

Venlon Enterprises Limited
CIN: L24231KA1983PLC015089

NOTICE OF 41st ANNUAL GENERAL MEETING

Notice is hereby given that 41st Annual General Meeting of the Members of Venlon Enterprises Limited will be held on Friday, the 26th day of September 2025 at 4 p.m. at the Registered Office of the Company at 26(P) Belavadi Industrial Area, Hunsur Road, Mysuru-570 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2025, audited Statement of Profit and Loss for the year ended as on that date, audited cash flow statement as on that date and reports of the Board of Directors and, Auditors thereon.
2. To appoint a director in place of Saroj Chandru Datwani (DIN: 00355148), who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESS:

3. Approval for Related Party Transactions with Dechem Resins Limited

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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with the Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Dechem Resins Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

Sl No.	Name of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction (in Rs.)	Period for which shareholders' approval is sought
1.	Dechem Resins Limited	Entities with common directors	Sale and purchase of goods and services	25 crores per financial year	Financial year 2025-26 and 2026-27 (For a period of one year from the date of Annual General meeting)

notwithstanding the fact that all such transactions during financial year 2025-26 and 2026-27, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, or any other materiality threshold as may be applicable under law/ regulations from time to time;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

4. Approval for Related Party Transactions with Krishna Enterprises Limited

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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Krishna Enterprises Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for adjustment of debt, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.60 Crore for the financial year 2025-26 and 2026-27, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sl No.	Name of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction (in Rs.)	Period for which shareholders' approval is sought
1	Krishna Enterprises Limited	Holds more than 20% shares in the Company	Transfer of Resources (Unsecured Loan/ Exchange fluctuation)	50 crores	Financial year 2025-26 and 2026-27 (For a period of one year from the date of Annual General meeting)

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

5. Approval for Related Party Transactions to be entered with others

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant provisions of Section 180, 186 and section 188 of the Companies Act, 2013 and other applicable provisions, if any, and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 or any other law for the time being in force to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security to any party including a related party whose names are provided below:

- a. Abha Finance Private Limited (CIN:U65990MH1994PTC082695)
- b. Father & Son Overseas Private Limited (CIN:U51900MH1995PTC090273)
- c. Girnar Residency Private Limited (CIN:U65910MH1999PTC122402)
- d. Kamdhenu Residency Private Limited (CIN:U45200MH2000PTC126889)
- e. Midtown Realtors Private Limited (CIN:U45200MH2000PTC126892)
- f. Sanchay Residency Private Limited (CIN:U70200MH2000PTC126911)
- g. Sanchit Realtors Private Limited (CIN:U70100MH2000PTC126890)
- h. Sangeet Residency Private Limited (CIN:U70100MH2000PTC126874)
- i. Venlon Investments Private Limited (CIN:U67120MH1996PTC095298)
- j. Sanjog Residency Private Limited (CIN:U45200MH2000PTC126875)
- k. Father & Son Investment Private Limited (CIN: U65990MH1994PTC083003)

RESOLVED FURTHER THAT the aggregate value of the transaction with a single related party shall not exceed Rs.25 Crores (Rupees Twenty-five crores only) and the transaction shall be at arm's length pricing.

RESOLVED ALSO THAT for the purposes of section 186 of the Companies Act, the limit of the loan, guarantee or security to any person including the above related party shall not exceed Rs. 25 Crores.

RESOLVED ALSO THAT the Board of Directors of the Company be and is hereby authorized to take necessary steps to give effect to the above resolution and if deemed fit authorize any person in this behalf.”

6. Appointment of Secretarial Auditors

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

“RESOLVED THAT, pursuant to the recommendation of the Audit Committee, and in accordance with the provisions of Section 204 of the Companies Act, 2013 read with applicable rules, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members be and is hereby accorded for the appointment of Mr. R C Venkatesh Rao (Membership No. F2282, CP No. 2733), a Company Secretary in whole-time practice, as the Secretarial Auditor of the Company for a period of 5 years commencing from the financial year 2025-26 to carry out the Secretarial Audit as per the applicable laws and regulations.

RESOLVED ALSO THAT Board of Directors, be and are hereby severally authorized to file necessary forms and returns with the Ministry of Corporate Affairs and/or other authorities in connection with the said appointment.”

