

Venlon Enterprises Limited
CIN: L24231KA1983PLC015089

NOTICE OF 42nd ANNUAL GENERAL MEETING

Notice is hereby given that 42nd Annual General Meeting of the Members of Venlon Enterprises Limited will be held on Friday, the 18th day of September 2026 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 2026, 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 Mr. Chand Daulat Datwani (DIN: 00355181), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers himself 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), and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into/continue the 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 so carried out 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.	Dechem Resins Limited	Entities with common directors	Sale and purchase of goods and services	10 crores per financial year	Financial year 2026-27 and 2027-28 (For a period of one year from the date of Annual General meeting)

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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 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), and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into/to continue contract(s)/ arrangement(s)/ transaction(s) with Krishna Enterprises Limited, a related party the meaning of 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.105 Crores for the financial years 2026-27 and 2027-28 (upto the date of the next Annual General Meeting):

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)	105 crores	Financial year 2026-27 and 2027-28 (For a period of one year from the date of Annual General meeting)

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. Approval for Related Party Transactions with Father & Son Investment Private 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), and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into/to continue contract(s)/ arrangement(s)/ transaction(s) with Father & Son Investment Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, sale of assets, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.15 Crores for the financial year 2026-27 and 2027-28, 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	Father & Son Investment Private Limited	Directors of the listed entity, are 100% shareholders of Father & Son Investment Private Limited.	Sale of immovable property (land and building)	15 crores	Financial year 2026-27 and 2027-28 (For a period of one year from the date of Annual General meeting)

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. Approval for sale of asset of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, Regulation 37A(1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company

(hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), to sell, lease, transfer, assign, dispose of, liquidate or otherwise deal with the whole or substantially the whole of the undertaking(s) of the Company, including all or any of its movable and/or immovable properties, assets, investments, rights, licenses, permits, contracts, receivables and liabilities pertaining thereto, whether as a going concern or otherwise, to such person(s), body corporate(s), entity(ies) or purchaser(s), whether related or unrelated, for such consideration of approximately INR 90 Crores (Rupees Ninety Crores only) or such other consideration as may be determined by the Board, and upon such terms and conditions, including the manner and mode of payment, as the Board may deem fit and in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such further acts, deeds and things as may be necessary including modifying, finalizing the terms and conditions and executing all such further agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from statutory/administrative authorities, financial institutions/banks etc., in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question/difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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.”

Date: 14.08.2026

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, 11th September 2026.
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: 14.08.2026

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Context for Resolution No(s). 3 to 5:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 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 the thresholds specified under Schedule XII of the SEBI LODR Regulations, as determined based on the listed entity’s last audited consolidated turnover, and shall require prior approval of the Members by way of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. 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 2026-27 and 2027-28 are covered.

Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 has introduced the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction” (‘Industry Standards’) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI LODR Regulations read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 (“SEBI Circular”). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the Shareholders, while seeking approval.

The Company proposes to enter into and/ or continue certain related party transaction(s) during the Financial Year 2026-27 with its related parties, as more particularly detailed in the tables forming part of this Explanatory Statement.

For the purpose of calculating the total amount of the proposed RPTs (as provided in resolution(s) 3 to 5) as a percentage of the annual standalone turnover of the related party (as applicable), FY 2024-25 has been considered as the “preceding financial year”. This is on account of the financial statements/results for FY 2025-26 being pending approval by the Board of Directors of the Company and subsequent adoption by the shareholders at the ensuing Annual General Meeting to be held during FY 2026-27, and/or the financial statements of the subsidiary companies and/or the related party, as applicable, being pending approval by their respective boards of directors and shareholders, to be held during FY 2026-27.

All the figures for the said agenda items are expressed in Lakh.

The Board of Directors recommends the Ordinary Resolutions set out at Item No. 3 to 5 for approval by the Members.

Item No. 3: Approval for Related Party Transactions with Dechem Resins Limited

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 2026-27 and 2027-28 (Upto next AGM).

