

S. Viswanathan
Company Secretary in whole time practice

**9, Sai Bhavan, 1st A Main
BTM- Mico Lay Out
II Stage N S Pallya
Bengaluru -560 076**

Secretarial compliance report of VENLON ENTERPRISES LIMITED for the year ended 31st March 2019

I have examined:

- (a) all the documents and records made available to me and explanation provided by Venlon Enterprises Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not examined as there were no instances of buy back of shares*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not examined as there were no instances of issue of any share based employee benefits*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not examined as the listed entity has not issued any Debt securities.*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not examined as the listed entity has not issued any Preference shares*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



S. VISWANATHAN

Sr. No	Compliance Requirement(Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
None			

(b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/remarks of the Practicing Company Secretary, if any.
None				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
Not Applicable				

Place: Bengaluru

Date: 22-05-2019


Name of the Practicing Company Secretary:

S. Viswanathan

Signature:

ACS No.:780

C.P No.:2021


S. VISWANATHAN,
 COMPANY SECRETARY
 ACS No: 780 C.P. 2021