7. Re-appointment of Ms. Saroj Chandru Datwani as the Whole- time Director and CFO

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and also pursuant to regulation 17 and other provisions of the SEBI (Listing Obligations and Disclosure Requirements)

Regulation, 2015, (“SEBI Listing Regulations”), and subject to such other approvals, consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded for the re-appointment of Ms. Saroj Chandru Datwani (DIN: 00355148), who has attained the age of 70 years, as the Whole- time Director and CFO of the Company for a period of 5 (Five) years with effect from 31st March 2026.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

Date: 14/08/2025

Place: Mysore

By Order of the Board of Directors

Sd/-

G. D. RAMA RAO

Company Secretary

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.

2. The proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

3. 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 AGM ('remote e-voting') shall be provided by Central Depository Services (India) Limited (CDSL). The instruction for e-voting is annexed to the notice.

4. Members holding shares in physical form are requested to dematerialize them pursuant to Gazette notification by SEBI, dated June 8, 2018.

5. Members/Proxies should bring this Notice. The attendance register will be provided at the entrance of the hall.

6. 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, 19th September 2025.

7. Any person who acquires the shares and becomes a member of the Company after the dispatch of the notice of the AGM and holds shares as on the cut-off date, may obtain the login id and password by sending request to helpdesk.evoting@cdslindia.com.

8. The Chairman shall, at the AGM, at the end of discussion on the resolution 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 AGM but have not cast their votes by availing the remote e-voting facility.

9. 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.

10. 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 venlonenterprises.co.in and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.

11. Explanatory Statement as required under section 102(1) of the Companies Act, 2013 is annexed with the notice for the items referred in the notice.

Date: 14/08/2025

Place: Mysore

By Order of the Board of Directors

Sd/-

G. D. RAMA RAO

Company Secretary

Explanatory Statement as required under section 102 of the Companies Act 2013

Item No. 3:

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm’s length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Also, as per SEBI circular, the approval of the Related party transaction taken at the Annual General meeting shall be valid for a period of one year and hence the financial years 2025-26 and 2026-27 are covered.

In light of provisions of Section 188(1) of Companies Act, 2013 and rules made thereunder and SEBI(LODR) Regulations, 2015, the Audit Committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial years 2025-26 and 2026-27.

All disclosures prescribed to be given under the provisions of the law are provided in table appended below:

Name of the related party	Dechem Resins Limited
Name of the Director or Key Managerial personnel who is related, if any	Chand D Datwani and Saroj Datwani are common directors

Nature of relationship	Company in which directors are interested
Nature, material terms, monetary value and particulars of the contract or arrangement	Sale and purchase of goods and services; value not to exceed Rs.25 crores p.a.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for FY2025-26 Represents is 217% of annual turnover of the Company for FY 2024-25
Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N. A
Any valuation or other external report relied upon by the listed entity in relation to the transactions	None
Any other information relevant or important for the members to take the decision on the proposed resolution	None

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting. The same is being placed before the members of the Company as item no. 3 for their approval.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the members.

Except, as mentioned above, Mr. Chand D. Datwani and Ms. Saroj Datwani, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 3 of the Notice

The members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No.3.

Item No.4:

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm’s length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Also, as per SEBI circular, the approval of the Related party transaction taken at the Annual General meeting shall be valid for a period of one year and hence the financial years 2025-26 and 2026-27 are covered.

In light of provisions of Section 188(1) of Companies Act, 2013 and rules made thereunder and SEBI(LODR) Regulations, 2015, the Audit Committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial years 2025-26 and 2026-27.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in table appended below:

Name of the related party	Krishna Enterprises Limited
Name of the Director or Key Managerial personnel who is related, if any	None
Nature of relationship	Shareholder holding more than 20% of the paid-up capital
Nature, material terms, monetary value and particulars of the contract or arrangement	Exchange fluctuation adjustment on the Debt outstanding
The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis	The estimated transaction value for FY2025-26 represents 434% of annual turnover of the Company for FY 2024-25

shall be additionally provided)	
Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N. A
Any valuation or other external report relied upon by the listed entity in relation to the transactions	None
Any other information relevant or important for the members to take the decision on the proposed resolution	None

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting. The same is being placed before the member of the Company as item no. 4 for their approval.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 4 of the Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No.4.