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.10 crores p.a.
Any other information relevant or important for the members to take a decision on the proposed resolution.	Provided below, the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below:

Details of the proposed transactions between Venlon Enterprises Limited and Dechem Resins Limited, including the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Part A

Minimum information of the proposed RPT, applicable to all RPTs

**All figures mentioned are in Lakhs*

A1. Basic details of the related party:

Sl.No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Dechem Resins Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Chemical Manufacturing

A2. Relationship and ownership of the related party

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of	Mr. Chand D Datwani and Ms. Saroj Datwani are the Common Directors of Venlon Enterprises Limited and Dechem Resins Limited NIL NA NIL	NIL

	transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control.</i> <i>While calculating indirect shareholding, shareholding held by relatives inshall also be considered.</i>		
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A3. Details of previous transactions with the related party

Sl. No.	Particulars of the information	Information provided by the management			Comments of the Audit Committee									
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year <table border="1"><thead><tr><th>Sl. No</th><th>Nature of Transaction</th><th>FY 20XX-XX (INR)</th></tr></thead><tbody><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr></tbody></table> <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	Sl. No	Nature of Transaction	FY 20XX-XX (INR)							Sl. No.	Nature of Transaction	FY 2025-26 (INR)	NIL
		Sl. No	Nature of Transaction	FY 20XX-XX (INR)										
		1	Rental expenses for manufacturing facility (facility belongs to Venlon Enterprises Limited, used by Dechem Resins Limited)	18,00,000										

		<table><tr><td>2</td><td>Rental expenses for guest house (facility belongs to Venlon Enterprises Limited, used by Dechem Resins Limited)</td><td>2,25,000</td></tr><tr><td>3</td><td>Job work done by Dechem Resins Limited, sold to Venlon Enterprises Limited</td><td>2,66,69,313</td></tr><tr><td>4</td><td>Rental of land (owned by Dechem Resins Limited; Venlon Enterprises Limited as tenant)</td><td>1,00,000</td></tr><tr><td></td><td>Total</td><td>2,87,94,313</td></tr></table>	2	Rental expenses for guest house (facility belongs to Venlon Enterprises Limited, used by Dechem Resins Limited)	2,25,000	3	Job work done by Dechem Resins Limited, sold to Venlon Enterprises Limited	2,66,69,313	4	Rental of land (owned by Dechem Resins Limited; Venlon Enterprises Limited as tenant)	1,00,000		Total	2,87,94,313	
2	Rental expenses for guest house (facility belongs to Venlon Enterprises Limited, used by Dechem Resins Limited)	2,25,000													
3	Job work done by Dechem Resins Limited, sold to Venlon Enterprises Limited	2,66,69,313													
4	Rental of land (owned by Dechem Resins Limited; Venlon Enterprises Limited as tenant)	1,00,000													
	Total	2,87,94,313													
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	No transactions other than rental of land amounting to Rs. 25,000 for the current financial year (FY 2026-27) up to the quarter immediately preceding the quarter in which the approval is sought													
3.	Any default, if any, made by a	No													

	related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.		
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A4. Amount of the proposed transaction(s)

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Purchase and Sale of Goods/Services to the extent of Rs. 10 Crores	NIL
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (2025-26).	125.90%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if	373.13%	

	consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available (2025-26).																	
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 20XX-XX(INR)</th></tr><tr><td>Turnover</td><td></td></tr><tr><td>Profit After Tax</td><td></td></tr><tr><td>Net Worth</td><td></td></tr></table> Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 20XX-XX(INR)	Turnover		Profit After Tax		Net Worth		<table><tr><th>Particulars</th><th>FY 2025-26(In INR)</th></tr><tr><td>Turnover</td><td>2,68,00,000</td></tr><tr><td>Profit After Tax</td><td>(21,08,000)</td></tr><tr><td>Net Worth</td><td>1,70,00,000</td></tr></table> The above figures are based on provisional financials as company's audit is still ongoing.	Particulars	FY 2025-26(In INR)	Turnover	2,68,00,000	Profit After Tax	(21,08,000)	Net Worth	1,70,00,000
Particulars	FY 20XX-XX(INR)																	
Turnover																		
Profit After Tax																		
Net Worth																		
Particulars	FY 2025-26(In INR)																	
Turnover	2,68,00,000																	
Profit After Tax	(21,08,000)																	
Net Worth	1,70,00,000																	

A5. Basic details of the proposed Transaction

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase and Sale of Goods/Services	NIL
2.	Details of each type of the proposed transaction	Sale- Rs. 5 crores Purchase of service- Rs. 5 Crores	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year	
4.	Whether omnibus approval is being sought?	Yes	

