



VENLON ENTERPRISES LTD.

Regd. Office & Works : 26 (P) & Plot No. 2, Belavadi Industrial Area, Hunsur Road, Mysore - 570 018. CIN : L24231KA1983PLC015089
Phone : (0821) 2402530, e-mail: gdrvenlon@gmail.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of VENLON ENTERPRISES LIMITED (the company) will be held on Friday the 12th February 2021 at 12.45 pm at the Registered Office of the Company at 26(P) Belvadi Industrial Area, Hunsur Road, Mysore – 570 018 to transact the following business:

Special Business:

Item one :

To consider and pass the following Resolution as an ordinary Resolution:

Resolved that pursuant to the provisions of sub section 8(i) of Section 139 of the Companies Act 2013 and other applicable provisions, if any and / or Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015, approval of the members be and is hereby granted to the appointment of M/s. ALP & Co. Chartered Accountants (FRN 0221425) Bangalore as Statutory Auditors of the Company per Resolution of the Board of Directors of the Company dated 30th November 2020 consequent to resignation of M/s. Nagaraju & Associates, Chartered Accountants who were holding office of the said position resigned on 13th Nov. 2020.

Further Resolved that M/s. ALP & Co., Chartered Accountants shall hold office till the conclusion of the Annual General Meeting to be held in the year 2021 on the terms as decided by the Board of Directors of the Company.

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Item two:

To consider and pass the following Resolution as an ordinary Resolution:

Resolved that the appointment of Ms. Varshini .G (DIN 08944308) as Non Executive Independent Director made by the Board of Directors on **13th Nov. 2020** under sub section (4) of Sec 163 of the Companies Act 2013 to fill the vacancy caused by resignation of Mr. S. Bhyrappa on **16th August 2020** be approved.

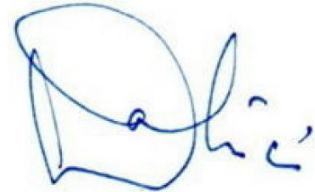
Further Resolved that she will hold office till the conclusion of Annual General Meeting to be held in the year 2024 being the term of office the reigned director would have held.

Further Resolved that the sitting fee shall be as decided by the Board.

Place : Mysore

Date : 30.11.2020

By order of the Board



**C.D. Datwani
Chairman**



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Item one:

Clarificatory Statement:

M/s. K.S. Nagaraju & Associates, Chartered Accountants who were holding the office of Statutory Auditorship of the Company for the Financial Year 2019-20 resigned on 13th November 2020 to the said position.

The Company could identify auditing firm in M/s. ALP & Co. Chartered Accountants , Bangalore who consented to hold the office till the conclusion of AGM to be held in the year 2021.

Since the said appointment by the Board required approval of shareholders at an EGM the Resolution is proposed.

None of the Director is interested or concerned in the Resolution.

Item two:

Explanatory Statement as required by Schedule IV of the Act

The appointee Non Executive Independent Director fulfils the conditions specified in the Act and the rules framed there under and the Director is independent of the management.

None of the Director is interested or concerned in the Resolution.

Place : Mysore

Date : 30.11.2020

By order of the Board

**C.D. Datwani
Chairman**

NOTES:

1. A member entitled to attend and vote in the above meeting is entitled to appoint one or more proxies to attend and vote instead of him and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility for e-voting for all the businesses mentioned in the notice. The members can exercise their right to vote through electronic means. The facility of casting the votes by members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') shall be provided by Central Depository Services (India) Limited (CDSL). The instruction for e-voting is annexed to the notice.
3. Members are requested to notify change in address, if any, immediately to M/s Computech Sharecap Ltd., Registrars and Share Transfer Agents situated at 147, 3rd Floor, M.G.Road, Fort, Mumbai - 400 001, quoting folio number / demat particulars.
4. Members holding shares in physical form are requested to dematerialise them pursuant to Gazette notification by SEBI, dated June 8, 2018.
5. All documents referred to in the above notice are open for inspection at the Registered Office of the Company between 10 a.m. and 1.00 p.m. on all working days up to the day of the Annual General Meeting including signed original of this Report.
6. Members/Proxies should bring this Notice. The attendance is provided at the entrance of the hall.
7. The voting rights of members shall be in proportion to their shares of the paid- up equity share capital of the Company as on the cut-off date which is Friday the 5th Feb. 2021.
8. Any person who acquires the shares and becomes a member of the Company after the dispatch of the notice of the EGM and holds shares as on the cut-off date, may obtain the login id and password by sending request to helpdesk.evoting@cdslindia.com.
9. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

10. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not already casted their votes by remote e-voting, shall be able to exercise their right at the meeting.
11. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. The results declared along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at the registered office and shall also be placed on the Company's website www.venlonenterprises.com and on the website of CDSL within three (3) days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchange.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **9th February 2021** at 10.00 a.m. and ends on **11th February 2021** at 5.00 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 **5th February 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and hence, remote e-voting shall not be allowed beyond the time mentioned above.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ▪ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Resolution of Venlon Enterprises Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Additional Information: The name of the scrutinizer is S.J. Madhwaraj, B.Com., LL.B. as approved at the Board meeting on 30th Nov 2020. Entity ID 32650.