Disclosure of Interest in Other Companies

As required under applicable provisions, the extent of shareholding interest of promoters, directors, managers, and key managerial personnel (KMPs) of the Company in the other company(ies) referred to in the item of special business is set out below, where such interest is not less than 2% of the paid-up share capital of the respective company:

Name of Promoter / Director / Manager / KMP	Designation	Name of the Other Company	Shareholding (%) in the Other Company
Arun Daulatram Datwani	Promoter	Krishna Enterprises Limited	50%

Item No.5:

As required under the aforesaid rules details of related party is provided below:

Name of the related parties	a. Abha Finance Private Limited (CIN:U65990MH1994PTC082695) b. Father & Son Overseas Private Limited (CIN:U51900MH1995PTC090273) c. Girnar Residency Private Limited (CIN:U65910MH1999PTC122402) d. Kamdhenu Residency Private Limited (CIN:U45200MH2000PTC126889) e. Midtown Realtors Private Limited (CIN:U45200MH2000PTC126892) f. Sanchay Residency Private Limited (CIN:U70200MH2000PTC126911) g. Sanchit Realtors Private Limited (CIN:U70100MH2000PTC126890) h. Sangeet Residency Private Limited (CIN:U70100MH2000PTC126874) i. Venlon Investments Private Limited (CIN:U67120MH1996PTC095298) j. Sanjog Residency Private Limited (CIN:U45200MH2000PTC126875) k. Father & Son Investment Private Limited (CIN: U65990MH1994PTC083003)
Name of the Director who is related	Chand Datwani and Saroj Datwani
Nature of relationship	Common Directorship with more than 2% share holding
Nature, Material terms, Monetary value, Particulars of contract or arrangement	To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT	The estimated transaction value for FY 2025-26 represents 217% of annual turnover of the Company for FY 2024-25

involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N. A
Any valuation or other external report relied upon by the listed entity in relation to the transactions	None
Any other details	The beneficiary Company shall utilize the aforesaid facilities only for the purpose of its principal business activity. Loan granted if any, is repayable on demand. Interest rate shall be at bank lending rate for the period. Other facilities if utilized shall be at prevailing bank charges.

The aggregate value of the above transactions shall not exceed the prescribed limit in the resolution. The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting. The same is being placed before the member of the Company as item no. 5 for their approval.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

Except, as mentioned above, Mr. Chand D. Datwani and Ms. Saroj Datwani, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 5 of the Notice

The members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 5.

Item No. 6:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has proposed the appointment of Mr. R C Venkatesh Rao (Membership No. F2282, CP No. 2733), a Practicing

Company Secretary, as the Secretarial Auditor of the Company for a period of 5 consecutive years commencing from the financial Year 2025-26, in compliance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The Secretarial Audit is a process to verify compliance of various legislations including the Companies Act, SEBI Regulations and other corporate and securities laws applicable to the Company. It serves as an important governance tool and strengthens stakeholder confidence in the Company's compliance systems and practices.

The Board appointed Mr. R.C. Venkatesh Rao, Company Secretary as Secretarial auditor subject to the approval of the shareholders in the 41st AGM of the company for a period of 5 years in compliance with the amended provisions of Regulation 24A of the SEBI, LODR Regulations, 2015 read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The term of appointment shall be for a period of Five (5) consecutive years from the conclusion of this 41st AGM subject to the approval of the shareholders of the Company. The Board of Directors has approved remuneration of ₹ 55,000/-p.a. plus applicable taxes and out of pocket expenses for FY 25-26 and for subsequent years of the term, such fee as determined by the Board on recommendation of Audit Committee of Directors in consultation with Mr. R.C. Venkatesh Rao. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time.

As per the provisions of Section 204 and Regulation 24A of SEBI LODR Regulations, the appointment of the Secretarial Auditor requires approval of the shareholders. Hence, the Board recommends the resolution set out in the accompanying Notice for the approval of members as a Special Resolution.

The Brief Profile is as follows:

Mr. R.C. Venkatesh Rao, is a senior and an experienced Peer reviewed Practising Company Secretary with a distinguished career in corporate law and secretarial practice. He has held various senior positions in industry, handling both secretarial and managerial responsibilities, before establishing his independent practice in 1996. His expertise spans company law, industrial laws, and representation before regulatory and judicial forums, including CLB and NCLT. Over the years, he has provided professional services to numerous organizations across sectors.

