

41st ANNUAL REPORT

2024-25

VENLON ENTERPRISES LIMITED

CIN: L24231KA1983PLC015089

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.

BOARD'S REPORT

To,

The Members,

Venlon Enterprises Limited

Your directors present the 41st Annual Report of your Company on the business and operations of the Company and the accounts of the financial year ended 2024-2025.

1. Financial Summary:

(In Rupees lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
1. Income		
<u>I. Revenue from Operations</u>		
a. Sale of Products	1,151.73	870.26
b. Other Income	44.02	54.77
Total Income	1,195.75	925.04
<u>2. Expenses</u>		
c. Purchases of Stock-in-trade	994.36	679.37
c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	-186.58	
e. Employee benefit expenses	-	-
f. Finance Costs	-	-
g. Depreciation / Amortization and depletion Expense	232.57	233.02
h. Other Expenses	1,473.37	141.12
Total Expenses	2,513.73	1,053.50
Exceptional Item	-	-
Loss Before Tax	(1,317.98)	(128.47)
Deferred tax	-	-
Loss for the year	(1,317.98)	(128.47)
Loss from Discontinued operations- For disclosure purpose		
Other Comprehensive Income		
A (i) Items that will not be reclassified to profit or loss net of tax	24.57	66.06
(ii) income tax relating to items that will not be reclassified to profit or loss		
B (i) Items that will be reclassified to profit or loss net of tax	(255.64)	(145.75)
Total Comprehensive Income for the Year	(1,549.05)	(208.15)
Earnings Per Equity Share	(2.52)	(0.25)
Basic and diluted	(2.52)	(0.25)

2. Reserves and Dividend:

During the year, no amount has been transferred to reserves since the Company has incurred losses. The Directors have not recommended any dividend for the year, due to loss in the year.

3. Transfer of unpaid or unclaimed amount to Investor Education and Protection Fund (IEPF)

Pursuant to provisions of the Companies Act, 2013, the declared dividends, which remained unpaid or unclaimed for a period of seven years, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company to the IEPF.

There is no Unpaid or unclaimed amount of dividend to be transferred to Investor Education and Protection Fund.

4. Performance of the Company/State of affairs:

Windmill segment had to be scrapped from 2021-22, as Maharashtra State Electricity Board is preferring Solar Energy. The Company presently is in to Trading activity.

5. Share Capital:

The paid-up Equity Share Capital as on March 31, 2025 stood at Rs. 2,612.12 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options nor sweat equity.

6. Deposits:

Your Company has not accepted any deposits under Chapter V of the Companies Act, 2013 during the year.

7. Listing with stock exchanges:

The Company continues to be listed on BSE Limited, Mumbai. There are no arrears on account of payment of listing fees to the Stock Exchanges.

8. Directors and Key Managerial Personnel:

As on 31st March, 2025, the Board consisted of five directors of whom three are independent directors and two are Executive Directors of whom one is Chairman.

During the year,

- Mr. S.V.Jain (DIN: 00590275) retired from the Board upon the expiration of his five-year term, which commenced in 2019. The retirement is effective from 27.09.2024. and

- Mr. M D Dhanush (DIN: 10743800), was appointed an Independent Director by the Board with effect from 27.09.2024.

In terms of provisions of the Companies Act, 2013, Ms. Saroj Chandru Datwani, Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

After the completion of the Financial Year 2024-25, the following changes have occurred in the board composition.

- Mr. Sreedhar Nagaraju resigned the office with effective from 3rd April 2025.
- Ms. Madhura Haldodderi Govindarao appointed as additional Independent Director w.e.f 30th May 2025 and was appointed by Shareholders as Director on 27th June 2025.

9. Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence and that there has been no change in the circumstances which may affect their status as independent directors during the year as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the names of the Independent Directors of the Company have been included in the Data bank maintained by the Indian Institute of Corporate Affairs of Independent Directors as per the provisions of the Companies Act, 2013 and the rules made thereunder.

10. Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the Independent Directors appointment during the year.

It is hereby declared that in the opinion of the Board, each independent director appointed is a person of integrity and possesses all the relevant expertise and experience (including the proficiency).

11. Meetings of the Board

During the financial year, 5 Board meetings were held on 06.04.2024, 30.05.2024, 14.08.2024, 14.11.2024, and 14.02.2025. The maximum interval between any two meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

Following is the attendance of each of the Directors at the Board Meetings held during the period under review:

Sl. No.	Date of Meeting	Total No of Directors as on date of meeting	Attendance	
			No. of Directors attended	% of Attendance
1.	06.04.2024	5	5	100
2.	30.05.2024	5	5	100
3.	14.08.2024	5	5	100
4.	14.11.2024	5	5	100
5.	14.02.2025	5	5	100

12. Committees of the Board

Your Company has the following committees which have been established as a part of the Corporate Governance practices and are in compliance with the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

The details with respect to the compositions, roles, number of meetings held during the year is detailed in the Corporate Governance report of the Company, which forms a part of this Board's Report.

13. Board Evaluation:

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

During the year 2024-25, Independent Directors met, discussed and reviewed the below:

- Performance of Non -Independent Directors
- Performance of the Chairman
- Performance of the Board Committees
- Overall performance of the Company.

The Nomination and Remuneration Committee is responsible for the formulation of criteria for evaluation.

14. Familiarization program for the Board Members

Your Company has in place a structured induction and familiarization program for all its directors including Independent Directors and new appointee(s) to the Board. Through such programs, the Directors are briefed on the background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events etc.

The Board members are provided with the necessary documents, brochures, reports, and internal policies to enable them to familiarize with the Company's procedure and practice.

Periodic presentations are made at the Board Meetings, Board Committee Meetings and Independent Directors Meetings on business and overall performance updates of the Company, business strategy and risk involved.

The details of programs for Familiarization for Independent Directors are posted on the website of the Company and can be accessed at below weblink:

<https://venlonenterprises.co.in/wp-content/uploads/2025/06/Familiarisation-Programme.pdf>

15. Directors' responsibility statement:

Your directors state that:

- a) In the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the **LOSS** of the Company for the year ended on that date.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

16. Internal Financial Controls

There are adequate internal financial controls with respect to financial statements.

17. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/Outflow:

The relevant data pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are given in the **Annexure 'A'** forming part of this report as NA since entire factory operations got closed All manufacturing process except Windmill segment had to be scrapped

from 2021-22, as Maharashtra State Electricity Board is preferring Solar Energy. The Company presently is in to Trading activity.

18. Particulars of Remuneration of directors and certain specified employees:

In terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details are provided in the Annexure 'B', which is self-explanatory

19. Annual Return 2024-25

The copy of Annual Return for the financial year ending March 31, 2025 is available on the website <https://venlonenterprises.co.in/wp-content/uploads/2025/08/AB6325180.pdf>

20. The Nomination and Remuneration Policy:

The Nomination and Remuneration Policy of the Company has been formulated in accordance with the Act and Listing Regulations. The Policy is designed to guide the Board in relation to appointment and removal of directors, Key Managerial Personnel and Senior Management and recommend to the Board on remuneration payable to them. Policy enables the Company to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The current policy is available on Company's website at <https://venlonenterprises.co.in/wp-content/uploads/2025/08/Nomination-and-Remuneration-policy.pdf>

The Managing Director, Whole time Director and CFO are promoters. For the position of other non-executive independent directors, experienced and reputed persons are selected from the Independent Directors' Data Bank.

The non-executive director namely Shri S.V. Jain has waived his sitting fee during his tenure of office.

21. Particulars of Loans, Guarantees or Investment under Section 186 of the Companies Act, 2013

NIL

22. Particulars of contracts or arrangements with Related Parties (RPT)

The related party transactions that were entered into during the financial year were in the ordinary course of business and on an arm's length basis.

All related party transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions, which are foreseen and of repetitive nature. Approval of shareholders are also obtained in case of Material Related Party Transactions.

In accordance with the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on the website of the company <https://venlonenterprises.co.in/wp-content/uploads/2025/02/Familiarisation-Programmes.pdf>

The particulars on RPTs in Form AOC - 2 is annexed to the Report as **Annexure - C**

23. Auditors & Auditors' Report

A. Statutory auditor

M/s. Laxminiwas and Co., Chartered Accountants, Mysore (Firm reg.no.: 011168S) are the Statutory Auditor of the company

The Auditors' Report does not contain any qualification, reservation or adverse remarks.

Further, no frauds have been reported by the Auditors in their reports.

B. Secretarial Auditor

Pursuant to the provisions of the Section 204 of the Companies Act, 2013 and the rules made there under and based on the recommendations of the Audit Committee, CS R C Venkatesh Rao, Practicing Company Secretary has been appointed to conduct Secretarial Audit of the Company's secretarial and other related records for the financial year 2024-25.

The Secretarial Audit Report for the financial year ended March 31, 2025 in Form MR-3 is appended to this report under **Annexure - D**

24. Risk Management Policy

It is not mandatory to have a Risk Management Committee. Also, since the operations are closed, there is no such system in place.

25. Corporate Social Responsibility (CSR):

The Company does not fall under the threshold limit for mandatory CSR activities.

26. Vigil Mechanism

The Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

27. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As there are no employees, these provisions are not applicable to the Company.

28. Significant or Material Orders

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

29. Material Changes and Commitments, if any, affecting the Financial Position of the Company

There were no adverse material changes or commitments occurred after March 31, 2025 which may affect the financial position of the Company or may require disclosure.

30. Subsidiaries, Joint Ventures and Associates

Your Company does not have any subsidiary, joint venture or associates.

31. Change in the nature of business

The Business of the Company for time being is only in trading activity.

32. Secretarial Standards:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

33. Maintenance of Cost records

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, not applicable to the Company.

34. Corporate Governance

Corporate Governance is about maximizing the value and to ensure fairness to all its shareholders. Your Company ensures that performance is driven by integrity.

The Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country and your Company is in compliance with the governance requirements provided under the law both in letter and spirit.

Your Company has in place all the statutory committees required under the law. Details of the Board Committees along with their terms of reference, composition and meeting of the Board and its Committees held during the year are provided in the Corporate Governance Report which is presented in a separate section forming part of the Annual Report.

A Certificate from CS R C Venkatesh Rao., Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Regulation 34(3) Schedule V (E) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Board report under - **Annexure- E**

35. Management Discussion and Analysis Report:

Pursuant to Regulation 34(2)(e) of SEBI (LODR) Regulation ,2015 Management Discussion and Analysis Report is presented in a separate section forming a part of annual report.

36. Environmental Sustainability

Not applicable

37. Gender-wise composition of employees:

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as on the March 31, 2025.

Male Employees: 0

Female Employees: 0

Transgender Employees:0

38. Maternity Benefit Act Compliance

As there are no employees, these provisions are not applicable to the Company.

39. Other Disclosures:

Your company has not made any application, nor any proceeding is pending against the company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

As the Company has not made any one-time settlement with any banks or financial institution during the year under review, Rule (8) sub-rule (4) clause (xii) of Companies (Accounts) Rules,2014 is not applicable.

40. ACKNOWLEDGEMENTS:

Your Directors wish to place on record the valued support and cooperation of Shareholders.

Place : Mysuru

Date :14.08.2025

For and on behalf of the Board of Directors,

Sd/-

(C.D. Datwani)
Chairman

Annexure -A

Information as per section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014.

A. Conservation of energy

a) The steps taken or impact on conservation of energy.	NIL
b) The steps taken by the company for utilizing alternate sources of energy.	NIL
c) Capital investment on energy conservation equipment.	NIL

B. Technology Absorption

A. The efforts made towards technology absorption:	NIL
B. The benefits derived like product improvement, cost reduction, product development or import substitution	NIL
C. In case of imported technology (imported during the last 3 years)	NIL
D. Expenditure on R&D a. Capital b. Recurring c. Total d. Total R&D expenditure as a percentage to total turnover	NIL

C. Foreign exchange earnings and outgo

A. Foreign exchange used	NIL
B. Foreign exchange earned	NIL
C. Exports of goods	NIL

For and on behalf of the Board of Directors,

Place : Mysuru

Sd/-

Date :14.08.2025

(C.D. Datwani)
Chairman

Annexure B

Information to be provided under section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

No remuneration is paid to the Whole-time Directors.

Further as required under rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: we provide the list of the top ten employees of the Company:

Sl. No.	Name	Remuneration (per month) in Rs.	Designation	Qualification and experience	Date of commencement of employment	Age	Last employment
	There were no employees during the Financial Year under consideration.						

Notes:

1. Sri G.D. Rama Rao, Company Secretary appointed from 01/03/2019 has waived off his remuneration. Only rentals for execution of work from his residential offices at Mysuru / Bengaluru / Rayarahundi Village, T.N.Pura tq, Mysuru district aggregating to Rs.30,000/- p.m. is claimed. Expenses at actuals.
2. Percentage of shares held by C.D.Datwani and Saroj Datwani is 0.42 and 0.69 respectively. Company Secretary: **NIL**.
3. Mr. C.D. Datwani and Mrs. Saroj Datwani, are related to each other.

For and on behalf of the Board of Directors,

Place : Mysuru

Sd/-

Date :14.08.2025

(C.D. Datwani)
Chairman

Annexure C

FORM NO. AOC-2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (accounts) Rules, 2014

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts /arrangements/transaction including the value, if any	Justification for entering into such contracts / arrangements / transactions	Date of approval by the board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-

2. Details of material contracts or arrangements or transactions at Arm's length basis:

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts/arrangements/transaction including the value, if any	Date of approval by the board	Amount paid as advances, if any
Dechem Resins Limited Public Company in which the Director is a director and holds more than 2% of its paid-up capital	Purchase of goods, services, Sales, Purchase and sale of assets	1 year	The aggregate value not to exceed Rs.25 Crores	14.02.2024	Nil

For and on behalf of the Board of Directors,

Place : Mysuru

Sd/-

Date : 14.08.2025

(C.D. Datwani)
Chairman

Annexure-D

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March 2025**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Venlon Enterprises Limited

CIN: L24231KA1983PLC015089

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Venlon Enterprises Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31/03/2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

vi. Air Pollution Control Act, 1981.