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 5 Crores - 2026-27 Rs. 5 Crores - 2027-28	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Related Party has a long-standing business association with the Company, and entering into the said transaction is in the best interests of the Company. There is a proximity of the location which also adds in reduced transportation and reduction in other overheads.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Chand D Datwani and Ms. Saroj Datwani, have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Chand D Datwani Ms. Saroj Datwani	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	0.20% - Mr. Chand D Datwani 9.2 % - Ms. Saroj Datwani	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	None	

B(1). Disclosure of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process was applied;	NIL
2.	Basis of determination of price.	At arm's length basis	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable	
	a. Amount of Trade advance	Not applicable	
	b. Tenure	Not applicable	
	c. Whether same is self-liquidating?	Not applicable	

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 Audit Committee has reviewed the Certificates provided by MD and CFO of the Company as required under the RPT Industry Standards.

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: Approval for Related Party Transactions with Krishna Enterprises Limited

In light of provisions of 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 2026-27 and 2027-28 (upto the date of next Annual General meeting).

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below:

Details of the proposed transactions between Venlon Enterprises Limited and Krishna Enterprises Limited, including the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Part A

Minimum information of the proposed RPT, applicable to all RPTs

**All figures mentioned are in Lakhs*

A1. Basic details of the related party:

Sl.No	Particulars of the information	Information provided by the management
1.	Name of the related party	Krishna Enterprises Limited
2.	Country of incorporation of the related party	British Virgin Islands
3.	Nature of business of the related party	Investment

A2. Relationship and ownership of the related party

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or	Krishna Enterprises is considered as Related Party by virtue of holding	NIL

	otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i> <i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	more than 20% in the Listed Entity's share capital. Nil NA The related party holds 29.43% shareholding in the Listed entity.	
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A3. Details of previous transactions with the related party

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial	ECB Loan INR in Lakhs as per	NIL

	year			Balance Sheet - 10,365.81 Including Exchange Fluctuation	
	Sl. No	Nature of Transaction	FY 20XX- XX(INR)		
	<i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>				
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.			As above	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.			No default has been made.	

A4. Amount of the proposed transaction(s)

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Rs. 105 Crores - Transfer of Resources (Unsecured Loan/ Exchange fluctuation)	NIL
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the	1322.00%	

	immediately preceding financial year (2024-25).																		
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA																	
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available (2025-26).	887.62%																	
6.	Financial performance of the related party for the immediately preceding financial year:<table><tr><td>Particulars</td><td>FY 20XX-XX(INR)</td></tr><tr><td>Turnover</td><td></td></tr><tr><td>Profit After Tax</td><td></td></tr><tr><td>Net Worth</td><td></td></tr></table> Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 20XX-XX(INR)	Turnover		Profit After Tax		Net Worth		<table><tr><td>Particulars</td><td>FY 2025-26 (<u>Amount in USD</u>)</td></tr><tr><td>Turnover</td><td>12,65,436</td></tr><tr><td>Profit After Tax</td><td>52,51,265</td></tr><tr><td>Net Worth</td><td>2,80,90,064</td></tr></table> Exchange rate considered for the ISF is 1 USD= Rs.93.48	Particulars	FY 2025-26 (<u>Amount in USD</u>)	Turnover	12,65,436	Profit After Tax	52,51,265	Net Worth	2,80,90,064	
Particulars	FY 20XX-XX(INR)																		
Turnover																			
Profit After Tax																			
Net Worth																			
Particulars	FY 2025-26 (<u>Amount in USD</u>)																		
Turnover	12,65,436																		
Profit After Tax	52,51,265																		
Net Worth	2,80,90,064																		

A5. Basic details of the proposed Transaction

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
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1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transfer of Resources	NIL
2.	Details of each type of the proposed transaction	Loan write off and exchange fluctuation write off	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year	
4.	Whether omnibus approval is being sought?	No	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 105 Crores - Transfer of Resources (Unsecured Loan/ Exchange fluctuation)	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Listed Entity has availed a loan from the Related Party, and the proposed transaction is being undertaken for the purpose of writing off the outstanding loan amount. The transaction for waiver is being discussed with the lender as the Company's operations have almost become negligible and as stated in the Note 1 to the Financial statements, the current financial	

		statements for 2025-26 have been prepared on basis other than going concern.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Not Applicable	
	a. Name of the director / KMP	Not Applicable	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	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 Audit Committee has reviewed the Certificates provided by MD and CFO of the Company as required under the RPT Industry Standards.

