POLYAL
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, Website: www.venlonenterprises.co.in

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 11th December 2026 at 4 p.m. at the Registered Office of the Company situated at 26(P) Belavadi Industrial Area, Hunsur Road, Mysore- 570 018 to transact the following business:

Special Business:

1. **APPOINTMENT OF MR. SANTHOSH KUMAR SHET (DIN: 09784476) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules framed there under,read with Schedule IV to the Act and Regulations 17, 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, , and on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors, Mr. Santhosh Kumar Shet (DIN: 09784476), who was appointed as an Additional Director of the Company with effect from 18th September 2026, 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, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent non-executive director for a term of five consecutive years, effective from 18th September 2026 till 17th September 2031 or till such time 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: 17.11.2026

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.** A person can act as proxy on behalf of not more than fifty (50) members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other person or member.

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. The Company has provided remote e-voting facility to its members. The remote e-voting period shall commence on Tuesday, 8th December 2026 at 9:00 a.m. and end on Thursday, 10th December 2026 at 5:00 p.m. Members holding shares as on Friday, 4th December 2026 (cut-off date) may cast their votes electronically. The e-voting facility shall be disabled by CDSL thereafter.

4. 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 4th December, 2026. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the special business, is annexed to this Notice.

6. Route map of the venue of the EGM is enclosed with this Notice.

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

8. 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. Individual shareholders holding

shares in demat mode may instead log in through their Depository or Depository Participant in the manner set out in the e-voting instructions annexed to this Notice.

9. 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.

10. 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.

11. Mr. S. J. Madhwaraj, Advocate, has been appointed as the Scrutinizer by the Board of Directors. He shall scrutinize the remote e-voting and voting conducted at the EGM in a fair and transparent manner. The Scrutinizer shall submit his consolidated report to the Chairman, or to a person authorised by him in writing, within two working days of the conclusion of the EGM.

12. 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 and communicated to BSE Limited within two working days of the conclusion of the EGM.

13. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of the Board resolution or authorisation under Section 113 of the Companies Act, 2013 authorising their representative to attend and vote on their behalf at the EGM.

14. This Notice is also available on the Company's website www.venlonenterprises.co.in, on the website of CDSL at www.evotingindia.com and on the website of BSE Limited at www.bseindia.com.

15. The documents referred to in this Notice and in the Explanatory Statement, including the letter of appointment setting out the terms and conditions of appointment of the Independent Director, are available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the EGM, and will also be available at the EGM.

By Order of the Board of Directors

Date: 17.11.2026 Sd/-

Place: Mysore

G. D. RAMA RAO

Company Secretary

ANNEXURE 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. Santhosh Kumar Shet (DIN: 09784476) as an Additional (Independent Non-Executive) Director of the Company with effect from 18th September, 2026. The appointment was made at the meeting of the Board held on that day after the conclusion of the 42nd Annual General Meeting of the Company. The Company has received a declaration from Mr. Santhosh Kumar Shet (DIN: 09784476) 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"). 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. Santhosh Kumar Shet (DIN: 09784476) 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. Mr. Santhosh Kumar Shet is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other authority. The letter of appointment setting out the terms and conditions of his appointment is available for inspection as stated in the Notes to this Notice.

Brief profile of Mr. Santhosh Kumar Shet (DIN: 09784476) in terms of 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. SANTHOSH KUMAR SHET
DIN	09784476
Date of Birth/Age	26-06-1967 / 59 years
Nationality	Indian
Qualification	B.E. in Chemical Engineering from NITK Surathkal and PGDM in Systems & Marketing from TAPMI. He is also a Chartered Engineer (India) and Fellow of The Institution of Engineers (India).
Date of First Appointment	Date of appointment as Additional Director: 18th September 2026
Number of Board meetings attended during their tenure (Held/Attended)	1 / 1

Directorship in other entities	One: NITCO Limited
Remuneration last drawn	Sitting fees for the Board meeting attended
Membership / Chairmanship in Committees of other entities	Chairperson of the Stakeholder Relationship Committee and Member of the Nomination and Remuneration Committee of NITCO Limited.
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship between directors Inter-se	Mr. Santhosh Kumar Shet is not related to any of the Directors of the Company.
Terms and Conditions of Appointment	Mr. Santhosh Kumar Shet 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, effective from 18th September 2026 till 17th September 2031 (both days inclusive) or till such time he holds IDDB membership, whichever is earlier.
Remuneration proposed to be paid	He shall be entitled to receive sitting fees for attending meetings of the Board and its Committees, as applicable, along with reimbursement of expenses incurred in connection with attending such meetings.
Justification for Appointment and skills & capabilities required for the role and the manner in which the proposed Independent Directors meets such requirements.	Mr. Santhosh Kumar Shet possesses extensive leadership experience and professional expertise, as detailed in his brief profile below. Having regard to the Company's present requirements, the Nomination and Remuneration Committee identified corporate governance, regulatory and statutory compliance, corporate restructuring, contract and commercial management and stakeholder engagement as the skills and capabilities required for the role. Mr. Santhosh Kumar Shet has over 30 years of experience in these areas, including hands-on experience of restructuring and resolution processes, and currently serves as an Independent Director and as Chairperson / Member of Board Committees of another listed company. The Committee and the Board are accordingly of the view that he meets these requirements and that his appointment would be in the interest of the Company.