I/we have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with BSE Limited/SEBI Listing Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Note: Please report specific non compliances/observations/audit qualification, reservation or adverse remarks in respect of the above para wise: **NIL**

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: Please report specific observations/qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period: **NIL**

I further report that during the audit period the company has not ventured any specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: 14.08.2025

Place: Bengaluru

Signature: Sd/-

Name of the Company Secretary:

R C Venkatesh Rao

FCS No.: 2282

C P No.: 2733

UDIN: F002282G001019751

ANNEXURE -E

**CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI
(LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015**

Registration No. of the Company: L24231KA1983PLC015089

Nominal Capital: Rs. 26,50,00,000/-

To,

The Members of

Venlon Enterprises Limited

I have examined the compliance of the conditions of Corporate Governance by Venlon Enterprises Limited (hereinafter referred to as the Company), for the financial year ended **31st March 2025**, as stipulated under SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015.

The compliance with the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof by the Company. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my examination of the records produced, explanations and information furnished to me by the Company, I certify that the Company has complied with the mandatory conditions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Date:14.08.2025

Place: Bengaluru

Name of the Company Secretary:

Signature: Sd/-

RC Venkatesh Rao
FCS No.: 2282
C P No.: 2733
UDIN: F00228F000974561

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[As per Clause 10(i) of Para C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015** read with regulation 34(3) of the said Listing Regulations].

To

The Members,

VENLON ENTERPRISES LIMITED

CIN: L24231KA1983PLC015089

1. We have examined the status of directors for the year ended on March 31, 2025, pursuant to the provisions of Clause 10(i) of Para C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("the Regulations").
2. It is neither an audit nor an expression of opinion regarding the legality of debarring or disqualification by the Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs (MCA) or any such statutory authority.
3. Our examination was limited to a review of the relevant records of the Company and website of MCA, stock exchange(s), SEBI and other relevant statutory authority(ies) (specify) and it is solemnly the responsibility of Directors to submit relevant declarations and disclosures with complete and accurate information in compliance with the relevant provisions.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the declarations and disclosures made by the Directors, we certify that none of the directors on the board of VENLON ENTERPRISES LIMITED have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority during the year ended at March 31, 2025.

Place: Bengaluru

Date:14/08/2025

Signature: Sd/-

Name of the Company Secretary:

RC Venkatesh Rao
FCS No.: 2282
C P No.: 2733
UDIN: F002282G001019705

Corporate Governance Report for the year 2024-25

As required under SEBI Listing Obligations & Disclosure Requirements Regulations, 2015

Company's philosophy on Corporate Governance:

Corporate Governance is about maximizing the value and to ensure fairness to all its shareholders.

The Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country and your Company is in compliance with the governance requirements provided under the law both in letter and spirit.

Your Company has in place all the statutory committees required under the law. Also, the Company has closed all its operations and factory, except for the Windmill segment had to be scrapped from 2021-22, as Maharashtra State Electricity Board is preferring Solar Energy. The Company presently is in to Trading activity.

Board of Directors:

Size and Composition of the Board

Your Company recognizes and embraces the importance of diversity of the board for its success. Accordingly, your board has the appropriate mix of executive and independent directors to maintain its independence and separate its functions of governance and management. On March 31, 2025, the Board comprised of five (5) Directors.

The Board consists of two (2) Executive Directors and three (3) Independent directors. The Board periodically evaluates the need for change in its composition and size.

The composition of the Board, category, and particulars of attendance are given below:

Name	Category	Date of last A.G.M	No. of Board Meetings	No. of another Directorship	No. of other Committee Members
		27.09. 2024	Attended/ Held	(In public Companies)	
Shri. Chand D Datwani DoB: 17.12.1952 DoA: 13.11.1986	Chairman & Managing Director Executive	Present	5/5	NIL	One

Smt. Saroj C Datwani DoB: 02.04.1953 DoA: 27.11.1995	Whole Time Director Non-Independent - Executive	Present	5/5	NIL	One
Shri. S.V.Jain * DoB: 27.03.1952 DoA: 31.03.2005	Independent Non-Executive	Present	3/3	NIL	Three
Shri. Sreedhar Nagraju DoB: 24.11.1983 DoA: 12.04.2023	Independent Non-Executive	Present	5/5	NIL	Three
Shri. Nagendra Hanabe Krishnamurthy DoB: 10.06.1983 DoA: 30.12.2023	Independent Non-Executive	Present	5/5	NIL	Three
Shri. Dhanush M D** DoB: 01.03.2000 DoA: 27.08.2024	Independent Non-Executive	Present	2/2	NIL	Three

Shareholding of Promoter/Group:

Shri. Chand D Datwani : **0.42%**

Smt. Saroj C Datwani : **0.69%**

DoB: Date of Birth;

DoA: Date of Appointment

Shri. Chand D. Datwani and Smt. Saroj C Datwani are related to each other.

In the opinion of the Board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

*During the year, Mr. S.V.Jain (DIN: 00590275) retired from the board upon the expiration of his five-year term, which commenced in 2019 . The retirement is effect from 27.09.2024. Hence, eligible attend only 3 meetings.

** During the year, Mr. M D Dhanush (DIN: 10743800) was appointed as Non-executive Independent Director of the Company for a term of 5 years, to hold office from 27.09.2024. Hence, eligible attend only 2 meetings.

Board Meetings

During the year, the Board met 5 times on 06.04.2024, 30.05.2024, 14.08.2024, 14.11.2024, and 14.02.2025. The names and categories of the Directors on the Board, and their attendance at the Board Meetings during the year is given below:

Members	No. of meetings					No. of Meetings held/ Entitled to attend	No. of Meeting Attended
	06.04.2024	30.05.2024	14.08.2024	14.11.2024	14.02.2025		
Chand datwani	Present	Present	Present	Present	Present	5	5
Saroj datwani	Present	Present	Present	Present	Present	5	5
S.V.Jain	Present	Present	Present	NA	NA	3	3
Mr. Sreedhar Nagaraju	Present	Present	Present	Present	Present	5	5
Mr. Nagendra Hanabe Krishnamurthy	Present	Present	Present	Present	Present	5	5
Dhanush M D	NA	NA	NA	Present	Present	2	2

Disclosure of shares held by Non -Executive Directors in the Company as on 31/03/2025.

Mr. Nagendra Hanabe Krishnamurthy - NIL

Mr. Sreedhar Nagaraju - NIL

Mr. M D Dhanush _ NIL

Weblink where details of familiarisation programmes of Independent directors:

<https://venlonenterprises.co.in/wp-content/uploads/2025/06/Familiarisation-Programme.pdf>

Chart/matrix setting out skills/expertise/competence of the board of directors specifying the following: the names of directors who have such skills / expertise / competence

Sl. No.	Name of Director	Category	Skills/ Expertise
1	Shri. Chand D Datwani	Executive- Managing Director	Setting up of Industrial Projects
2	Smt. Saroj C Datwani	Executive CFO	Financials
3	Shri. S.V.Jain	Non- Executive Independent Director	Import/ Export

4	Shri. Nagendra Hanabe Krishnamurthy	Non- Executive Independent Director	Chemistry
5	Shri. Sreedhar Nagaraju	Non- Executive Independent Director	Finance
6	Mr. Dhanush M D	Non- Executive Independent Director	Finance

Independent Directors

Schedule IV of the Companies Act, 2013 and the Rules there under mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and the members of management. It is recommended that all the independent directors to be present at such meetings. These meetings are expected to review the performance of the non-independent directors and the Board as a whole, as well as the chairman of the Board, taking into account the views of the non-executive directors, assess the quality, quantity and timeliness of the flow of information between the management and the Board that is necessary for it to effectively and reasonably perform its duties.

Confirmation: In the opinion of the board, the independent directors fulfill the conditions specified under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year 2024-25, Independent Directors met on February 14, 2025, discussed and reviewed the below:

- Performance of Non-Independent Directors
- Performance of Chairman
- Performance of Board Committees
- Discussed on the quality, quantity and timeliness of flow of information between the Company management and the Board Members.
- Overall performance of the Company

Performance evaluation criteria for independent directors

- a) Attendance and participation in the meetings and timely inputs on the minutes of the meetings
- b) Adherence to ethical standards and code of conduct of company and disclosure of non-independence, as and when exists and disclosure of interest

- c) Raising of valid concerns to the Board and constructive contribution to resolution of issue at meetings
- d) Interpersonal relations with other Directors & Management
- e) Objective evaluation of Board's performance, rendering independent and unbiased opinion
- f) Understanding of the company and the external environment in which it operates and contribution to strategic direction.
- g) Safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information.

Availability of information to the Board Members

The Board has unrestricted access to all the Company-related information necessary for decision making. Detailed notes, as necessary, are presented well in advance of the meeting along with the agenda. The following is the list of some of the information provided regularly to the Board of Directors:

- Annual Operating Plan and budgets, capital budgets and updates
- Quarterly results of the Company and its Operating Divisions
- Minutes of meetings of Audit and other Committees of the Board
- General notice of interests of Directors
- Declaration of Independent Directors at the time of appointment/annual declaration
- Information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary
- Materially important issues, disputes with the Government Authorities on show cause notices, demands, prosecutions and penalty notices
- Fatal or serious accidents, dangerous occurrences, effluent or pollution problems
- Any material default in financial obligations to and by the Company
- Any issue that involves possible public or product liability claims of a substantial nature.
- Significant development in human resources and industrial relations front.
- Sale of assets of material nature, not in normal course of business
- Any material default in financial obligations to and by the company or substantial non-payment for goods sold by the company
- Making of loans and investments, if any.
- Compliance Certificate with respect to all the laws as applicable to the Company
- Constitution/reconstitution of Board Committees
- Show cause, demand, prosecution notices and penalty notices, if any, which are materially important.

- Transactions, if any, that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Non-compliance, if any, of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

Role of Board of Directors

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction to the Company. As trustees, the Board has the fiduciary relationship to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill, diligence and exercises independent judgement. The Board sets strategic goals and seeks accountability for their fulfillment. The Board also directs and exercise appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

Board Membership Criteria

The Nomination and the Remuneration Committee works with the entire Board to determine the appropriate characteristics, skills and required experience for the Board as a whole and for individual members. Members are expected to possess the required qualification, integrity, expertise and experience for the position. They should also possess deep expertise and insight in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

The Board members are expected to rigorously prepare to attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their other current and planned future commitments do not materially interfere with the responsibilities with the Company.

Code of Conduct

In compliance with the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed and adopted Code of Conduct (the Code). This is applicable to all Directors, Independent Directors and Senior Management of the Company. The Code gives guidance and support needed for ethical conduct of business and compliance of law. All members of the Board and Senior Management personnel have affirmed the compliance with the Code as on 31st March, 2025.

The Code is available on Company's website under below weblink:

<https://venlonenterprises.co.in/wp-content/uploads/2025/02/Code-of-Conduct-for-Board-and-Senior-Managment.pdf> +

Prevention of Insider Trading

The Board has formulated a policy on Trading of shares by an insider and code of conduct for regulating, monitoring and reporting of trading of shares by insider.

The code lays down guidelines, procedures to be followed and disclosure to be made while dealing with the shares of the Company and cautioning them on consequences of non-compliances.

BOARD COMMITTEES

Audit Committee

The terms of reference of the Audit Committee broadly are as under:

- To hold periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the Accounts of the Company, internal control systems, scope of audit and observations of the Auditors/Internal Auditors and its redressal.
- To review compliance with internal control systems
- To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board
- To make recommendations to the Board on any matter relating to the financial management of the Company.
- Recommending the appointment of Statutory Auditors.

The composition of the Audit Committee and the details of meetings attended by the Members are given below:

Name of Member	Category	No. of meetings	
		HELD	ATTENDED
Mr. S.V.Jain, * Chairman	Independent Non-Executive	2	2
Mr. H K Nagendra - Chairman	Independent Non-Executive	4	4
Mr. Sreedhar Nagarju- Member	Independent Non-Executive	4	4
Mr. Dhanush M D**- Member	Independent Non-Executive	2	2

Four Audit Committee Meetings were held during the year 2024-25. The said meetings were held on the following dates:

30.05.2024, 14.08.2024, 14.11.2024, 14.02.2025.

Compliance Officer attends all the meetings.

*Note: 1. * Mr. S V Jain retired with effect from 27.09.2024*
*2. ** Mr. Dhanush M D was appointed in the Annual General meeting held on 27th September 2024 hence eligible to attend only Two meeting.*

Nomination and Remuneration Committee

The terms of reference to the committee are as per the requirements of section 178 of the Companies Act, 2013 and as specified in Part I of Schedule II of the Regulation are given below.

