and/ or Retained earnings and/ or Securities premium account requires the approval of the Members of the Company.

The Board of Directors of the Company recommends the **Ordinary Resolution** in respect of issue of Bonus Shares to the Shareholders of the Company as set out in the accompanied Notice for approval of the shareholders.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolutions to the extent of their shareholding in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

4. Appointment of Mr. Manish Mohan Motwani (DIN: 00394860) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting dated February 8, 2024 appointed Mr. Manish Mohan Motwani (DIN: 00394860) as Additional Director in the capacity of Independent Director of the Company for a 1st term of five (5) years with effect from February 8, 2024, subject to the approval of the shareholders through a **Special Resolution**.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act, and
- (vii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In compliance with the provisions of Section 149 other applicable provisions of Companies Act 2013 read with the rules made thereunder to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Manish Mohan Motwani as an Independent Director of the Company, as a Special Resolution. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are set out in the Annexure to the Explanatory Statement.

The Board of Directors of the Company recommends the Special Resolution in respect of appointment of Mr. Manish Mohan Motwani (DIN: 00394860) as an Independent Director of the Company as set out in the accompanied Notice for approval of the shareholders.

None of the Directors or Key Managerial persons of the company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

5. Appointment of Mr. Velamati Gangadhar Srinivas (DIN: 00181826), as a Non-Executive Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company through circular resolution dated 30th March, 2024 appointed Mr. Velamati Gangadhar Srinivas as an Additional Director in the capacity of Non - Executive Director on the Board of the Company, liable to retire by rotation, subject to the approval of the shareholders through an **Ordinary Resolution**.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub section (2) of Section 164 of the Act,
- (iii) Declaration that he is not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

In compliance with the provisions of Section 152 other applicable provisions of Companies Act 2013 read with the rules made thereunder to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Velamati Gangadhar Srinivas as a Director of the Company, as an **Ordinary resolution**. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are set out in the Annexure to the Explanatory Statement.

The Board of Directors of the Company recommends the **Ordinary Resolution** in respect of appointment of Mr. Velamati Gangadhar Srinivas (DIN: 00181826), as a Non-Executive Director of the Company as set out in the accompanied Notice for approval of the shareholders.

Mr. Velamati Gangadhar Srinivas is the son of Mr. Janardan Rao Chandrasekhara Velamati, Chairman and Managing Director and the brother of Mrs. U. Uma Devi, Non-executive Director of the Company, therefore Mr. Janardan Rao Chandrasekhara Velamati and Mrs. U. Uma Devi may be deemed to be interested in the resolution set out in item no. 5 of this notice.

None of the director or Key Managerial Personnel of the company or their relatives is in any way concerned or interested in the aforesaid resolution except Mr. Velamati Gangadhar Srinivas, Mr. Janardan Rao Chandrasekhara Velamati and Mrs. U. Uma Devi as they are related to each other.

By Order of the Board
For Veljan Denison Limited

Sd/-

Narahari Bellamkonda
Company Secretary
M. No.: A16987

Date: 11.04.2024
Place: Hyderabad

Brief Profile of Director and information required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:

Item Nos. 4 & 5:

Name of the Director	Manish Mohan Motwani	Velamati Gangadhar Srinivas
DIN	00394860	00181826
Age	56 years	56 years
Date of Appointment	February 8, 2024	March 30, 2024.
Qualification	He has a Bachelor's degree in Electronics and Communications from Chaitanya Bharati Institute of Technology, Hyderabad, India. Master's Degree in Computer Engineering from University of Hawaii at Monoa, USA	He is a qualified engineer and completed his Masters Degree in Fluid Power Systems at the University of Bath, UK.
Experience, Skills and capabilities required for the role	<p>Mr. Manish Motwani, a relentless & passionate 1st generation serial entrepreneur.</p> <p>He is the Founder and Chief Executive Officer of Kinetic Taigene Electrical Company Ltd. And Kinetic Electric Motor Company Pvt. Ltd.</p> <p>Mr. Manish Motwani has authored 2 papers, "Computer architecture to exploit fine grain parallelism & "UltraSPARC Emulation", both published by Institute of Electrical and Electronics Engineers (IEEE).</p>	<p>Mr. V.G. Srinivas began his career at Hagglunds Denison India Ltd on 1st January 1993 as a production manager.</p> <p>He also trained in USA and France at the facilities of the company's erstwhile joint venture partners.</p> <p>Over the course of his 20+ years of service, he went on to become Executive Director, and then Managing Director of the company.</p> <p>He has deep knowledge of the company's operations and its products.</p>
Shareholding in the company	Nil	47,760 equity shares of Rs.10/-each
Relationship with other Directors/Manager and other Key Managerial Personnel of the company	Mr. Manish Mohan Motwani is not related to any of the Directors /Manager and other Key Managerial Personnel of the Company.	Mr. Velamati Gangadhar Srinivas is the son of Mr. Janardan Rao Chandrasekhara Velamati, Chairman and Managing Director and the brother of Mrs. U. Uma Devi, Non-executive Director of the Company.
Number of Meetings of the Board attended (FY 2022-23)	Not Applicable	Not Applicable