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 No. 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 Group	Krishna Enterprises Limited	5%

Item No.5: Approval for Related Party Transactions with Father & Son Investment Private Limited

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 2026-27 and 2027-28.

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	Father & Son Investment Private 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 of immovable property (land): Rs. 15 Crores for FY 2026-27 (single financial year; not a multi-year transaction)
Any other information relevant or important for the members to take a decision on the proposed resolution.	Provided below, the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the

	Companies Act, 2013.
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Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions is enclosed below:

Details of the proposed transactions between Venlon Enterprises Limited and Father & Son Investment Private Limited, including the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Part A

Minimum information of the proposed RPT, applicable to all RPTs

**All figures mentioned are in Lakhs*

A1. Basic details of the related party:

Sl.No	Particulars of the information	Information provided by the management
1.	Name of the related party	Father & Son Investment Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real estate

A2. Relationship and ownership of the related party

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature	Mr. C. D. Datwani and Mr. Saroj Datwani, Directors of the listed entity, are 100%	NIL

	of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control.</i> <i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	shareholders of Father & Son Investment Private Limited. The listed entity does not hold any shares, directly or indirectly, in Father & Son Investment Private Limited, and Father & Son Investment Private Limited does not hold any shares in the listed entity.	
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A3. Details of previous transactions with the related party

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial	Nil. The advance referred to in this disclosure was	NIL

	year			received by the listed entity in an earlier financial year and not during FY 2025-26.	
	Sl. No	Nature of Transaction	FY 20XX-XX (INR)		
	<i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>				
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.			Nil	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.			No default has been made.	

A4. Amount of the proposed transaction(s)

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 15 Crores, being the value of land proposed to be sold to Father & Son Investment Private Limited in settlement/adjustment of the advance received from it in an earlier financial year.	NIL
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	

3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year (2024-25).	188.85%																
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA																
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	This is not ascertainable as there was no turnover of the related party during the immediately preceding financial year shared with us by the related party.																
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 20XX -XX (INR)</th></tr><tr><td>Turnover</td><td></td></tr><tr><td>Profit After Tax</td><td></td></tr><tr><td>Net Worth</td><td></td></tr></table> Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 20XX -XX (INR)	Turnover		Profit After Tax		Net Worth		<table><tr><th>Particulars</th><th>FY 2024 -25 (INR)</th></tr><tr><td>Turnover</td><td>-</td></tr><tr><td>Profit After Tax</td><td>8,88,01,774</td></tr><tr><td>Net Worth</td><td>10,81,980</td></tr></table>	Particulars	FY 2024 -25 (INR)	Turnover	-	Profit After Tax	8,88,01,774	Net Worth	10,81,980
Particulars	FY 20XX -XX (INR)																	
Turnover																		
Profit After Tax																		
Net Worth																		
Particulars	FY 2024 -25 (INR)																	
Turnover	-																	
Profit After Tax	8,88,01,774																	
Net Worth	10,81,980																	

A5. Basic details of the proposed Transaction

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of immovable property (land)	NIL
2.	Details of each type of the proposed transaction	Execution of sale deed for land in favour of Father & Son Investment Private Limited, in settlement of the advance received from it by the listed entity in an earlier financial year for the purpose of purchase of land.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year	
4.	Whether omnibus approval is being sought?	No	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 15 Crores for FY 2026-27 (single financial year; not a multi-year transaction)	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Settlement of a pre-existing advance received from the related party against transfer of land, thereby regularising a long-outstanding balance in the books of the listed	

		entity.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Mr. C. D. Datwani and Mr. Saroj Datwani	
	a. Name of the director / KMP	Mr. C. D. Datwani and Mr. Saroj Datwani	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	100 %	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	
9.	Other information relevant for decision making.	None	

Note: The asset proposed to be sold is neither a unit nor a division, Profit Centre, or Activity Centre. The said asset is being used solely for administrative purposes by the Listed Entity. Accordingly, Part B and Part C of the Industry Standards are not applicable.