Terms of Reference

- To identify qualified persons to become directors and senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board
- Devising policy on Board diversity
- To act in terms of any consequent statutory modification(s) / amendment(s) / revision(s) to any of the applicable provisions to the said Committee.
- To decide on terms of appointment/re-appointment of Independent Director based on the performance evaluation report received.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

The composition of the revised Remuneration Committee and the details of meetings attended by the members is given below:

Members	Category	30.05.2024	14.08.2024	14.11.2024	No. of meetings	No. of meetings attended
S.V.Jain*	Chairman	Present	Present	-	2	2
H K Nagendra	Chairman	Present	Present	Present	3	3
Sreedhar Nagarju	Member	Present	Present	Present	3	3
Dhanush M D	Member	-	-	Present	1	1

*Note: 1. * Mr. S V Jain retired with effect from 27.09.2024*
*2. ** Mr. Dhanush M D was appointed in the Annual General meeting held on 27th September 2024.*

Remuneration Policy

No remuneration is paid to the Whole-time Directors

Details of remuneration for 2024-25 and Tenure: (per MCA approval);

Name of the Director	Remuneration (p.a.)	Sitting fee	Tenure
Shri. Chand D Datwani Chairman & Managing Director- Promoter.	Nil	NIL	- Revised appointment date 30/03/2021 for five years - Revised appointment date effective from 30/05/2025
Smt. Saroj C Datwani Promoter- Whole Time Director.	Nil	Nil	Revised appointment date 30/03/2021 for five years
Shri. S.V. Jain Independent-Non-Executive	Nil	Nil	Re-appointment has been done for five years from 30/9/2019
Shri. Sreedhar Nagaraju Independent-Non- Executive	Nil	25,000/-	Appointment was made on 12.04.2023 for a period of five years or IDDB membership whichever is earlier.
Shri. H K Nagendra Independent-Non -Executive	NIL	25,000/-	Appointment was made on 30.12.2023 for a period of five years
Shri. Dhanush M D	NIL	25,000/-	Appointment was made on 17.09.2024 for a period of five years

6. Stakeholders' Relationship Committee:

The composition of the Stake Holder Relationship Committee which also approves share transfer in physical form is given below:

Members	Category	04.07.2024	25.07.2024	17.01.2025	No. of meetings	No. of meetings attended
S.V.Jain*	Chairman	Present	Present	N. A	2	2
H K Nagendra**	Chairman	N. A	N. A	Present	1	1
Chand datwani	Member	Present	Present	Present	3	3
Saroj Datwani	Member	Present	Present	Present	3	3

*Note: 1. * Mr. S V Jain retired with effect from 27.09.2024*

*2. ** Mr. H K Nagendra was appointed as chairman of Stakeholders' Relationship Committee on 17.01.2025, hence eligible to attend only one meeting*

Scope:

- i) To oversee redressal of complaints.
- ii) To approve Remat of Shares.
- iii) To approve deletion of name.

Name & designation of Compliance Officer:

Rama Rao G.D., FCA, ACS, is the Compliance Officer of the Company for complying with requirements of the Securities Laws and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Investor Complaints:

No. of complaints received from Shareholders from 1.4.2024 to 31.3.2025	Nil
No. of complaints solved to the satisfaction of the Shareholders	Nil
Pending	Nil

Company's e-mail ID to receive complaints and grievances from investors is gdrvenlon@gmail.com.

7. Senior Management:

The Company has no employees and hence there are no changes in the senior management during the year.

8. General body meetings:

A. Location and time, where last three Annual General Meetings (AGM) were held:

Date of A.G.M.	Type of Meeting	Location and Time
30/09/2022	AGM	Regd. Office, 4:00 pm
29/09/2023	AGM	Regd. Office, 4:00 pm
27/09/2024	AGM	Regd. Office, 4:00 pm

B. Details of special resolutions passed in the previous three Annual General meetings:

- 1.) One Special Resolution was passed at the AGM held on 30/09/2022, appointment of Non-Executive Independent Director Varsha Kulkarni
- 2.) One Special Resolution was passed at the EGM held on 30/06/2023, appointment of Non-Executive Independent Director Mr. Sreedhar Nagaraju
- 3.) Special Resolution was passed at the AGM held on 29/09/2023: Nil
- 4.) One Special Resolution was passed at the EGM held on 01/03/2024, appointment of Non-Executive Independent Director Mr. H K Nagendra
- 5.) Special Resolution was passed at the AGM held on 27/09/2024: Appointment of Mr. Dhanush M.D. as an Independent Director

C. Special resolution passed through the postal ballot in the last year- None

Person who conducted the postal ballot exercise - N.A.

D. Any special resolution proposed through postal ballot: None

Procedure of Postal ballot: N.A.

9. Secretarial Audit for Reconciliation of Share Capital

As mandated by the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 - Regulation 55A quarterly Secretarial Audits are carried out to verify if the total issued/ paid-up capital is in agreement with the aggregate of the total number of the shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

10. Means of communication: Quarterly results are placed on BSE listing center and Company's website.

11. General Shareholder information

Annual General Meeting	Date & Time : 26 th September 2025 at 4.00 p.m. Venue: The venue will be Registered Office of the Company situated at 26 P,Belavadi Industrial Area Hunsur Road Mysore KA 570018
CIN	L24231KA1983PLC015089
Financial Year	1 st April, 2024 to 31 st March, 2025
Book Closure Dates	19 th September 2025 to 26 th September 2025
Dividend Payment Date	NA
Plant Locations	Plot No. 26(P), Belavadi Industrial Area, Hunsur Road, Mysuru - 570 018
Securities Listing	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 The Company confirms that the annual listing fee for the year 2024-25 has been paid to the stock exchange.
Stock Codes	BSE - 524038 Demat ISIN Number: INE204D01022
Share Transfer System & Share Transfer Agents	The shares of the Company, being in the compulsory demat list are transferable through the depository system. Insider trading norms are adhered and reported to stock exchanges upon information from the concerned. Registrar and Transfer Agents: M/s Computech Sharecap Limited 147, 3rd Floor, M.G. Road, Fort, Mumbai - 400 001
Dematerialization	The Company's Equity Shares are under compulsory demat trading. As on 31st March 2025, dematerialized shares accounted for 97.28% of total equity.
Audit Qualification	There is no audit qualification in the Financial Statements of the Company for the year ended 31st March, 2025
Address for correspondence	Plot No. 26(P) , Belavadi Industrial Area, Hunsur Road, Mysuru- 570018

Share Holding Pattern as on 31/03/2025:

	Category	No. of shares held	Percentage of share holding
A.	PROMOTER'S HOLDING		
1.	Promoters		
	-Indian Promoters	1109520	2.12%
	-Foreign Promoters (OCB)	30432390	58.25%
2.	Persons acting in Concert #	0	0.00%
	Sub-Total	31541910	60.38%
B.	NON-PROMOTER'S HOLDING		
3.	Institutional Investors		
a.	Mutual Funds & UTI	5000	0.01%
b.	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	6840	0.01%
c.	Foreign Institutional Investors	0	0.00%
	Sub-Total	11840	0.02%
4.	Others		
a.	Private Corporate Bodies	15772656	29.81%
b.	Indian Public	5057335	9.68%
c.	NRIs/OCBs	58753	0.11%
d.	Any other (please specify)	0	0
	Sub-Total	20700584	39.60%
	GRAND TOTAL	52242494	100.00%

Credit Ratings: NIL

Disclosures

1. Disclosures on materially significant related party transactions i.e. Transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives that may have potential conflict in the interest of Company at large. **NIL.**
2. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. **NIL.**
3. Whistle Blower policy is available on the website of the company.

Website Link: <https://venlonenterprises.co.in/wp-content/uploads/2025/02/Vigil-Mechanism.pdf>

4. Compliance with mandatory requirements have been complied.
5. Total fees for all services paid by the listed entity to the statutory auditor: Rs.2,00,000/- plus taxes.
6. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: Since there are no employees, the disclosure does not arise.
7. Out of the discretionary requirements under the LODR, the Company has complied with one of the requirements on un -modified audit report. The Company has been given unmodified audit opinion

SEBI Complaints System (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all companies, online upload of Action Taken reports by concerned companies and online viewing by investors of action taken on the complaints and its current status.

Management Discussion and Analysis report

Pursuant to Regulation 34(2)(e) of SEBI (LODR) Regulation ,2015 Management Discussion and Analysis Report is presented in a separate section forming a part of annual report.

Presentations to Institutional Investor and Analyst: No such instances

Disclosures with respect to demat suspense account/ unclaimed suspense account- None

Disclosure of agreements binding listed entities under Clause 5A of Paragraph A of Part A of Schedule III: During the FY 2025, no such agreements were entered.

Declaration:

I, **C.D. Datwani** Chairman and Managing Director hereby declare that all the Board Members and Senior Management personnel have complied with code of conduct adopted by the Company during the year.

For and on behalf of the Board of Directors,

Place : Mysuru

Sd/-

Date : 14.08.2025

(C.D. Datwani)
Chairman

TO THE BOARD OF DIRECTORS OF Venlon Enterprises Limited

Certification by Chief Executive Officer and Chief Financial Officer of the Company

Annual Confirmation pursuant to Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

As required under the Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the best of our knowledge and belief, certify with respect to the financial results for the financial year ending 31st March 2025 as follows:

A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

- 1) significant changes in internal control over financial reporting during the year;
- 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Sd/-

Place: Mysore

C D Datwani

Saroj Datwani

Date: 14/08/2025

Chairman and Managing Director

Chief Financial Officer

CEO & CFO CERTIFICATE

The Board of Directors

Venlon Enterprises Limited

Mysuru

Annual Confirmation pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required by Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2024⁵ and that to the best of our knowledge and belief:
 - 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. that there were no instances of fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal Control System over financial reporting.

Sd/-

Chand Daulat Datwani

Chairman and Managing Director

Sd/-

Saroj Datwani

Chief Financial Officer

Date: 14/08/2024⁵

MANAGEMENT DISCUSSION & ANALYSIS

A) Industry structure and development:

NA as there is no manufacturing activity from 29th September 2018

B) Opportunities and Threats: Nil

C) Outlook for the Company:

The Company's factory has been closed. To continue the business activities, the Company has now ventured into the sale and purchase transactions. The details of which are referred to in the resolutions proposed in the notice of the general meeting.

D) Segment-wise or product wise performance:

In September 2018, the Company announced the discontinuation of its operation in Film Segment due to adverse market conditions. During the year Company has also disposed of its windmill and stopped operations of wind energy.

However, the company now intends to engage in business activity of Paraformaldehyde by way of purchase and sale, the details of which are provided in the resolutions proposed in the notice of the general meeting.

E) Risks and concerns: Nil

F) Internal Control systems and their adequacy:

The external auditors have separately provided their opinion on the internal controls over financial reporting which is given as an Annexure to their Audit report. In their opinion, the Company has adequate internal control system over financial reporting and such internal controls over financial reporting were operating effectively.

G) Discussion on financial performance with respect to operation performance:

During the year, the Company has incurred cash loss. To overcome to improve the company's financial position, the Company has negotiated with its lender for outstanding External Commercial Borrowings of around Rs. 50 Crores and the lenders have agreed for a moratorium period up to April 2025. The same is proposed for approval of the shareholders in the resolutions provided in the notice of the general meeting. The said transaction is also covered under the automatic approval route under the ECB framework of the Reserve Bank of India.

H) Material developments in the Human Resources/ Industrial Relations front, including the number of people employed:

There were no material developments.

Number of employees: Nil

Cautionary Statement

Statements in this "Management Discussion and Analysis" contain forward-looking statements that may be identified by the use of words in that direction or connoting the same. All statements that address expectations or projections about the future, including, but not limited to statements about the company's strategy for growth, product development, market position, expenditures and financial results are forward-looking statements.

These are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements, on the basis of any subsequent development, information or events.

TO THE MEMBERS OF VENLON ENTERPRISES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Venlon Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including the Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its loss including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of Financial Statements in accordance with the Standards on Auditing ("SA") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 & 11 of the Financial Statements, which describes the Company's financial condition as of March 31, 2025 and its debt obligations. The company's financial performance has impacted its ability to generate cash flow that it needs to settle/finance its liabilities as they fall due. The Company's ability to continue as a going concern is dependent on its ability to raise additional funds or/and successful negotiations with lenders for deferment/settlement of its liabilities as they fall due. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and other information in the Company's annual report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, specified under section

143(10) we exercise professional judgment and maintain professional scepticisms throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial control with reference to Financials Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged regarding, among other matters, with governance the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we

determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Financial Statements comply with the IND AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended;
 - e) On the basis of written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and as represented by the management:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its Financial Statements in Note 23 (i) to the Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material losses as on March 31, 2025.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) Management has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to the financial statements, during the year no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether

recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) Management has represented to us that, to the best of it's knowledge and belief, as disclosed in the notes to the financial statements, during the year no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that causes us to believe that the representation given by the management under paragraph (2) (h) (iv) (a) & (b) contain any material misstatement.

- h) The company has not declared or paid any dividend during the year and has also not proposed dividend for the year.
- i) Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with, and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Laxminiwas & Co.
Chartered Accountants
ICAI Firm Registration Number: 0111685

Gaurav Jashwant Shah
Partner | Membership Number: 229420
UDIN No.: 25229420BMJAYF2523

Place: Mysore
Date: August 14, 2025

Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Venlon Enterprises Limited on the Financial Statements as on March 31, 2025, we report that:

(i) In respect of the Company's property, plant and equipment & intangible assets:

(a) (A) The Company is maintaining proper records showing full particulars, including quantitative details

and situation of Property, Plant and Equipment

(B) The Company does not have any intangible assets and hence, the reporting under this clause is

not applicable.

(b) According to the practice of the Company, all items of property, plant and equipment are physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Accordingly, a portion of the fixed assets has been physically verified by the Management during the year and the Management has confirmed that no material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company

(d) The Company has not revalued its Property, Plant and Equipment during the year.

(e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.

(ii). (a) The management has conducted a physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency and coverage of such verification is appropriate. The discrepancies noticed on verification between the physical stocks and the book records were not 10% or more in the aggregate for each class of inventory and have been properly dealt with in the books of account. The company has non-moving inventory of loose spares, consumables etc. for which a 100% provision has been made.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees in aggregate from banks or financial institutions on the basis of security of current assets. Accordingly, the reporting under Clause 3(ii)(b) of the Order is not applicable to the company.

