



VENLON ENTERPRISES LTD.

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Venlon Enterprises Limited will be held on Friday, the 13th March 2026 at 4 p.m. at the Registered Office of the Company situated at 26(P) Belavadi Industrial Area, Hunsur Road, Mysuru-570 018 to transact the following business:

Special Business:**1. Appointment of Independent Director**

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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act and as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Devaraja Murthy N K (DIN: 07060226), who was appointed as an Additional Director of the Company with effect from 30th December 2025, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an independent non-executive director for a term of five consecutive years, effective from 30th December 2025 till 29th December 2030 or till such times he holds IDDB membership, whichever is earlier and shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

By Order of the Board of Directors

Date: 12.02.2026

Sd/-

Place: Mysore

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. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

2. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility for e-voting for all the businesses mentioned in the notice. The members can exercise their right to vote through electronic means. The facility of casting the votes by members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') shall be provided by Central Depository Services (India) Limited (CDSL). The instruction for e-voting is annexed to the notice.

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

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

5. 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 6th March 2026.

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

7. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.

8. 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.

9. The results declared along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at the registered office and shall also be placed on the Company's website www.venlonenterprises.co.in and on the website of CDSL within three (3) days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchange.

10. 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.

By Order of the Board of Directors

Date: 12.02.2026

Sd/-

Place: Mysore

G. D. RAMA RAO

Company Secretary

ANNEXTURE TO THE EGM NOTICE

Explanatory Statement under section 102(1) of the Companies Act, 2013

Item No.1:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Devaraja Murthy N K (DIN: 07060226) as an Additional (Independent Non-Executive) Director of the Company with effect from 30th December, 2025. The Company has received a declaration from Mr. Devaraja Murthy N K (DIN: 07060226) to the effect that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and meets the fit and proper criteria. The Company has also received the notice under Section 160 of the Act from a member proposing the candidature of his appointment as a Director of the Company.

Mr. Devaraja Murthy N K (DIN: 07060226). is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company, along with the declaration of independence. In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Brief profile of Mr. Devaraja Murthy N K. in terms Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 and the Secretarial Standard on the General Meetings ("SS-2") has been provided in this Explanatory Statement as under:

Name of Director	Mr. DEVARAJA MURTHY NAGARLE KEMPADEVANNA
Date of Birth/Age	45 Years
Nationality	Indian
Qualification	B.E. (Computer Science)
Date of First Appointment	30 th December 2025
Number of Board meetings attended during their tenure (Held/Attended)	None
Directorship in other entities	None
Remuneration las drawn	Nil
Names of listed Entitles from which the Directors has resigned in last 3 years, If any	None
Membership / Chairmanship in Committees of other entitles	None
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship between directors Inter-se	Nil
Terms and Conditions of Reappointment	Mr. Devaraja Murthy N K. shall be appointed as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 30 th December 2025 to 29 th December 2030 (both days inclusive) or till such time he holds IDDB membership, whichever is earlier.
Remuneration proposed to be paid	Entitled to the sitting fees and reimbursement of expenses for attending Board/Committee meetings.
Justification for Appointment / Reappointment and skills & capabilities required for the role and the manner in which the proposed Independent Directors meets such requirements.	Mr. Devraja Murthy has a strong leadership background as detailed n the 'Brief profile/resume' provided below.
Nature of expertise in specific functional areas	Sustainability, Leadership monitoring, ESG, Scalability.
Brief resume of the Director	Devaraja Murthy N K is a Board-certified

	<p>Independent Director (IICA) and AI Enterprise Architect with 23+ years of leadership experience across enterprise technology, corporate strategy, ESG-aligned business models, and entrepreneurship. He brings a strong governance-first mindset, combining digital innovation, risk management, and sustainable value creation.</p> <p>He has served as Co-founder and Director of ventures in AgriTech, Food & Healthcare, and Business Consulting, where he designed regenerative economic models, ESG-driven operations, and human-centric business excellence frameworks. His corporate experience spans global organizations including Accenture, Cognizant Softvision, and Ishanya Technologies, delivering large-scale AI, cloud, and IoT transformations while advising CXOs on compliance, scalability, and technology governance.</p> <p>With deep expertise in AI strategy, enterprise architecture, ESG integration, and leadership mentoring, he actively contributes to board-level discussions on digital ethics, sustainability, innovation oversight, and long-term enterprise resilience</p>
Names of the listed entities in which the person holds directorship and the membership of Committees of the Board (along with listed entities from which the person has resigned in the past three years	None

Pursuant the provisions of the regulation 17(1C) and regulation 25(2A) of the SEBI Regulations and other provisions of the Companies Act, the approval of the Members is being sought within 3 months of appointment, by way of special resolution. However, Pursuant regulation 25(2A) if special resolution for the appointment of an independent director fails to get the requisite majority of

votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A).