Nature of expertise in specific functional areas	• Corporate Governance and Board Leadership; • ESG and Sustainability Management; • Regulatory and Statutory Compliance; • Project Management & Greenfield Project Execution; Manufacturing and Operations Management; • Business Development and Commercial Management; • Procurement and Contract Governance; • Corporate Restructuring and Corporate Insolvency Resolution Process (CIRP). • He is also an IICA-certified ESG professional and a BARC-trained Radiation Safety Officer recognised by AERB.
Brief resume of the Director	Mr. Santhosh Kumar Shet is a Board-level Executive and Independent Director with over 30 years of end-to-end leadership spanning corporate governance, ESG oversight, regulatory affairs, and multi-functional execution across manufacturing, petrochemicals, and large-scale infrastructure projects. Brings a balance of statutory compliance, risk mitigation, and commercial expertise tailored for listed companies navigating expansion, restructuring, or ESG transformations. Professional background supported by a B.E. in Chemical Engineering (NITK Surathkal), PGDM in Systems & Marketing (TAPMI), Chartered Engineer (India), and Fellow of The Institution of Engineers (India), NAIL member. Consultant on ESG, Start up support and Regulatory Affairs He is currently serving as Independent Director of NITCO Limited, also serves as Chairperson of the Stakeholder Relationship Committee and Member of the Nomination & Remuneration Committee in that Company, where he steered compliance, stakeholder engagement, risk management, and executive evaluation frameworks. Contributed board-level guidance during a transformative phase that enabled the company to strengthen operational compliance, restructure key asset frameworks, and secure high-value commercial milestones. He also possesses hands-on experience in Corporate Insolvency Resolution Processes (CIRP) and resolution frameworks, ensuring board-level vigilance over capital allocation and debt-resolution strategies.
Names of the listed entities in which the person holds directorship and the membership of Committees	**NITCO Limited** – Independent Director; Chairperson of the Stakeholder Relationship Committee and Member of the Nomination and Remuneration Committee.

of the Board (along with listed entities from which the person has resigned in the past three years	Listed entities from which he has resigned during the last three years: None.

Pursuant to the provisions of the regulation 17(1C) and regulation 25(2A) of the SEBI Listing Regulations and other provisions of the Companies Act, the approval of the Members is being sought within 3 months of appointment and at the first general meeting held after his appointment, by way of special resolution. However, pursuant to 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. Santhosh Kumar Shet as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a period of five (5) years, effective from 18th September 2026 till 17th September 2031 (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. Santhosh Kumar Shet and his relatives, are concerned or interested, financially or otherwise, in the above resolution. Mr. Santhosh Kumar Shet 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.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

i. The voting period begins on Tuesday, the 8th December 2026 at 9.00 a.m. and ends on Thursday, the 10th December 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, 4th December 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.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 (now forming part of SEBI's Master Circular for listed entities), individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access the e-voting facility.

A. Login method for individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode with CDSL: (1) Users who have opted for the CDSL Easi / Easiest facility can log in with their existing user ID and password at www.cdslindia.com (Login > My Easi New (Token)). After login, the e-voting option will be shown for eligible companies where e-voting is in progress; on clicking it, the user reaches the e-voting page of the e-voting service provider without any further authentication and can cast the vote during the remote e-voting period. (2) Users not registered for Easi / Easiest can register at www.cdslindia.com (Login > My Easi New (Token) > Registration). (3) Alternatively, the user can access the e-voting page directly through the e-voting link on the home page of www.cdslindia.com by providing the demat account number and PAN. The system will authenticate the user by sending an OTP to the mobile number and e-mail ID registered in the demat account, after which the e-voting option will be available.

Individual shareholders holding securities in demat mode with NSDL: (1) Users registered for the NSDL IDeAS facility may visit https://eservices.nsdl.com, click on "Beneficial Owner" under "Login" in the IDeAS section and enter their user ID and password. After authentication, click on "Access to e-Voting" under e-Voting services and then on the Company's name or the e-voting service provider's name (CDSL) to be redirected to the e-voting page for casting the vote. (2) Users not registered for IDeAS can register at https://eservices.nsdl.com ("Register Online for IDeAS"). (3) Alternatively, visit https://www.evoting.nsdl.com, click on "Login" under the Shareholder/Member section and enter the user ID (the sixteen-digit demat account number held with NSDL), password/OTP and the verification code shown on the screen. After authentication, click on

the Company's name or the e-voting service provider's name (CDSL) to be redirected to the e-voting page.

Login through Depository Participants: Individual shareholders holding securities in demat mode can also log in using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for the e-voting facility. After login, click on the e-voting option to be redirected to the NSDL/CDSL site and, after authentication, click on the Company's name or the e-voting service provider's name (CDSL) to cast the vote.