(iii). In our opinion and according to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, reporting under Clause 3(iii)(a) to (f) of the Order is not applicable to the Company.

(iv). In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees and security or made investments in respect of which provisions of

Sections 185 & 186 of the Act are applicable. Accordingly, reporting under Clause 3(iv) of the Order is not applicable to the Company.

(v). In our opinion and according to the information and explanations given to us, The Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under Clause 3(v) of the Order is not applicable to the Company.

(vi). The company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, as it is currently engaged in the business of trading of goods, which is not a specified activity under the Companies (Cost Records and Audit) Rules, 2014.

(vii). (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, cess, and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of these statutory dues were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The company has no disputed statutory dues outstanding at the year end.

(viii). According to the information and explanations given to us and on the basis of our examination of the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, reporting under Clause 3(viii) of the Order is not applicable to the Company.

(ix). (a) According to the information and explanations given to us and based on our examination of the records, during the period the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender. Although charge details were still appearing on the MCA website, the company satisfied all charges, and there were no unsatisfied charges as of the balance sheet date. Attention is invited to Note 23(xi) to the financial statements

(b) According to the information and explanations are given to us, the Company has not been declared a willful defaulter by any bank or financial institution or any other lenders.

According to the information and explanations given to us and based on our examination of the records of the Company, based upon the audit procedures performed, the Company has neither raised any funds nor taken any loans during the year, hence reporting to that extent under clause (ix) (c) and (d) is not applicable to the company.

According to the information and explanations given to us and based on our examination of the records of the Company, based upon the audit procedures performed, the Company does not have subsidiary, joint venture or associate company. Accordingly, reporting under Clause 3(ix)(e) and (f) of the Order is not applicable to the Company.

(x). (a) The Company has not raised any money by the way of an initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under Clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment convertible or private debentures placement of shares (fully, partially or optionally convertible) during the year. Accordingly, reporting under Clause 3(x)(b) of the Order is not applicable to the Company.

(xi). (a) According to the information and explanations given to us and based on our examination of the records of the Company, based upon the audit procedures performed, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year. Accordingly, reporting under Clause 3(xi)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records during the year, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. Accordingly, reporting under Clause 3 (xi) (b) of the Order is not applicable to the Company.

(c) According to the information and explanations are given to us, there were no whistle-blower complaints received during the year by the Company. Accordingly, the requirement to report on Clause 3 (xi) (c) of the Order is not applicable to the Company.

(xii). According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not Nidhi Company as per the provisions of the Act. Accordingly, the requirement to report on Clause (xii) (a), (b) and (c) of the Order is not applicable to the Company.

(xiii). According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the notes to the Financial Statements as required by the applicable accounting standards.

(xiv). (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv). According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi). According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable.

(xvii). According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has incurred cash losses amounting to Rs.9.20 lakhs in

the financial year. However the company has not incurred any cash losses in the immediately preceding financial year

(xviii). There has been no resignation of the statutory auditors during the year. Accordingly, the requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix). On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we draw attention to our reporting under the heading 'Material Uncertainty Related to Going Concern' in this report. Our conclusion is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due

(xx). The requirements as stipulated by the provisions of Section 135 (5) are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Laxminiwas & Co.

Chartered Accountants

ICAI Firm Registration Number: 0111685

Gaurav Jashwant Shah

Partner | Membership Number: 229420

UDIN No.: 25229420BMJAYF2523

Place: Mysore

Date: August 14, 2025

Annexure B to the Independent Auditors' Report on the Financial Statements of Venlon Enterprises Limited

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Venlon Enterprises Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information as required under the Companies Act 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on auditing issued by the Institute of Chartered Accountants of India prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over the financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit the preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with the authorizations of management and directors of the Company; and;
- (3) Provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting, and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Laxminiwas & Co.

Chartered Accountants

ICAI Firm Registration Number: 0111685

Gaurav Jashwant Shah

Partner | Membership Number: 229420

UDIN No.: 25229420BMJAYF2523

Place: Mysore

Date: August 14, 2025

VENLON ENTERPRISES LIMITED
CIN:L24231KA1983PLC015089
BALANCE SHEET AS AT March 31, 2025
(All amounts are Rupees in Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
1 Assets			
<u>I. Non-Current Assets</u>			
a. Property, Plant and Equipment	2	2,262.86	3,571.63
b. Other Intangible Assets	2	-	-
c. Financial assets			
i. Investments	3	29.84	26.45
ii. Others	4	-	-
d. Deferred Tax asset (net)		-	-
e. Other Non current assets		-	-
Total Non-current assets		2,292.70	3,598.08
<u>II. Current Assets</u>			
a. Inventories	5	186.58	-
b. Financial Assets			
i. Trade receivables	6	69.06	50.52
ii. Cash and cash equivalents	7	29.83	22.29
iii. Bank balances (Other than ii above)	7	375.48	510.90
iv Investments	8	742.76	639.49
c. Other Current Assets	9	79.49	87.72
Total Current Assets		1,483.20	1,310.92
Asset held for sale / disposal	2	1,098.09	1,098.09
TOTAL ASSETS		4,873.99	6,007.09
2. EQUITY AND LIABILITIES			
<u>EQUITY</u>			
a. Equity Share Capital	10	2,612.12	2,612.12
b. Other Equity	11	-1,863.24	-10,680.00
Total Equity		748.88	-8,067.88
<u>LIABILITIES</u>			
<u>I. Non-Current liabilities</u>			
a. Financial Liabilities			
i. Borrowings (Also refer Note 11)	12	-	10,110.16
Total non-current liabilities (I)		-	10,110.16
<u>II. Current Liabilities</u>			
a. Financial Liabilities			
i. Borrowings	13	2,203.63	1,831.92
ii. Trade Payables Due to	14	-	-
a) Total outstanding dues of micro and small enterprises		-	-
b) Total outstanding dues of creditors other than micro and small enterprises		214.36	78.34
b. Other Current liabilities	15	1,594.79	2,046.21
c. Provisions	16	112.32	8.34
Total Current Liabilities (II)		4,125.10	3,964.81
Total Liabilities (I + II)		4,125.10	14,074.97
TOTAL EQUITY AND LIABILITIES		4,873.99	6,007.09

Material accounting policies information and the accompanying notes 1 to 26 are an integral part of the Financial Statements

In terms of our Report attached

For Laxminiwas & Co

Chartered Accountants

ICAI Firm registration number: 011168S

**For and on behalf of Board of Directors of
Venlon Enterprises Limited**

Gaurav Jashwant Shah

Partner

Membership No. 229420

C.D.Datwani

Managing Director

DIN: 00355181

Saroj Datwani

Director

DIN: 00355148

Place: Mysore

Date: August 14, 2025

G D Ramarao

Company Secretary

VENLON ENTERPRISES LIMITED

CIN:L24231KA1983PLC015089

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD APRIL 1, 2024 TO March 31, 2025

(All amounts are Rupees in Lakhs, unless otherwise stated)

Particulars	Note	March 31, 2025	March 31, 2024
1 INCOME			
I. Revenue from Operations	17	1,151.73	870.27
II. Other Income	18	44.02	54.77
III. TOTAL INCOME(I+II)		1,195.75	925.04
<u>IV. EXPENSES</u>			
Cost of Material Consumed	19	-	-
Purchases of Stock-in-trade	20	994.36	679.37
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	-186.58	-
Employee Benefit Expenses	22	-	-
Finance Costs	23	-	-
Depreciation	2	232.57	233.02
Other Expenses	24	1,473.37	141.12
IV. TOTAL EXPENSES		2,513.73	1,053.51
V. PROFIT/(LOSS) BEFORE TAX (I-IV)		-1,317.98	-128.47
VI. TAX EXPENSE			
i. Current Tax		-	-
ii. Deferred Tax		-	-
ii. Tax relating to earlier years		-	-
VII . PROFIT/(LOSS) FOR THE YEAR		-1,317.98	-128.47
VIII. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss net of tax		24.57	66.07
(ii) Items that will be reclassified to profit or loss net of tax		-255.64	-145.75
Other Comprehensive Income		-231.07	-79.68
IX. TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII+VIII)		-1,549.05	-208.15
Earnings Per Equity Share			
Basic and Diluted	25	-2.52	-0.25

Material accounting policies information and the accompanying notes 1 to 26 are an integral part of the Financial Statements

In Terms of our Report attached

For Laxminiwas & Co**Chartered Accountants****ICAI Firm registration number: 011168S**

For and on Behalf of the Board of Directors
of Venlon enterprises Limited

Gaurav Jashwant Shah
Partner
Membership No. 229420

C.D.Datwani
Managing Director
DIN: 00355181

Saroj Datwani
Director
DIN: 00355148

Place: Mysore
Date: August 14, 2025

G D Ramarao
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2025

(All amounts are Rupees in Lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL

1. CURRENT REPORTING PERIOD

Balance at the beginning of the current reporting period (April 1, 2024)	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period (March 31, 2025)
2,612.12	-	-	-	2,612.12

2. PREVIOUS REPORTING PERIOD

Amount in ₹ lakhs

Balance at the beginning of the current reporting period (01/04/2024)	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period (31/03/2025)
2,612.12	-	-	-	2,612.12

B. OTHER EQUITY

Particulars	Share app. Money pending allotment	Reserves and Surplus					Other Comprehensive Income	Total
		Capital Reserve	Securities Premium Reserve	Revaluation Reserve	Retained Earnings	External Commercial Borrowings		
As at March 31, 2025								
Balance as the beginning of the reporting period i.e., 1st April, 2024	-	0.77	325.14	2,757.03	-12,087.58		-1,675.35	-10,680.00
Recognition during the year						10,365.81		
Total Comprehensive Income for the year	-	-	-	-	-		-231.07	-
Dividends	-	-	-	-	-		-	-
Tax on dividends	-	-	-	-	-		-	-
Impairment loss against Revalued assets	-	-	-	-	-		-	-
Transfer to / (from) retained earnings	-	-	-	-	-1,317.98		-	-
Balance as at the end of the reporting period. i.e., 31st March, 2025 (Refer Sch. 11)	-	0.77	325.14	2,757.03	-13,405.55	10,365.81	-1,906.42	-1,863.24

Particulars	Share app. Money pending allotment	Reserves and Surplus					Other Comprehensive Income	Total
		Capital Reserve	Securities Premium Reserve	Revaluation Reserve	Retained Earnings			
As at March 31, 2024								
Balance as the beginning of the reporting period i.e., 1st April, 2024	-	0.77	325.14	2,757.03	-11,959.11		-1,595.67	-10,471.85
Total Comprehensive Income for the year	-	-	-	-	-		-79.68	-
Dividends	-	-	-	-	-		-	-
Tax on dividends	-	-	-	-	-		-	-
Impairment loss against Revalued assets	-	-	-	-	-		-	-
Transfer to / (from) retained earnings	-	-	-	-	-128.47		-	-
Balance as at the end of the reporting period. i.e., 31st March, 2025 (Refer Sch. 11)	-	0.77	325.14	2,757.03	-12,087.58	-	-1,675.35	-10,680.00

For Laxminiwas & Co
Chartered Accountants
ICAI Firm registration number: 011168S

For and on behalf of Board of Directors of Venlon Enterprises Limited

Gaurav Jashwant Shah
Partner
Membership No. 229420

C. D. DATWANI
Chairman & Managing Director
DIN: 00355181

SAROJ. C. DATWANI
Director/ CFO
DIN: 00355148

G.D. RAMA RAO
Company Secretary

Place: Mysore
Date: August 14, 2025

VENLON ENTERPRISES LIMITED
CIN:L24231KA1983PLC015089
CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2025
(All amounts are Rupees in Lakhs, unless otherwise stated)

Particulars	2024-2025	2023-2024
Cash Flow from Operating Activities		
Net loss as per Statement of Profit and Loss	-1,317.98	-128.47
<u>Adjusted for:</u>		
Depreciation / Amortisation and Depletion Expense	232.57	233.02
Impairment of Assets	1,076.21	-
Loss on sale of assets	-	-
Amortization of unrealized foreign exchange loss / (gain) on Long Term Debts	-	-
Provision for advances and deposits	-	-
Provision for Inventories	-	-
Provision for Bad and doubtful debts	-	1.11
GST Expenses- Provision	-	-
Write back provision in debtors	-	-
Interest Income	-25.58	-52.02
Gain Sale of Mutual Funds	-17.16	-48.69
Dividend Income	-0.01	-0.06
(Profit) / Loss on Sale / Discard of Assets (Net)	-	-
FD Written off	-	-
Interest Expense	-	-
Short term provisions	-	5.04
Operating Profit / (Loss) Before Working Capital Changes	-51.95	9.93
<u>Adjusted for:</u>		
(Increase) / Decrease in Trade Receivables	-18.54	-44.71
(Increase) / Decrease in Inventories	-186.58	-
(Increase) / Decrease in Other Current Assets	8.23	-8.68
Increase / (Decrease) in Trade Payables	244.06	62.68
Increase / (Decrease) in Other Current Liabilities	-451.40	-2.66
(Increase) / Decrease in short term loans and advances	-	-
Cash Generated from Operations	-456.18	16.56
Tax Paid (Net)	-	-5.06
Net Cash Flow from / (Used in) Operating Activities (i)	-456.18	11.50
Cash Flow From Investing Activities		
Sale of tangible and Intangible assets	-	135.02
Proceeds from Long term Loans and Advances	-	-
Withdrawal of Fixed deposits with bank	135.41	562.35
Purchase of Mutual Funds	-218.99	-593.90
Sale of Mutual Funds	132.84	265.00
Interest Income	25.58	52.02
Dividend Income	0.01	0.06
Gain sale of Mutual Funds	17.16	48.69
Net Cash Flow from / (Used in) Investing Activities (ii)	92.01	469.24
Cash Flow From Financing Activities		
Short term borrowings Received	441.00	-
Short term borrowing Paid	-69.29	-472.22
Net Cash flow from / (Used in) Financing Activities (iii)	371.71	-472.22
Net Increase / (Decrease) in Cash and Cash Equivalents (i + ii + iii)	7.54	8.52
Opening Balance of Cash and Cash Equivalents	22.29	13.77
Closing Balance of Cash and Cash Equivalents	29.83	22.29
Components of Cash and Cash Equivalents as per Ind As 7		
Cash on Hand	0.31	0.33
With Banks-Current Accounts	29.52	21.96
Total cash and cash equivalents	29.83	22.29

Per our Report of Even Date

For Laxminiwas & Co
Chartered Accountants
ICAI Firm registration number: 011168S
Gaurav Jashwant Shah
Partner
Membership No. 229420
Place: Mysore
Date: August 14, 2025
**For and on behalf of Board of Directors of
Venlon Enterprises Limited**
C.D.Datwani Saroj Datwani
Managing Director Director
DIN: 00355181 DIN: 00355148
**G D Ramarao
Company Secretary**

1 CORPORATE INFORMATION & MATERIAL ACCOUNTING POLICIES**A CORPORATE INFORMATION**

Venlon Enterprises Limited ('The Company') is a public limited company domiciled and incorporated in India having its registered office at 26-P, Belavadi Industrial Area, Hunsur Road Mysuru - 570018. The Company's shares are listed and traded on Bombay Stock Exchange in India.