Approval is being sought for the appointment of Mr. Devaraja Murthy N K as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 30th December 2025 to 29th December 2030 (both days inclusive) or till such time he holds IDDB membership, whichever is earlier. None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Devaraja Murthy N K are concerned / interested in passing of the above resolution.

Mr. Devaraja Murthy N K is not related to any of the Directors or Key Managerial Personnel of the Company.

Your Board of Directors recommend passing of the resolution set out in Item No. 1 of the accompanying Notice.

Extra-ordinary General Meeting("EGM") of Venlon Enterprises Limited is scheduled to be held on Friday, 13 March 2026 at 4:00 p.m. at registered office Mysore

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Tuesday, the 10th March 2026 at 9.00 a.m. and ends on Thursday, the 12th March 2026 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, 6th March 2026) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and hence, remote e-voting shall not be allowed beyond the time mentioned above.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ 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).
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- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Resolution of Venlon Enterprises Limited> on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Additional Information: The name of the scrutinizer is S.J. Madhwaraj, B.Com., LL.B. as approved at the Board meeting on 30th December 2025.



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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 member(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 Extraordinary General Meeting of the company, to be held on Friday, the 13th day of March 2026 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.	Appointment of Mr. Devaraja Murthy N K as Independent Director

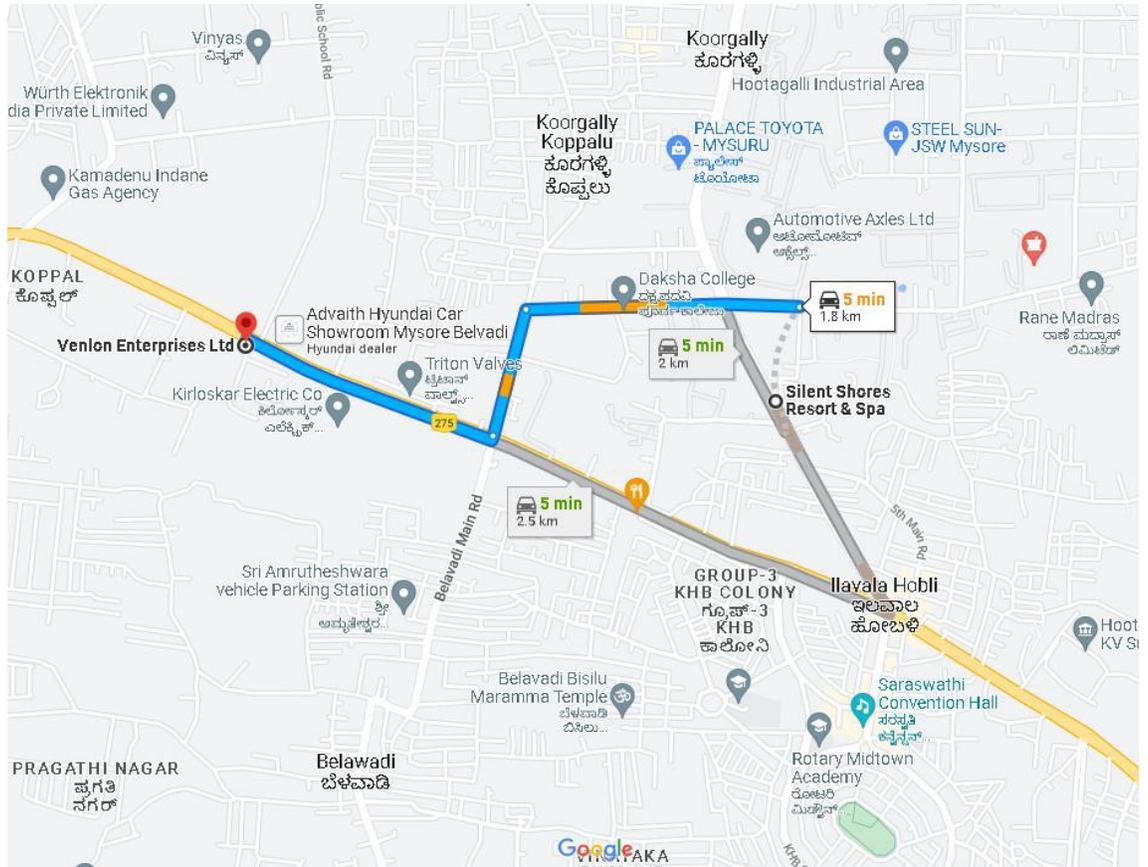
Signed thisday of2026.

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 registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Route map:



Land mark: Near Advaith Hyundai Car Showroom, Hunsur Road



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Attendance slip for Extra-ordinary General meeting

Day & Date : Friday, 13th March 2026

Place : 26P, Belawadi Industrial 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 Extra-ordinary General Meeting held at the registered office of the Company on Friday, 13th March 2026 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.