Chairmanship / Membership of the Committees of the other Listed Companies	Nil	Nil
Names of listed entities in which the person also holds the Directorships.	1. Z F Steering Gear (India) Limited	Nil
Names of listed entities in which the person also holds Membership of Committees of Board	1. Z F Steering Gear (India) Limited (i) Audit Committee (ii) Nomination and Remuneration Committee	Nil
Directorship of other companies	1. Kinetic Hyundai Elevator And Movement Technologies Limited 2. Kinetic Taigene Electrical Company Private Limited 3. Kinetic Electric Motor Company Private Limited 4. Ducati Energia (India) Private Limited 5. Chrysalis Casting Private Limited 6. Sitaram Real Estate Developers Private Limited 7. Kinetic FG Tecnopolo Engineering Services Pvt Ltd 8. Z F Steering Gear (India) Limited	Nil
Listed Companies from which the person has resigned from the directorship in the past three years	Nil	Nil
Terms and Conditions of Appointment	Non-Executive Independent Director of the Company for a 1st term of five consecutive years commencing from February 8, 2024 and not liable to retire by rotation.	Non-Executive Director of the Company w.e.f March 30, 2024 and liable to retire by rotation.
Details of last drawn Remuneration (FY 2022-23)	Not Applicable	Not Applicable
Remuneration proposed to be paid	He is entitled to receive sitting fee for attending meeting of the Board and committees thereof and profit related commission.	He is entitled to receive sitting fee for attending meeting of the Board and committees thereof and profit related commission.

**VELJAN DENISON LIMITED
(CIN: L29119TG1973PLC001670)**

**Registered Office: Plot No.44, 4th Floor, HCL Towers, Chikoti Gardens,
Begumpet, Hyderabad - 500 016, Telangana
Tel: 91 040 27764546, Fax: 91 040 27765253
Email: comp_secy@veljan.in Website: www.veljan.in**

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday, May 6, 2024 at 10.30 a.m. at Plot No. A 18 & 19, APIE, Balanagar, Hyderabad - 500 037, Telangana, India, or/any adjournment thereof.

Name of the attending Shareholder:.....
(in block letters)

Name of the Proxy:.....
(to be filled in if proxy attends)

Signature of Shareholder:.....

Signature of Proxy:.....

Registered Folio Number: or DP / Client ID No.

Number of Shares held:

Note:

1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the entrance, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

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VELJAN DENISON LIMITED

(CIN: L29119TG1973PLC001670)

Registered Office: Plot No.44, 4th Floor, HCL Towers, Chikoti Gardens,
Begumpet, Hyderabad - 500 016, Telangana, Tel: 91 040 27764546, Fax: 91 040 27765253
Email: comp_secy@veljan.in Website: www.veljan.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Shareholder(s):
Address of the Shareholder(s):
E-mail Id: Folio No. / DP id & Client id:

I/We being the member(s) of Shares of Veljan Denison Limited, hereby appoint:

1. Name:
Address:
E-mail Id: Signature: or failing him:

2. Name:
Address:
E-mail Id: Signature: or failing him:

3. Name:
Address:
E-mail Id: Signature: or failing him:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, May 6, 2024 at 10.30 a.m. at Plot No. A 18 & 19, APIE, Balanagar, Hyderabad - 500 037, Telangana, India, or/any adjournment thereof in respect of such resolutions as per attachment enclosed.

Special Business:

1. Increase in Authorised Share Capital of the Company and Amendment of Capital Clause of Memorandum of Association of the Company – Ordinary Resolution.
2. Amendment of Articles of Association of the Company – Special Resolution
3. Approval of issue of Bonus Shares to the Shareholders of the Company – Ordinary Resolution
4. Appointment of Mr. Manish Mohan Motwani (DIN: 00394860) as an Independent Director of the Company – Special Resolution
5. Appointment of Mr. Velamati Gangadhar Srinivas (DIN: 00181826), as a Non-Executive Director of the Company – Ordinary Resolution

Signed this day of 2024 (Affix Revenue Stamp)

Signature of Shareholder Signature of Proxy holder(s)

Note: The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

Map of EGM Venue