The Company was engaged in the business of manufacturing Polyester film, Formaldehyde, Paraformaldehyde. The company also owned windmill and was engaged in the sale of power.

In September 2018 the Company announced the discontinuation of its operation in Film Segment due to adverse market conditions. Thereafter, during the FY 2021-22, the company stopped manufacturing operations of formaldehyde and Para-formaldehyde segment. During the financial year 2022-23, the company stopped its wind-mill operations. The Management of the Company has re-started its trading activity using the assets already available with the company based on the availability of funds.

B MATERIAL ACCOUNTING POLICIES**I Basis of Preparation & Presentation**

The financial statements of the Company have been prepared on a going concern basis in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current noncurrent classification of assets and liabilities.

The principal accounting policies are set out below.

The Company's financial statements are presented in lakhs of Indian Rupees (INR) which is its functional and presentation currency. All values are rounded off to the nearest lakh, except when otherwise indicated.

II Statement of Compliance with Ind AS

The Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Statement of Cash Flow together with notes for the year ended March 31, 2025 have been prepared in accordance with Ind AS duly approved by the Board of Directors at its meeting held on August 14, 2025.

III Property, Plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable, accumulated impairment losses. Cost includes expenditure that is directly attributable to acquisition of the asset. The cost of self constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

When parts of an item of Property, Plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and equipment and are recognised net within "other income/other expenses" in the Statement of Profit and Loss.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefit embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognised. The cost of day to day servicing of property, plant and equipment are recognised in Statement of Profit or Loss.

Depreciation

Depreciation is recognized in the Statement of Profit and Loss under Straight Line basis over the estimated useful lives of each part of an item of property, plant and equipment as provided in Schedule II to the Companies Act, 2013.

However, in case of buildings built on leased land, Depreciation is recognised in the Statement of Profit and Loss account over the lease period of the asset.

IV Intangible Assets

Intangible assets that are acquired by the Company, which have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the intangible asset.

Subsequent Expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognised in the Statement of Profit and Loss.

Amortisation of intangible asset with useful life

Amortisation is recognised in the Statement of Profit and Loss on a straight line basis over the estimated useful lives of intangible assets from the date that they are available to use based on the estimates made by the management w.r.t the useful life and residual value.

V Non-current Assets Held for Sale

The Company classifies non-current assets as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

This condition is met only when the asset is available for immediate sale in its present condition, management is committed to a plan to sell, and the sale is highly probable within one year from the date of classification.

VI Inventories

Inventories are measured at the lower of cost (determined using Weighted average method for Raw materials & consumables, Work in progress and for finished goods by considering materials, labour and other related direct expenses.) and net realizable value. Cost comprises the fair value of consideration for the purchase and all directly attributable costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated cost necessary to make the sale.

VII Impairment of Non-Financial Assets

At each reporting date, the Company assesses whether there is any indication that a non-financial asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated.

For the purpose of impairment testing, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. In such cases, assets are grouped at the lowest levels for which there are separately identifiable cash inflows, known as a cash-generating unit (CGU). The recoverable amount is the higher of an asset's or CGU's fair value less costs of sell and its value in use. If the carrying amount of an asset or CGU exceeds its recoverable amount, an impairment loss is recognised in the statement of profit and loss to reduce the carrying amount to its recoverable amount.

An impairment loss recognised in prior periods for an asset is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of the asset is increased to its revised recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

VIII Impairment of Financial Assets

The Company recognises a loss allowance for expected credit losses on a financial asset that is at amortised cost or at fair value through other comprehensive income. Expected credit losses are forward looking and are measured in a way that is unbiased and represents a probability-weighted amount, takes into account the time value of money (values are discounted using the applicable effective interest rate) and uses reasonable and supportable information

IX Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

a) Depreciation / amortisation and useful lives of property, plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

b) Recoverability of trade receivables

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

X Financial Instruments

Financial assets comprises of investments In equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

Initial recognition:

All financial assets are recognised initially at Fair value plus transaction costs that are attributable to the Acquisition of the financial asset (In case of financial assets not recorded at FVTPL, transaction costs are recognised immediately in Statement of Profit and Loss). Purchase or sale of financial asset within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date.

Subsequent measurement:**Financial asset at FVTOCI(Fair value through other comprehensive income):**

Financial assets that are held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset and the contractual terms of financial assets give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair value movements in financial assets at FVTOCI are recognised in other comprehensive income.

De-recognition of financial asset:

Financial assets are derecognised when the contractual right to cash flows from the financial asset expire or the financial asset is transferred and the transfer qualifies for Derecognition. On Derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of Derecognition) and the consideration received (including any new asset obtained less any new liability Assumed) shall be recognised in the Statement of Profit and Loss (except for equity instruments designated as FVTOCI).

XI Financial liabilities**Initial recognition and measurement:**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement:

Financial liabilities are carried at amortized cost. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial liability:

A financial liability is de-recognised when and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

Offsetting of financial assets and liabilities

Financial assets and liabilities are offset and the net amount is presented in Balance sheet, when, and only when, the Company has a legal right to offset the recognised amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

XII Share Capital

Equity Shares are classified as equity. Where any shares are issued, incremental costs directly attributable to the issue of new equity shares or share options will be recognised as deduction from equity, net of any tax effects.

XIII Revenue Recognition

The Company recognises revenue when the amount of revenue and its related cost can be reliably measured and it is probable that future economic benefits will flow to the entity and degree of managerial involvement associated with ownership or effective control have been met for each of the Company's activities as described below. Amounts disclosed as revenue are net of returns, discounts, sales incentives, goods and services tax.

Consequent to the introduction of GST w.e.f. 1st July, 2017 revenue are required to be shown net of GST. Revenue of earlier period are shown inclusive of excise duty, corresponding excise duty included in revenue are shown as separate line item in the statement of profit & loss as expenses to reflect the net effect.

i) Sale of goods

Revenue from contract with customers for domestic and export sales of vehicles, spare parts, and accessories measured at the amount of transaction price (net of variable consideration) on satisfaction of its performance obligation. The performance obligation is satisfied by transferring control of the promised goods to its customer which takes place upon dispatch of the aforesaid goods from the factory/port.

The transaction price of goods sold is net of variable consideration on account of discounts and incentives as per contract/scheme bulletins

ii) Income from services

Income from engineering services are recognised as the related services are performed. Income from extended warranty is recognised as income over the relevant period of extended warranty. Income from other services are accounted over the period of rendering of services.

Income from services include certain performance obligations that are satisfied over a period of time. Any amount received in advance in respect of such performance obligations that are satisfied over a period of time is recorded as a contract liability and recorded as revenue when service is rendered to customers.

iii) Income from royalty

Revenue from royalty is recognised on an accrual basis in accordance with the substance of the relevant arrangements

XIV Employee Benefits

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company, as detailed below:

a) Defined contribution plan (Provident fund)

In accordance with Indian law, eligible employees receive benefit from provident fund, which is a defined contribution plan. Both the employee and employer make monthly contributions to the plan, each equal to a specific percentage of employee's basic salary. The Company has no further obligations under the plan beyond its monthly contributions. The Company does not have any legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee service in the current and prior periods. Obligation for contributions to the plan is recognised as an employee benefit expense in the Statement of Profit and Loss when incurred.

b) Defined benefit plan (Gratuity)

In accordance with applicable Indian laws, the Company provides for gratuity, which is a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. The Company's net obligation in respect of the gratuity plan is calculated by estimating the amount of future benefits that the employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service cost and the fair value of plan assets are deducted. The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefit available in the form of any future refunds from the plan or reductions in the future contributions to the plan.

The Company has an employees' gratuity fund managed by the Life Insurance Corporation of India.

c) Short term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

XV Finance income and expense

Finance income comprises of interest income on funds invested, dividend income, fair value gains on financial assets at fair value through profit or loss. Interest income is recognised using effective interest method. Dividend income is recognised in Statement of Profit and Loss on date when the company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance expense comprises of interest expense on loans and borrowings, bank charges, unwinding of discount on provision, fair value losses on financial asset through FVTPL that are recognised in the Statement of Profit and Loss.

XVI Borrowing Costs

Borrowing costs that are directly attributable to acquisition, construction or production of a qualifying asset are capitalised as part of cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred. To the extent the Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowings costs eligible for capitalization by applying a capitalization rate to the expenditure incurred on such asset. The capitalization rate is determined based on the weighted average of borrowing costs applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of qualifying asset. The amount of borrowing costs that the Company capitalizes during a period does not exceed the amount of borrowing costs incurred during that period.

XVII Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent it relates to items recognised directly in equity or in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date. Minimum Alternate Tax (MAT) is accounted as current tax when the Company is subjected to such provisions of the Income Tax Act. However, credit of such MAT paid is available when the Company is subjected to tax as per normal provisions in the future. Credit on account of MAT is recognized as an asset based on the management's estimate of its recoverability in the future.

Deferred tax is recognized using the Balance Sheet method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

XVIII Foreign Currency Transactions and balances

Transactions in foreign currencies are initially recognised in the financial statements using exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the relevant functional currency at the exchange rates prevailing at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are re-translated to the functional currency at the exchange rate prevailing on the date that the fair value was determined. Non monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Foreign currency differences arising on translation are recognised in Statement of Profit and Loss under the head 'Other Comprehensive Income' for determination of net profit or loss during the period.

XIX Earnings Per Share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted EPS is determined by adjusting profit or loss attributable to ordinary shareholders and the weighted average number of shares outstanding for the effects of all potential ordinary shares, which include share options granted to employee if any, to the extent that partly paid shares are not entitled to participate in dividends during the period. They are treated as equivalent of warrants or options in the calculation of diluted earnings per share.

XX Statement of Cash Flow

Cash flows are reported using the indirect method, whereby, loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

XXI Segment Reporting

Operating segments are identified and reported taking into account the different risks and returns, the organization structure and the internal reporting systems. Since the company has discontinued all its operations, there are no reportable segments for the current year.

XXII Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risk specified to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as finance cost.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

XXIII leases short term and low value

The Company as lessee The Company assesses whether a contract contains a lease, at inception of a contract. At the date of commencement of the lease, the Company recognises a 'right-of-use' asset and a corresponding liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease

Exemptions from retrospective application of IND-AS**(i) Fair value as deemed cost**

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at the transition date.

(ii) Cumulative translation difference

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(iii) Long Term Foreign Currency Monetary Items

The Company continues the policy of amortizing capitalised exchange differences arising on translation of long term foreign currency monetary items upto the period ending immediately before the beginning of the first Ind AS financial reporting period i.e. 31st March 2017 as per the previous GAAP.