Mr. R.C. Venkatesh Rao has provided their consent to act as the Secretarial Auditor of the Company. They have confirmed their eligibility and their proposed appointment, if approved, will be within the

limits prescribed by the Institute of Company Secretaries of India (ICSI). Additionally, he has confirmed that it is peer-reviewed in accordance with the guidelines of ICSI and holds a valid Peer Review Certificate No. issued by the ICSI. The Secretarial Auditor has further affirmed that they are free from any disqualifications or conflicts of interest, in compliance with the ICSI Standard on Audit Engagement (CSAS-1) and fulfils the eligibility requirements to issue the report under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Company will not avail any services prohibited under Listing Regulations read with SEBI Circular dated 31st December, 2024 from the Secretarial Auditor.

None of the Directors and Key Managerial Personnel either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the proposed resolution. The Board recommends the passing of the resolution as set out under item no. 6 as an ordinary resolution.

Item No.7:

The tenure of Ms. Saroj Chandru Datwani (DIN: 00355148) as Whole-time Director and Chief Financial Officer (CFO) of the Company is due to expire on 30th March 2026. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 14.08.2025 has approved the re-appointment of Ms.Saroj Chandru Datwani for a further period of Five (5) years, effective from 31st March 2026 to 30th March 2031, subject to approval of the shareholders.

Ms. Datwani has been associated with the Company in a senior leadership role and has contributed significantly to the financial management, strategic planning, and compliance framework of the Company. Considering her experience, performance, and the continuity of leadership, the Board recommends her re-appointment.

As Ms. Saroj Chandru Datwani has attained the age of 70 years, her re-appointment is proposed in accordance with the second proviso to Section 196(3)(a) of the Companies Act, 2013, which permits such re-appointment by passing a special resolution and providing justification in the explanatory statement.

The proposed re-appointment of Ms. Saroj Chandru Datwani is to meet Statutory requirement. The appointee has waived off the remuneration.

None of the Directors, Key Managerial Personnel, or their relatives, except Ms. Saroj Chandru Datwani, Mr. Chand Daulat Datwani (Managing Director and spouse), and their relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution for the approval of the members as a Special Resolution.

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS: -

Name	Saroj Chandru Datwani
DIN	00355148
Age	72 years
Qualifications	M. A
Experience	About 25 years in financial management, strategic planning
Terms and conditions of re-appointment,	Ms.Saroj Chandru Datwani appointed for a further period of Five (5) years, effective from 31st March 2026 to 30th March 2031, subject to approval of the shareholders.
Remuneration sought to be paid and the remuneration last drawn by such person	Sought to be paid: Nil Last drawn: Nil
Name of Listed Entities Appointed/ Resigned in the past three years	None
First appointment date	04/01/1996
Shareholding	359280 Shares
Relationships with other Directors	Wife of C D Datwani
Attendance at Board meetings	5/5

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Tuesday, the 23rd September 2025 at 9.00 a.m. and ends on Thursday, the 25th September 2025 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 (Friday, 19th September 2025) 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
 1. For CDSL: 16 digits beneficiary ID,

2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
3. 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 held on 14th August 2025.

Form No. MGT-11 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L24231KA1983PLC015089
Name of the Company:	Venlon Enterprises Limited
Registered office:	26P, Belawadi Industrial Area, Hunsur Road, Mysuru- 570 018.

Name of the members(s):

Registered address:

e-Mail ID:

Folio No./Client ID: DP ID:

I/We, being the member(s) ofshares of the above-named Company, hereby appoint

1.	Name:	
	Address:	
	e-Mail ID:	
	Signature:	

2.	Name:	
	Address:	
	e-Mail ID:	
	Signature:	

3.	Name:	
	Address:	
	e-Mail ID:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, the 26th day of September 2025 at 4:00 p.m. at the Registered Office of the Company, and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Particulars
1	Adoption of Financial statements for the year ended 2024-25
2	Re-appointment of director retiring by rotation
3	Approval for Related Party Transactions with Dechem Resins Limited
4	Approval for Related Party Transactions with Krishna Enterprises Limited
5	Approval for Related Party Transactions to be entered with others
6	Appointment of Secretarial Auditor of the Company
7	Re-appointment of Ms. Saroj Chandru Datwani as the Whole- time Director and CFO

Signed thisday of2025.

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the
, Hunsur Road



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

Attendance slip for Annual General meeting

Day & Date: Friday, 26th September 2025

Place: 26P, Belawadi Industial Area, Hunsur Road, Mysuru- 570 018.