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. 5 for their approval. The Audit Committee has reviewed the Certificates provided by MD and CFO of the Company as required under the RPT Industry Standards.

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 No. 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.

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
Chand Datwani	Promoter	Father and Son Investment Private Limited	100% (along with spouse Mrs. Saroj Datwani)

Item 6: Approval for sale of asset of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder and Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors of a company may sell, lease, transfer, liquidate or otherwise dispose of the whole or substantially the whole of the undertaking(s) or asset(s) of the Company only with the prior approval of the Members by way of a Special Resolution.

Members are informed that the financial statements of the Company for the financial year ended 31st March 2026, forming part of Item No. 1 of this Notice, have been prepared on a basis other than that of a going concern, as more fully explained in Note 1 to the said financial statements and in the Board's Report for FY 2025-26. The proposed sale under this Item No. 6, forms part of the Board's response to this position, aimed at realising value from the Company's assets and settling/discharging its liabilities in an orderly manner for the benefit of all stakeholders.

The proposed transaction involves the sale of the whole or substantially the whole of the undertaking/assets of the Company and accordingly falls within the ambit of Section 180(1)(a) of the

Act and Regulation 37A of the SEBI Listing Regulations. Accordingly, approval of the Members by way of a Special Resolution is being sought. The shareholders may note that the assets mentioned herein above are excluding those mentioned in the item No. 5 of this Notice.

The total sale consideration for the proposed transaction is INR 90 Crores (Rupees Ninety Crores Only), subject to such adjustments, if any, as may be agreed between the parties after negotiation with the Board.

The Board is of the opinion that, having regard to the position stated above, the proposed transaction is in the best interests of the Company and its stakeholders and represents an orderly means of realising value from the Company's principal undertaking for the benefit of its stakeholders.

Accordingly, the Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Below is the Disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl. No.	Particulars	Details
1	Object of Sale of the property	As disclosed above, the Company's accounts have been prepared on other than a going concern basis. Despite the Board's best efforts, the Company has been unable to secure adequate business to sustain its operations. The Board accordingly proposes to realise value from the whole or substantially the whole of the undertaking through a sale, to be finalised once a suitable buyer and terms are identified.
2	Commercial Rationale for sale of property	Land and assets are valued by a Registered Valuer. Based on those values and the prevailing market rates, the commercials will be negotiated.
3	Use of proceeds arising from sale.	To discharge/settle the Company's outstanding liabilities and to explore other options to get the best value to all the statkeholders.

Annexure to Item No.2 of the Notice:**Additional Details of Director seeking Re-appointment at the AGM:**

In pursuance to Regulation 36(3) of the SEBI (LODR) Regulation, 2015 and Secretarial Standard - 2 on AGM)

Particulars	Mr. Chand Daulat Datwani
Director Identification Number (DIN)	00355181
Date of birth (Age)	17/12/1952
Educational Qualification	Graduation
Designation and Category of Director	Chairman and Managing Director
No. of years of Experience	30 years
Nature of Expertise	Setting up of Industrial Projects
Brief Profile	A global businessman specialized in Projects implementation. He has over 3 decades of experience in plastics, formaldehyde and paraformaldehyde.
Listed entities (other than Venlon Enterprises Limited) in which Mr. Chand Daulat Datwani holds Directorship and Committee Membership as on 31st March 2026	NIL
Listed entities from which Mr. Chand Daulat Datwani has resigned as Director in past 3 years as on 31st March 2026	NIL
BSE Circular No. LIST/COMP/14/201 8-19 dated June 20, 2018 and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018	Mr. Chand Daulat Datwani is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.
Terms of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration sought to be paid	Already approved at the EGM held on 27 th June 2025 by the shareholders.
Remuneration last drawn	Rs. 45,00,000 P.A.
Date of first appointment at the Board	30th July 2011
Shareholding in the Company	0.42%
Relationship with other directors and Key Managerial Personnel	He is related to Ms. Saroj Datwani, Whole time Director and CFO
Number of Board meetings attended during the financial year ending March 31, 2026	5 (Five) out of 5 (Five)

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Tuesday, the 15th September 2026 at 9.00 a.m. and ends on Thursday, the 17th September 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, 11th September 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
 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 2026.