(vi) leases short term and low value

The Company as lessee The Company assesses whether a contract contains a lease, at inception of a contract. At the date of commencement of the lease, the Company recognises a 'right-of-use' asset and a corresponding liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease

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VENLON ENTERPRISES LIMITED
CIN: L24231KA1983PLC015089
Note 2: Property, Plant, Equipment , Capital Work in Progress and Intangible Assets
(All amounts are Rupees in Lakhs, unless otherwise stated)

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2024	Additions/Adjustments	Disposal/ Capitalized/Transferred	As at March 31, 2025	As at April 1, 2024	For the Year	Impairment loss	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
<u>PROPERTY PLANT & EQUIPMENT</u>										
Land-Freehold	1,585.42	-	-	1,585.42	-	-	-	-	1,585.42	1,585.42
Buildings*	1,559.09	-	-	1,559.09	1,140.84	69.57	-	1,210.41	348.68	418.25
Plant and Machinery	4,320.15	-	-	4,320.15	2,754.45	161.59	1,076.21	3,992.25	327.90	1,565.70
Furniture & Fixtures	45.10	-	-	45.10	44.17	0.08	-	44.25	0.85	0.93
Vehicles	56.16	-	-	56.16	54.83	1.33	-	56.16	-	1.33
Computers & Data Processing units	0.07	-	-	0.07	0.06	-	-	0.06	0.01	0.01
TOTAL	7,565.99	-	-	7,565.99	3,994.36	232.57	1,076.21	5,303.14	2,262.86	3,571.63
<u>CAPITAL WORK IN PROGRESS</u>	-									-
TOTAL	-	-	-	-	-	-	-	-	-	-
<u>INTANGIBLE ASSETS</u>										
Computer Software	1.36	-	-	1.36	1.36	-	-	1.36	-	-
TOTAL	1.36	-	-	1.36	1.36	-	-	1.36	-	-
<u>ASSET HELD FOR SALE / DISPOSAL</u>										
Plant and Machinery	-	-	-	-	-	-	-	-	-	-
Land	1,098.09	-	-	1,098.09	-	-	-	-	1,098.09	1,098.09
TOTAL	1,098.09	-	-	1,098.09	-	-	-	-	1,098.09	1,098.09
GRAND TOTAL	8,665.45	-	-	8,665.45	3,995.72	232.57	1,076.21	5,304.50	3,360.95	4,669.73
PREVIOUS YEAR	8,865.45	-	200.00	8,665.45	3,762.71	233.02	-	3,995.72		4,669.73

* Includes Buildings built on leased land with closing net-block value of Rs.306.12 Lacs as on March 31, 2025

VENLON ENTERPRISES LIMITED
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2025
(All amounts are Rupees in Lakhs, unless otherwise stated)

3. INVESTMENTS	March 31, 2025	March 31, 2024
Equity instruments	29.84	26.45
Total Equity Instrument	29.84	26.45

Name of the Company	Number of Equity Shares Fully Paid up	Value as on 31.03.2025- In Rs.
Quoted		
Garware Polyester Limited	50	1,97,237
Rollatainers Limited	55	74
Tamilnadu Telecommunication Limited	100	889
ITC Limited	3,100	12,70,380
Annapurna Foils Limited	100	NA
Finolex Cables Limited	600	5,48,550
Essel Propack Limited	80	16,172
Gujarat Telephone Cables Limited	85	NA
RPG Cables Limited	50	NA
EID Parry (I) Limited	750	5,89,012
MM Rubber Company	50	3,573
Elpro Packaging Limited	100	NA
Cormandal International Limited	176	3,48,489
	5,296	29,74,376
Unquoted		
Canbay Polyfilms Limited	100	1,000
Leela Packaging Limited	100	1,000
Sakamichi Tapes Limited	800	8,000
	1,000	10,000
Total	6,296	29,84,376

Book value (cost) of investment in equity shares is Rs. 2.28 Lakhs/- (PY Rs.2.28 Lakhs/-). In compliance with Ind AS-109 'Financial Instruments' the aforesaid investments are recognised at fair market value & net effect of the same is reflected under 'Other Comprehensive Income'.

(All amounts are Rupees in Lakhs, unless otherwise stated)

4. OTHER FINANCIAL ASSETS	March 31, 2025	March 31, 2024
i. Security Deposits		
Secured, considered good	-	-
ii. Bank deposits with more than 12 months maturity	-	-
Total Other current assets	-	-

5. INVENTORIES (Valued at lower of cost and net realizable value)	March 31, 2025	March 31, 2024
(a) Raw materials		
(b) Work in progress	-	-
(c) Finished goods	-	-
(d) Traded Goods	186.58	-
(e) Stores & spares	406.84	428.65
(f) Loose tools	2.75	2.75
Less: provision for inventory	-409.60	-409.60
Total Inventories	186.58	21.80

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6. TRADE RECEIVABLES	March 31, 2025	March 31, 2024
Secured, Considered Good		
Unsecured, Considered Good	69.06	50.52
Trade Receivables which have significant increase in Credit Risk	117.30	117.30
Trade Receivables - credit impaired	-	-
Sub Total	186.36	167.82
Less : Allowance for credit impaired balances	117.30	117.30
Total trade receivables	69.06	50.52

As on March 31,2025

Particulars	Outstanding for following periods from due date of payment					Total
	< 6 months	6M-1 year	1-2 years	2-3 years	> 3 years	
(i) Undisputed TR – considered good	69.06	-	-	-	-	69.06
(ii) Undisputed TR- which have significant increase in credit risk	-	-	-	-	117.30	117.30
(iii) Undisputed TR- credit impaired	-	-	-	-	-	-
(iv) Disputed TR- considered good	-	-	-	-	-	-
(v) Disputed TR- which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed TR- credit impaired	-	-	-	-	-	-

As on March 31,2024

Particulars	Outstanding for following periods from due date of payment					Total
	< 6 months	6M-1 year	1-2 years	2-3 years	> 3 years	
(i) Undisputed TR – considered good	46.11	4.40			0.01	50.52
(ii) Undisputed TR- which have significant increase in credit risk					117.30	117.30
(iii) Undisputed TR- credit impaired	-	-	-	-	-	-
(iv) Disputed TR- considered good	-	-	-	-	-	-
(v) Disputed TR- which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed TR- credit impaired	-	-	-	-	-	-

7. CASH AND CASH EQUIVALENTS	March 31, 2025	March 31, 2024
(i) Cash and cash equivalents		
a) Balances with banks - In Current accounts	29.51	21.96
b) Cash on hand	0.31	0.33
	-	-
(ii) Other bank balances		
(a) In deposit account with original maturity of more than 3 months but less than 12 months	375.48	510.90
(b) Balances with banks - held as margin money or security deposit against borrowings, guarantee / other commitments	-	-
Total Cash and Cash Equivalents	405.31	533.19

8. INVESTMENTS	March 31, 2025	March 31, 2024
Financial asset at Fair Value Measured at other Comprehensive Income		
Aggregate Value of Quoted Investments		
Mutual Funds	742.76	639.49
(Market Value 742.76 Lacs (PY 639.49 Lacs)		
Total Investments	742.76	639.49

As on March 31, 2025

Name	Type of Instrument	No of Units	Amount Invested	Fair Value
EFGR -Union Flexi Cap Fund	Mutual Fund	6,44,903.86	296.69	303.04
PFG Union Balanced Advantage fund	Mutual Fund	20,12,820.87	368.04	386.66
Union Flexi Cap Growth Fund	Mutual Fund	1,12,912.15	50.00	53.06
Total			714.74	742.76

As on March 31, 2024

Name	Type of Instrument	No of Units	Amount Invested	Fair Value
EFGR -Union Flexi Cap Fund	Mutual Fund	5,77,874.85	252.71	261.32
PFG Union Balanced Advantage fund	Mutual Fund	17,88,481.98	320.36	327.12
Union Flexi Cap Growth Fund	Mutual Fund	1,12,912.15	50.00	51.05
Total			623.07	639.49

9. Other Current Assets	March 31, 2025	March 31, 2024
Advance to Vendors	54.42	84.48
Balance with Government Authorities	97.29	55.98
Interest Accrued	24.82	44.30
Less: Provision for Doubtfull other current Assets	97.04	97.04
Total Other current assets	79.49	87.72

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2025

(All amounts are Rupees in Lakhs, unless otherwise stated)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
10. AUTHORISED CAPITAL		
5,30,00,000 Equity Shares of Rs.5 each (Previous Year 5,30,00,000 Equity Shares of Rs.5 each)	2,650.00	2,650.00
Issued, Subscribed and Paid up capital 5,22,42,494 Equity Shares of Rs.5 each (Previous Year 5,22,42,494 Equity Shares of Rs.5 each)	2,612.12	2,612.12
Total Issued, Subscribed and Paid up capital	2,612.12	2,612.12

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting Period

	March 31, 2025		31-Mar-24	
	Nos.	Amount	Nos.	Amount
Equity shares				
Balance at the beginning of the reporting period	5,22,42,494	2,612.12	5,22,42,494	2,612.12
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	5,22,42,494	2,612.12	5,22,42,494	2,612.12

(b) Terms/ rights attached to equity shares

- The Company has only one class of equity shares having a par value of Rs. 5/- per share. Each holder of equity share is entitled to one vote per share.
- No dividend was proposed for the current or the previous financial year
- In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- Of the above, 3,04,32,390 equity shares of Rs.5/- each fully paid up has been allotted to non-residents on non-repatriation basis.
- There have been no shares allotted as fully paid up by way of bonus shares or shares allotted as fully paid up pursuant to contract without payment being received in cash during 5 years immediately preceding March 31, 2025
- There are no shares bought back during 5 years immediately preceding March 31, 2025

(c) Details of shareholders' holding more than 5% shares in the Company

Particulars	March 31, 2025		31-Mar-24	
	Nos.	% Holding	Nos.	% Holding
Equity shares of Rs.5/- each fully paid				
Arun Daulatram Datwani (Non-resident Indian)	1,52,16,195	29.13%	1,52,16,195	29.13%
Dasu Daulatram Datwani (Non-resident Indian)	1,52,16,195	29.13%	1,52,16,195	29.13%
Krishna Enterprises Limited (OCB)	1,53,75,128	29.43%	1,53,75,128	29.43%

(d) Shareholding of promoters

		Shares held by promoters at the end of the year 2024-25		Shares held by promoters at the end of the year 2023-24		Shares held at the end of 2024-25	% Change during the year
S.no.	Promoter name	No. of shares	% total of shares	No. of shares	% total of shares		
1	Abha Chandru Datwani	5,29,665	1.01%	5,29,665	1.01%	5,29,665	0%
2	Chandru Daulat Datwani	2,20,575	0.42%	2,20,575	0.42%	2,20,575	0%
3	Saroj Chandru Datwani	3,59,280	0.69%	3,59,280	0.69%	3,59,280	0%
4	Arun Daulatram Datwani	1,52,16,195	29.13%	1,52,16,195	29.13%	1,52,16,195	0%
5	Dasu Daulatram Datwani	1,52,16,195	29.13%	1,52,16,195	29.13%	1,52,16,195	0%
Total		3,15,41,910	60.38%	3,15,41,910	60.38%	3,15,41,910	

Note: Promoters as mentioned above are as identified by the Management of the company relied upon by the auditors.

11. OTHER EQUITY	March 31, 2025	March 31, 2024
(a) Capital reserve	0.77	0.77
(b) Securities premium	325.14	325.14
(c) Revaluation surplus	2,757.03	2,757.03
(d) External Commerical Borrowings*	10,365.81	-
(e) Retained Earnings		
As per last year financial statement	-12,087.58	-12,007.80
Add :Surplus / (deficit) for the year	-1,317.98	-79.78
(f) Other Comprehensive income	-13,405.6	-12,087.6
	-1,906.42	-1,675.35
Total Other Equity	-1,863.24	-10,680.00

*Note: The Company had received an interest-free loan (ECB) of USD 13.85 million in various tranches starting from FY 2002-03 from a shareholder holding a 29% stake in the company. Partial repayments of USD 0.50 million and USD 1.23 million were made in 2009 and 2016, respectively. The repayment terms were extended multiple times, each without any interest or enforcement by the shareholder.

During the year, the Company has negotiated and entered into an MOU with the lender for currency swap from USD to INR of the outstanding amount. These matters are also subject to approval of the statutory and regulatory authorities. Additionally, the lenders have agreed for a moratorium period and have extended the repayment schedule starting from April 2030. These loans do not carry any interest.

In view of the long-standing non-recourse nature of the arrangement and absence of any repayment demand from the lender, and the fact that the amount is now settled or otherwise dealt with solely at the discretion of the Company, the loan has been reclassified as Other Equity as at March 31, 2025

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2025

(All amounts are Rupees in Lakhs, unless otherwise stated)

12. BORROWINGS	March 31, 2025	March 31, 2024
(i) Term loans		
(a) Banks	-	-
(b) Other Parties - Unsecured *	-	10,110.16
Total Borrowings	-	10,110.16

*Refer Note 11

13. BORROWINGS	March 31, 2025	March 31, 2024
(a) Loans repayable on demand		
(i) From Banks	-	-
(ii) From Related Parties		
(b) Loans and advances from related parties	2,203.63	1,831.92
Total Borrowings	2,203.63	1,831.92

The loan from related parties do not carry any interest and is repayable on demand

14. TRADE PAYABLES	March 31, 2025	March 31, 2024
Trade Payables	214.36	78.34
Total trade payables	214.36	78.34

As on March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME					-
(ii) Others	209.91	-		4.46	214.36
(iii) Disputed dues-MSME					-
(iv) Disputed dues-Others					-

As on March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME					-
(ii) Others	70.70			7.64	78.34
(iii) Disputed dues-MSME					-
(iv) Disputed dues-Others					-

15. OTHER CURRENT LIABILITIES	March 31, 2025	March 31, 2024
Other current liabilities	8.84	460.25
Other advance -Towards sale of assets held for sale	1,585.96	1,585.96
Total current liabilities	1,594.79	2,046.21
16. PROVISIONS	March 31, 2025	March 31, 2024
Provisions for employee benefits	3.30	3.27
Provision for other Expenses	109.02	
Income Tax Provision	-	5.06
Total Provisions	112.32	8.34

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are Rupees in Lakhs, unless otherwise stated)

17. SALE OF PRODUCTS	March 31, 2025	March 31, 2024
i) Sale of Products	1,111.13	808.52
ii) Sale of Services	27.00	27.00
iii) Other operating revenues	13.59	34.75
Total	1,151.73	870.27
All the aforesaid sales and services are entirely to domestic customers		
18. OTHER INCOME	March 31, 2025	March 31, 2024
(i) Interest income	25.58	52.02
(ii) Dividend income	0.01	0.06
(iii) Net gain or loss on sale of investments/ fixed assets	-	-
(iv) Other non operating income	18.44	2.69
Total other income	44.02	54.77
19. COST OF MATERIALS CONSUMED		
RAW MATERIALS		
Opening stock		
Add: Purchases		
Less: Closing stock		
Total Cost of Materials consumed		
20. PURCHASE OF STOCK IN TRADE	March 31, 2025	March 31, 2024
Cost of traded goods*	994.36	679.37
Total Purchase of stock in trade	994.36	679.37
*Purchases are entirely from indigenous sources		
21. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE	March 31, 2025	March 31, 2024
FINISHED GOODS/Traded Goods		
Closing stock	186.58	-
Less: Opening stock	-	-
(Decrease) / Increase in finished goods	186.58	
Total changes in inventories of finished goods, work in progress & stock in trade	186.58	