Time: 4 p.m.

Name of the Shareholder/Proxy:			
Folio No:		No of shares held:	

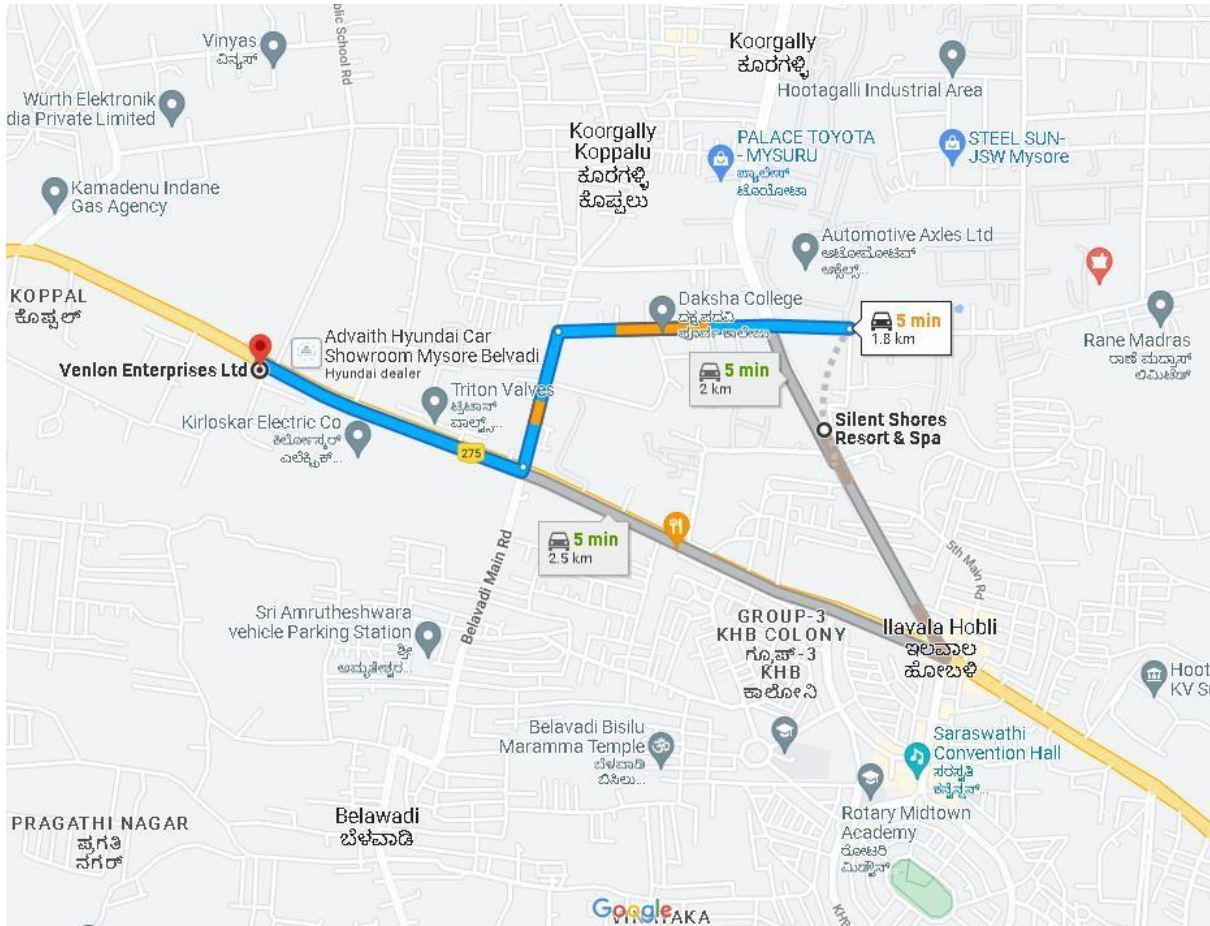
I hereby record my presence at the Annual General Meeting held at the registered office of the Company on Friday, 26th September 2025 at 4 p.m. (I.S.T.)

SIGNATURE OF THE MEMBER/PROXY*

* Strike out whichever is not applicable.

Note: Please handover this slip at the entrance of the Meeting Venue.

Route map:



Land mark: Near Advaith Hyundai Car Showroom, Hunsur Road