Members who are unable to retrieve their user ID or password may use the "Forgot User ID" / "Forgot Password" options available on the above websites. For any technical issue in logging in through a Depository, members holding securities with CDSL may contact the CDSL helpdesk at helpdesk.evoting@cdslindia.com or toll free no. 1800 21 09911, and members holding securities with NSDL may contact the NSDL helpdesk at evoting@nsdl.co.in or 022-4886 7000.

B. Login method for shareholders holding shares in physical form and for non-individual shareholders holding shares in demat form

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.
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.

Next enter the Image Verification as displayed and Click on Login.
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.
If you are a first-time user follow the steps given below:

	For shareholders holding shares in physical form and non-individual shareholders holding shares in demat form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ▪ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or to contact the Company/RTA.
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).

ii. After entering these details appropriately, click on "SUBMIT" tab.

iii. 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.

iv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

v. Click on the EVSN for the relevant <Resolution of Venlon Enterprises Limited> on which you choose to vote.

vi. 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.

vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

viii. 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.

ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

x. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xi. 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.

xii. 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.

xiii. **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.

xiv. **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: Mr. S. J. Madhwaraj, B.Com., LL.B., was appointed as the Scrutinizer, as approved by the Board of Directors at its meeting held on November 13, 2026.

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:	26(P), Belawadi Industial Area, Hunsur Road, Mysore- 570 018.

Name of the members(s):
Registered address:

e-Mail ID:

Folio No./Client ID:
DP ID:

I/We, being the member(s) of .....shares 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 11th day of December 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. Santhosh Kumar Shet (DIN: 09784476) as an Independent Director of the Company

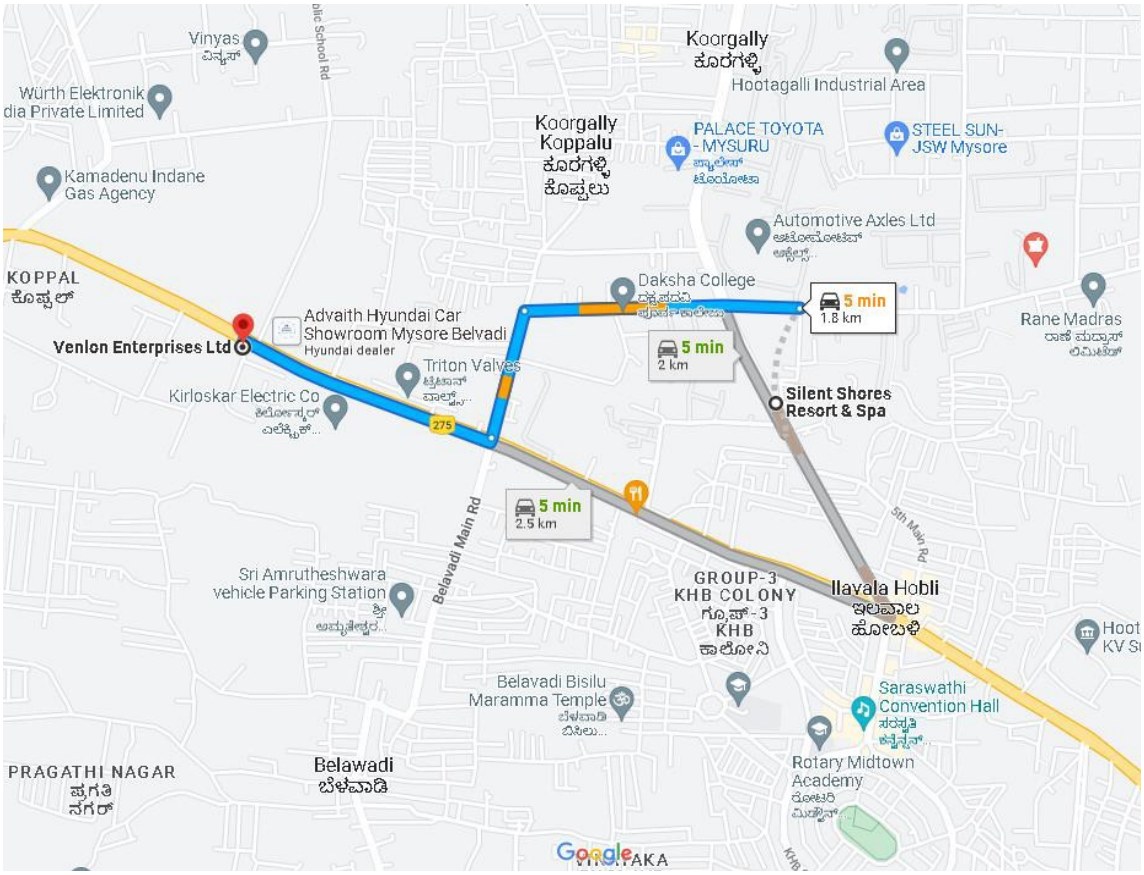
Signed this .....day of .....2026.

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

Attendance slip for Extra-ordinary General meeting

Day & Date : Friday, 11th December 2026

Place : 26(P), Belawadi Industial Area, Hunsur Road, Mysore- 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, 11th December 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.