VENLON ENTERPRISES LIMITED
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are Rupees in Lakhs, unless otherwise stated)

22. EMPLOYEE BENEFITS EXPENSES	March 31, 2025	March 31, 2024
(i) Salaries & wages		
(ii) Contribution to provident & other funds		
(iii) Share based payments		
(iv) Staff welfare expenses		
Less: Termination Benefits paid to employees Considered in exceptional Items		
Total employee benefit expenses		
23. FINANCE COSTS	March 31, 2025	March 31, 2024
(i) Interest expenses	-	-
(ii) Amortization of net (gain) or loss on foreign currency translations	-	-
Total finance cost	-	-
24. OTHER EXPENSES	March 31, 2025	March 31, 2024
(i) Consumption of stores and spares parts	-	1.37
(ii) Power and fuel	0.41	0.38
(iii) Freight Charges	65.49	16.02
(iv) Job Work Charges	159.87	30.69
(v) Rent	4.90	4.60
(vi) Repairs to machinery	2.10	0.82
(vii) Insurance	5.67	4.86
(viii) Rates and taxes excluding taxes on income	114.09	6.31
(xi) Administration and selling expenses	5.92	32.24
(x) Miscellaneous expenses	0.18	0.03
(xi) Remuneration to statutory auditors - for audit	2.50	2.00
(xii) Security expenses	35.12	34.38
(xiii) Impairment loss	1,076.21	-
(xiv) Provision for Bad and Doubtfull Debts	-	1.11
(xix) Foreign Exchange Fluctuation	0.92	6.31
Total other expenses	1,473.37	141.12
25. EARNINGS PER SHARE	March 31, 2025	March 31, 2024
Profit attributable to the equity holders of the Company used in calculating basic earning per share and diluted earning per share	-1,317.98	-128.47
Weighted avarage Number of equity shares Nos	5,22,42,494	5,22,42,494
Face value per share	5.00	5.00
Basic (loss)/ earnings Per share Rs	-2.52	-0.25
Diluted (loss)/ earnings per share Rs	-2.52	-0.25

VENLON ENTERPRISES LIMITED
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NOTE 26: OTHER ADDITIONAL NOTES / INFORMATION Contd..

i) Contingent Liability & Commitments not provided for:

The Company is a defendant in certain pending court cases filed by suppliers and employees. These cases, initiated suppliers and former employees, relate to disputed payments for goods supplied and services provided. The company has contested these claims and, based on legal advice, believes it has strong grounds for a favorable outcome. The estimated aggregate amount of these claims is Rs 32 lakhs. As the outflow of resources to settle these disputes is considered not probable, no provision has been recognized in the financial statements as of the reporting date. The final outcome of these legal proceedings may differ from this assessment, and the company will continue to monitor the developments closely.

ii) There are no contracts that are yet to be executed that would have a significant impact on the financial position of the company

iii) No dividend was proposed for the current or the previous financial year

iv) There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

v) The Company has not entered into any forward contracts

vi)

The breakup of Deferred Tax Asset / (Liability) as on 31 March, 2025 is as given below:

	Figures in Rs (in Lakhs)	
Arising on account of timing difference in:	31 March, 2025	31 March, 2024
- Depreciation	(99.44)	(980.08)
- Accrued Expenses allowable on Actual Payments	-	-
- Unabsorbed Business Loss	2,944	3,030
Deferred Tax Asset/(liability) (Net)	2,844.98	2,049.67

The Company has a net Deferred Tax Asset (DTA) of Rs. 2844.98 Lacs (Previous Year: Rs. 2049.67 Lacs) arising from temporary differences related to depreciation and other components. In accordance with Ind AS 12: Income Taxes, the DTA has not been recognized in the financial statements. This is based on a detailed assessment of the Company's business plan and financial projections, which indicate that it is not probable that sufficient future taxable profits will be available against which the deferred tax asset can be utilized

vii) The Company has stopped operations in all the segments including the windmill. Hence segment results are not applicable for the company.

viii) Statutory Auditors' Remuneration

Particulars	2024-25	2023-24
a. Audit fees	2.50	2.00
b. Other Services		
c. Out of Expenses		
Sub-total	2.50	2.00
e. Goods & Service tax	0.45	0.36
TOTAL	2.95	2.36

xi) Confirmation from certain parties for amounts due to them/amount due from them as per accounts of the Company has not been received. Necessary adjustment, if any will be made when the accounts are reconciled/settled.

x) The company has filed Income Tax Returns upto the Assessment Year 2024-25. There are no demands outstanding. In view of loss for assessment year 2024-25, the company has been advised that there is no liability to income tax and accordingly no provision has been made.

VENLON ENTERPRISES LIMITED

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NOTE 26: OTHER ADDITIONAL NOTES / INFORMATION Contd..

xi Registration of charges or satisfaction with Registrar of Companies

All Charges Created by the Company are completely satisfied. There are no unsatisfied charges as on Balance sheet date. However, the following charge details are still appearing in the MCA website.

Assets under charge	Charge Amount (Rupees in Lakhs)	Date of Creation	Date of Modification
	300	08-03-1995	14-09-1995
	300	09-02-2000	-
	1,180	03-04-2000	05-05-2000
Immovable property or any interest therein	300	09-02-2000	-
	37	25-05-1987	17-09-1999
Immovable property or any interest therein	200	08-09-1995	14-09-1995
	650	26-03-1997	-
	500	27-09-1997	04-07-1998
	260	31-10-1994	-
	37	23-11-1991	05-03-1997
	2,850	03-07-2003	30-10-2003
	37	29-06-1995	26-04-2000
Immovable property or any interest therein	300	08-03-1995	-
	650	26-03-1997	-
	200	17-02-1995	-
	185	18-01-1994	01-08-2001
	37	23-11-1991	05-03-1997
	600	29-04-2005	-
	190	16-06-1994	29-12-1999
	500	27-09-1997	04-07-1998
	200	08-09-1995	14-09-1995
	190	16-06-1994	29-12-1999
	200	17-02-1995	-
Immovable property or any interest therein	210	24-12-1999	29-12-1999
Immovable property or any interest therein	250	04-11-1998	24-11-1998
	183	12-12-1992	17-09-1999
	185	12-12-1992	17-09-1999
	1,180	03-04-2000	05-05-2000
	260	31-10-1994	-
	250	04-11-1998	24-11-1998
	2,850	03-07-2003	30-10-2003
	2,850	23-07-2003	-
	750	27-05-1995	27-03-1996
	600	29-04-2005	-
Immovable property or any interest therein	300	08-03-1993	14-09-1995
	37	25-05-1987	17-09-1999
	30	18-01-1994	27-03-1996
	210	24-12-1999	29-12-1999
	750	27-05-1995	27-03-1996
	185	18-01-1994	01-08-2001

xii **Ratio analysis and its elements**

Particulars	31-Mar-25	31-Mar-24	% Change
a) Current Ratio	0.36	0.33	8.75%
b) Debt Equity Ratio	2.94	-1.48	-298.79%
c) Debt Service Coverage Ratio	-25.97	0.22	-11827.93%
d) Return on equity ratio/ Return on investment ratio	0.42	0.03	1519.45%
e) Inventory Turnover Ratio	12.35	0.00	0.00%
f) Trade Receivables turnover ratio	19.26	30.31	-36.44%
g) Trade payables turnover ratio	6.79	14.46	-53.00%
h) Net capital Turnover Ratio	-0.43	-0.31	41.70%
i) Net profit ratio	-1.34	-0.24	462.30%
j) Return on Capital employed	-0.45	-0.03	1246.19%
k) Return on investment	0.05	0.06	-15.08%

a) Current Ratio : **In Lakhs Rs.**

Particulars	31-Mar-25	31-Mar-24
Current Assets	1,483.19	1,310.92
Current liabilities	4,125.11	3,964.80
Ratio	0.36	0.33
% change from previous year	9%	3%

b) Debt equity ratio = Debt over total shareholders' equity

Particulars	31-Mar-25	31-Mar-24
Total Debt	2,203.63	11,942.08
Shareholders' Equity	748.88	-8,067.87
Ratio	2.94	(1.48)
% change from previous year	-299%	-5%

Reason for change more than 25%: ECB loan is treated as Other equity. Hence the variance

c) Debt service coverage ratio = EBIT over current debt

Particulars	31-Mar-25	31-Mar-24
Earning available for debt service	-1,085.41	104.55
Debt service	41.80	472.22
Ratio	(25.97)	0.22
% change from previous year	-11828%	-100%

Reason for change more than 25%: There is an increase in loss and decrease in repayment of loan compared to previous year. Hence the variance

d) Return on equity ratio/ Return on investment ratio = [%]PAT over total average equity

Particulars	31-Mar-25	31-Mar-24
Profit / (loss) for the year	-1,549.05	-208.16
Average equity	-3,659.50	-7,963.79
Ratio	42.33%	0.03
% change from previous year	1519%	0%

Reason for change more than 25%: There is an increase in loss compared previous year. Hence the variance

e) Inventory turnover ratio = Sales over average inventory

Particulars	31-Mar-25	31-Mar-24
Sales	1,151.73	870.26
Average inventory	93.29	-
Ratio	12.35	-
% change from previous year	0%	-100%

Reason for change more than 25%: There is an changes in Inventory compare to Previous Year. Hence the variance

f) Trade receivables turnover ratio = Revenue from operations over average trade receivables

Particulars	31-Mar-25	31-Mar-24
Net credit sales	1,151.73	870.26
Average Trade Receivables	59.79	28.71
Ratio	19.26	30.31
% change from previous year	-36%	630%

Reason for change more than 25%: There is a increase in receivables compared to previous year. Hence the variance

g) Trade payables turnover ratio = Adjusted expenses over average trade payables

Particulars	31-Mar-25	31-Mar-24
Net credit purchases	994.36	679.37
Average Trade Payables	146.35	47.00
Ratio	6.79	14.46
% change from previous year	-53%	2707%

Reason for change more than 25%: There is a increase in payables compared to previous year. Hence the variance

h) Net capital turnover ratio = Revenue from operations over average working capital

Particulars	31-Mar-25	31-Mar-24
Net sales	1,151.73	870.26
Average Working capital	-2,647.90	-2,835.22
Ratio	(0.43)	(0.31)
% change from previous year	42%	277%

Reason for change more than 25%: There is an increase in sales compared to previous year. Hence variance

i) Net profit [%] = Net profit over revenue

Particulars	31-Mar-25	31-Mar-24
Profit / (loss) for the year	-1,549.05	-208.16
Net sales	1,151.73	870.26
Ratio	(1.34)	(0.24)
% change from previous year	462%	-98%

Reason for change more than 25%: There is a significant increase in the loss for the current year when compared to previous year. Hence the variance.

j) Return on capital employed = [%]PBIT over average capital employed

Particulars	31-Mar-25	31-Mar-24
EBIT	-1,317.98	-128.47
Capital employed	2,952.51	3,874.21
Ratio	(0.45)	(0.03)
% change from previous year	1246%	-95%

Reason for change more than 25%: There is an increase in loss compared to previous year. Hence the variance

k) Return on investment= Interest income, net gain on sale of investments and net fair value gain over average investments

Particulars	31-Mar-25	31-Mar-24
Interest income	25.58	52.02
Average bank balance	468.93	809.86
Ratio	0.05	0.06
% change from previous year	-15%	27%

Signatures to the Notes to the Financial Statements 1 to 28 which form an integral part of the Financial Statements.

In terms of our Report attached

For Laxminiwas & Co

Chartered Accountants

ICAI Firm registration number: 011168S

Gaurav Jashwant Shah

Partner

Membership No. 229420

Place: Mysore

Date: August 14, 2025

**For and on behalf of Board of Directors of
Venlon Enterprises Limited**

C.D.Datwani
Managing Director
DIN: 00355181

Saroj Datwani
Director
DIN: 00355148

G D Ramarao
Company Secretary

VENLON ENTERPRISES LIMITED
CIN: L24231KA1983PLC015089

NOTE 26: OTHER ADDITIONAL NOTES / INFORMATION Contd..

xiii Related Party Disclosure:

A. Relationships:

1. Key Management Personnel (KMP) and their Relatives

Directors :

Mr. C. D Datwani
Mrs. Saroj C Datwani
G.D. Rama Rao
Sreedhar Nagaraju
Nagendra Hanbe Krishnamurthy
M.D.Dhanush

Relatives of Directors :

Abha Datwani

Relatives of KMP

Rathana Rama Rao
G.D. Rama Rao (HUF)

2. Other Related Parties (in which either of the directors or their relatives have significant influence)

Abha Finance Pvt. Ltd.
Father & Son Investments Pvt. Ltd.
Father & Son Overseas Pvt. Ltd.
Girnar Residency Pvt. Ltd.
Kamadhenu Residency Pvt. Ltd.
Midtown Realtors Pvt. Ltd.
Sanchay Residency Pvt. Ltd.
Sanchit Realtors Pvt. Ltd.
Sangeet Residency Pvt. Ltd.
Sanjog Residency Pvt. Ltd.
Venlon Investments Pvt. Ltd.
Dechem Resins Limited
Krishna Enterprises Ltd

B. Nature of transactions:

The following transactions were carried out with the related parties mentioned in A above, in the ordinary course of business.

	KMP & Relatives		Other Related parties	
	2024-25	2023-24	2024-25	2023-24
1 Rent Paid	3.75	3.60	1.00	1.00
2 Sales of services			27.00	28.37
3 Reimbursement of expenses	1.63	16.43		
4 Purchase of products			715.78	623.37
5 Purchase of Services	1.89	1.72	159.87	30.69
6 Remuneration to Directors & their Relatives				
<u>Directors Sitting Fee</u>				
Mr Sreedhar Nagaraju	0.25	0.25		
Mr. Nagendra H.K	0.25	0.25		
Mr. M.D.Dhanush	0.25	-		
<u>Reimbursement of expenses</u>				
Mr Sreedhar Nagaraju	0.05	0.05		
Mr. Nagendra H.K	0.05	0.05		
Mr. M.D.Dhanush	0.05	-		
<u>Reimbursement of Independent Directors Data Bank and Club</u>				
<u>Membership fees</u>				
Mr. C D Datwani	0.15	0.07		

VENLON ENTERPRISES LIMITED
CIN: L24231KA1983PLC015089

NOTE 26: OTHER ADDITIONAL NOTES / INFORMATION Contd..

10	Repayment of Loan and Advance towards purchase of assets				
	a. Mr. C D Datwani	12.11	472.22		
11	Receipt of Loan				
	a. Mr. C D Datwani	441.00			
	d.Saroj C Datwani Loan Mumbai	29.69			
12	Outstanding Balances	As on 31st Mar'25	As on 31st Mar'24	As on 31st Mar'25	As on 31st Mar'24
	1. Loans Payable				
	a. Mr. C D Datwani	2,203.43	1,802.21		
	b. Mrs. Saroj C Datwani	0.25	29.93		
	c. Krishna Enterprises			10,365.81	10,110.16
	2. Advance Received towards sale of land				
	d. Abha Finance Private Limited			78.58	78.58
	e. Father & Son Investment Private Limited			683.36	683.36
	f. Father & Son Overseas Private Limited			117.28	117.28
	g . Girnar Residency Private Limited			115.85	115.85
	h. Kamdhenu Residency Private Limited			51.95	51.95
	i. Midtown Realtors Private Limited			52.78	52.78
	j. Sanchay Residency Private Limited			112.67	112.67
	k. Sanchit Realtors Private Limited			236.58	236.58
	l. Sangeet Residency Private Limited			69.13	69.13
	m. Sanjog Residency Private Limited			19.62	19.62
	n. Venlon Investments Private Limited			48.17	48.17
	3. Towards Purchase of goods/services				
	q. Dechem Resins Limited			15.40	40.07
		2,203.68	1,832.15	11,967.16	11,736.20

No amount has been provided as doubtful debts or advances / written off or written back in the year in respect of debts due from / to above related parties.

Note No. 26

xiv Financial instrument - Accounting, Classification and Fair Values

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes forming the part of the financial statements.

(a) Financial assets and liabilities

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at respective balance sheet date

Particulars	Amortised cost	FVTPL	FVTOCI	Total carrying value	Total fair value
31 March 2025					
Financial assets					
Investments	-	742.76	29.84	772.60	772.60
Cash and cash equivalents [including other bank balances]	405.31	-	-	405.31	405.31
Trade receivables	69.06	-	-	69.06	69.06
Loans	-	-	-	-	-
Other financial assets	-	-	-	-	-
Total	474.37	742.76	29.84	1,246.97	1,246.97
Financial liabilities					
Trade payables	214.36	-	-	214.36	214.36
Borrowings	2,203.62	-	-	2,203.62	2,203.62
Lease Liabilities	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
Total	2,417.98	-	-	2,417.98	2,417.98
31 March 2024					
Financial assets					
Investments	-	639.49	26.45	665.94	665.94
Cash and cash equivalents [including other bank balances]	533.19	-	-	533.19	533.19
Trade receivables	50.52	-	-	50.52	50.52
Loans	-	-	-	-	-
Other financial assets	-	-	-	-	-
Total	583.71	639.49	26.45	1,249.65	1,249.65
Financial liabilities					
Trade payables	-	78.34	-	78.34	78.34
Borrowings	-	11,942.08	-	11,942.08	11,942.08
Lease Liabilities	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
Total	-	12,020.42	-	12,020.42	12,020.42

xiv Financial instrument - Accounting, Classification and Fair Values (Cont'd)

(b) Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. The Company does not have any financial instrument which have been measured using the valuation techniques as per level 1.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices). The Company does not have any financial instrument which have been measured using the valuation techniques as per level 2.

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. The Company does not have any financial instrument which have been measured using the valuation techniques as per level 3.

Particulars	Level 1	Level 2	Level 3	Total	
Financial assets					
31-Mar-2025	772.50	-	0.10	772.60	
31-Mar-2024	665.83	-	0.10	665.93	

- (i) Other financial assets, cash and cash equivalents, trade receivables, trade payables and other financial liabilities are stated at carrying value which is approximates their fair value.
- (ii) All borrowings except one have variable interest rate which gets adjusted yearly based on the change in interest rate. The borrowing which is at fixed rate approximates the market interest rate. Hence the carrying value approximates the fair value.
- (iv) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- (v) There have been no transfers between Level 1 and Level 2 during the reporting year.

xv Capital management

The capital structure of the Company consists of share capital comprising of equity share capital, debt, cash and cash equivalents accumulated reserves like general reserve, retained earnings, capital reserve and securities premium, other comprehensive income as disclosed in the statement of changes in equity.

The Company's capital management objective is to achieve an optimal weighted average cost of capital while continuing to safeguard the Company's ability to meet its liquidity requirements and repay loans as they fall due.

The Company manages its capital on the basis of net debt to equity ratio. Net debt comprises of long term and short term borrowings less cash and cash equivalents.

Particulars	As at	
	31-Mar-2025	31-Mar-2024
Total borrowings	2,203.62	11,942.08
Less: Cash and cash equivalents (including fixed deposits with banks with more than 12 months maturity)	405.31	533.19
Net debt [A]	1,798.31	11,408.89
Total equity [B]	748.88	(8,067.87)
Gearing ratio [A/B]	240%	-141%

xvi **Financial risk management objectives and policies**

The Company's principal financial liabilities comprises of borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash that derive directly from its operations.

The Company is exposed to the following risks from its use of financial instruments:

- (a) Credit risk
- (b) Liquidity risk
- (c) Market risk

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. This note presents information about the risks associated with its financial instruments, the Company's objectives, policies and processes for measuring and managing risk.

(a) **Credit risk**

The Company is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The Company's exposure to credit risk primarily relates to trade receivables. The Company monitors and limits its exposure to credit risk on a continuous basis. The Company's credit risk associated with trade receivable is primarily related to customers not able to settle their obligation as agreed upon. To manage this, the Company yearly reviews the financial reliability of its customers, taking into account their financial condition, current economic trends and analysis of historical bad debts and ageing of trade receivables.

Financial instruments that are subject to such risk, principally consist of investments, trade receivables, loans, other financial assets and cash. None of the financial instruments of the Company results in material concentration of credit risks. Maximum exposure to credit risk of the Company has been listed below:

xvi **Financial risk management objectives and policies (Cont'd)**

Particulars	As at	
	31-Mar-2025	31-Mar-2024
(a) Trade receivables	69.06	50.52
Loans		
Investments	772.60	665.94
Other financial assets		
Cash and bank balances	405.31	533.19

(I) **Trade receivables**

- (a) Trade receivables represent the most significant exposure to credit risk and is managed by the Company through policies, procedures and controls relating to customer credit risk management. Outstanding trade receivables are monitored at regular intervals. Impairment analysis is performed at each reporting date on individual customer basis.

- (i) The following table gives details in respect of revenues generated from top customer and top 5 customers:

Particulars	As at	
	31-Mar-2025	31-Mar-2024
Revenue from top Customer	890.86	614.66
Revenue from top 5 Customers	601.78	444.83

The Company applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, Financial Instruments which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

Reconciliation of loss allowance for trade receivables

Particulars	As at	
	31-Mar-2025	31-Mar-2024
Trade and other receivables (measured under life time excepted credit loss model)		
Opening balance	117.30	117.30
Allowance for expected credit loss	-	-
Accounting of expected credit loss	-	-
Closing balance	117.30	117.30

No significant changes in estimation techniques or assumptions were made during the reporting year.

(b) **Liquidity risk**

The Company is exposed to liquidity risk related to its ability to fund its obligations as and when they become due. The Company monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The Company has access to credit facilities and monitors cash and bank balances on a regular basis. In relation to the Company's liquidity risk, the Company's policy is to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Particulars	< 1 year	1-5 years	> 5 years	Total
31 March 2025				
Borrowings	2,203.63	-	-	2,203.63
Trade payables	214.36	-	-	214.36
Other financial liabilities	-	-	-	-
31 March 2024				
Borrowings	1,831.92	-	10,110.16	11,942.08
Trade payables	78.33	-	-	78.33
Other financial liabilities	-	-	-	-

(c) **Market risk**

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

xvii Additional Notes

- a) The Company had not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.
- b) The Company was not holding any benami property and no proceedings were initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- c) The Company had not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- d) The Company did not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- e) The Company has not traded or invested in Crypto currency or Virtual Currency during year ended 31 March, 2025.
- f) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) any funds to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g) The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- h) The Company did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- i) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period read with Point xi

xviii Subsequent events

No material events have occurred between the balance sheet date to the date of issue of these financial statements that could affect the values stated in the financial statements as at 31 March 2025.

xix Prior year comparatives

Prior year amounts have been regrouped/reclassified wherever necessary, to conform to the current years' presentation. The impact of such reclassification/regrouping is not material to the financial statements.

Material accounting policies information and the accompanying notes 1 to 26 are an

In terms of our Report attached

For Laxminiwas & Co

Chartered Accountants

ICAI Firm registration number: 011168S

For and on behalf of Board of Directors of Venlon Enterprises Limited

Gaurav Jashwant Shah
Partner
Membership No. 229420

C.D.Datwani
Managing Director
DIN: 00355181

Saroj Datwani
Director
DIN: 00355148

Place: Mysore
Date: August 14, 2025

G D Ramarao
Company Secretary

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:	

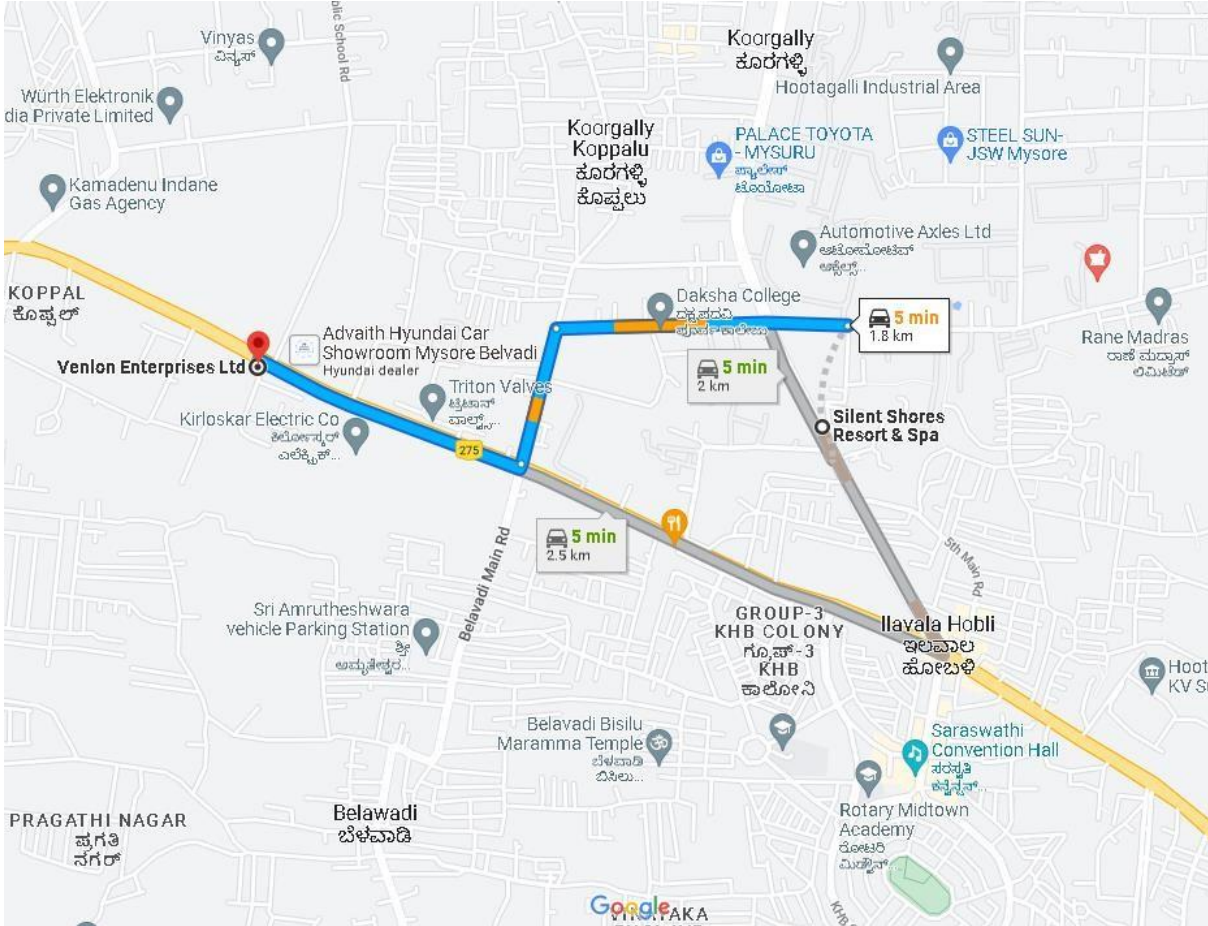
I hereby record my presence at the Annual General Meeting held at the registered office of the Company on Friday, 26th September 2025 at 4 p.m. (I.S.T.)

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