



VENLON ENTERPRISES LTD.

Regd. Office & Works : 26 (P) & Plot No. 2, Belavadi Industrial Area, Hunsur Road, Mysore - 570 018. CIN : L24231KA1983PLC015089
Phone : (0821) 2402530-5 Lines, 2402029, Fax : (0821) 2402259, 2402905, e-mail : mail@venlonenterprises.com.

VENLON ENTERPRISES LIMITED, Mysuru

CIN: L24231KA1983PLCO15089

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Venlon Enterprises Limited will be held on Saturday the 30th March 2019 at 4-30 pm at the Registered Office of the Company at 26(p) Belavadi Industrial Area, Hunsur Road, Mysuru-570 018 to transact the following business:

Special Business :

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

RESOLVED THAT pursuant to regulation 17 (1A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018, consent of the shareholders, be and is hereby accorded to Shri K.V. Chitalia, DIN 00355215 aged about 80 years, holding office as Independent Director to continue to hold the said office beyond 1st April 2019, till the conclusion of ensuing Annual General Meeting being the original term.

2. To consider and if thought fit to pass with or without modification(s) the following Resolution as Special Resolution:

RESOLVED THAT pursuant to regulation 17(1A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018, consent of the shareholders, be and is hereby accorded to Shri S.Bhyrappa DIN 01340963 aged about 90 years, holding office as Independent Director to continue to hold the said office beyond 1st April 2019, till the conclusion of ensuing Annual General Meeting being the original term.

3. To consider and if thought fit to pass with or without modification(s) the following Resolution as Special Resolution:

Resolved that Pursuant to provisions of Section 188 read with Sec 180 of the Companies Act 2013 and other applicable provisions, if any, and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, consent of the members, be and is hereby accorded to the Company to sell, lease, mortgage or otherwise dispose off a portion of any kind of property or render any utility service to such related parties more particularly described in the explanatory statement and such contract or arrangement shall be on arms length basis so however that the aggregate value shall not exceed Rs.35 crores (rupees thirty five crores).

Resolved further that the Board of Directors be and is hereby authorized to take necessary steps to give effect to the above special Resolution.

Further Resolved that the approval of Company's Bankers be obtained wherever necessary.

Place: Mysuru

Date: 31st Jan 2019

By order of the Board

Sd/-

C.D. Datwani

Chairman

Regd. Office:

Plot No. 26(p)

26(p) Belavadi Industrial Area,

Hunsur Road, Mysuru-570 018

NOTES:

1. **A member entitled to attend and vote in the above meeting is entitled to appoint one or more proxies to attend and vote instead of him and such proxy need not be a member of the Company.** Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility for e-voting for all the businesses mentioned in the notice. The members can exercise their right to vote through electronic means. The facility of casting the votes by members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') shall be provided by Central Depository Services (India) Limited (CDSL). The instruction for e-voting is annexed to the notice.
3. Members are requested to notify change in address, if any, immediately to M/s Computech Sharecap Ltd., Registrars and Share Transfer Agents situated at 147, 3rd Floor, M.G.Road, Fort, Mumbai - 400 001, quoting folio number / demat particulars.
4. Members holding shares in physical form are requested to dematerialise them pursuant to Gazette notification by SEBI, dated June 8, 2018 within 31st March 2019.
5. All documents referred to in the above notice are open for inspection at the Registered Office of the Company between 10 a.m. and 1.00 p.m. on all working days up to the day of the Annual General Meeting including signed original of this Report.
6. Members/Proxies should bring this Notice. The attendance is provided at the entrance of the hall.
7. 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 of **23rd March 2019.**
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.
9. The Chairman shall, at the EGM, at the end of discussion on the resolutions 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 facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not already casted their votes by remote e-voting, shall be able to exercise their right at the meeting.
11. 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.

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.com and on the website of CDSL within three (3) days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchange.

By Order of the Board

Place: Mysuru

Date: 31st Jan 2019

Sd/-

**C. D. Datwani
Chairman**

Registered Office:

Plot No: 26(P)

Belavadi Industrial area,

Hunsur Road,

Mysuru-570018

Explanatory Statement pursuant to Sec 102(1) of the Companies Act 2013.

Item (1) and (2) :

As per the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, , which shall come into force on 1st April 2019, the approval of the shareholders by way of Special resolution is required for continuation of office by Independent Directors aged beyond 75 years.

Hence, approval is being sought for the continuation of Shri. K.V.Chitalia, aged about 80 years, and Shri S. Bhyrappa, aged about 90 years, as the independent directors of the Company from 1st April 2019 till the conclusion of ensuing Annual General meeting, which is the original term.

Shri K.V. Chitalia is acute businessman having specialized knowledge and skill in Plastic Products and was Chairman of Plastic Industries Manufacturers of India. He could guide and advice the Board in the main line of activity of the Company. His long standing association with the Company has been of high value addition. Therefore the Board has thought it fit and proper to continue him as Independent Director.

Except Shri K.V.Chitalia no other Director is interested or concerned in the Resolution.

Shri S. Bhyrappa is a Senior Advocate. Under the present day circumstances an Independent Director of his caliber is a requirement. Therefore the Board has thought it fit and proper to continue him as Independent Director.

Except Shri Bhyrappa no other Director is interested or concerned in the Resolution.

Item (3) :

Based on the agenda papers placed before it the Board framed the following explanatory statement :

It is likely that manufacture of Formaldehyde activity will be carried out by M/s Dechem Resins Ltd. a related party, adjacent to the Company. Certain utility services will be drawn by it from Venlon for which Dechem will pay Royalty/Lease Rent as agreed by and between the parties.

As required under the rules, please find below the relevant details:

Name of the related party	Dechem Resins Limited (CIN: U85110KA1992PLC013148)
Name of the Director who is related	Chand Datwani and Saroj Datwani
Nature of relationship	Common directorship with 2% or more shareholding by themselves or relative.
Nature, Material terms, Monetary value, Particulars of contract or arrangement	Utility services from and/or purchase of property of any kind within the monetary value prescribed in the resolution at arm's length pricing and within the frame work of Sec 188.
Any other details	Regulatory Compliances of State/Central Government.

It is also proposed to sell, lease, mortgage or otherwise dispose off a portion of property to related private companies to tied over the negative networth and adverse cash flow of the Company. The transactions shall be at arm's length pricing and within the frame work of provisions of Sec 188 of the Companies Act 2013. The details of the Companies and other information as required under the Act is given below:

Name of the related parties	<ul style="list-style-type: none"> a. Abha Finance Private Limited (CIN: U65990MH1994PTC082695) b. Father & Son Overseas Private Limited (CIN: U51900MH1995PTC090273) c. Girnar Residency Private Limited (CIN: U65910MH1999PTC122402) d. Kamdhenu Residency Private Limited (U45200MH2000PTC126889) e. Midtown Realtors Private Limited (CIN: U45200MH2000PTC126892) f. Sanchay Residency Private Limited (CIN:U70200MH2000PTC126911) g. Sanchit Realtors Private Limited (CIN:U70100MH2000PTC126890) h. Sangeet Residency Private Limited (CIN:U70100MH2000PTC126874) i. Venlon Investments Private Limited (CIN: U67120MH1996PTC095298) j. Sanjog Residency Private Limited (CIN: U45200MH2000PTC126875) k. Father & Son Investment Private Limited (CIN: U65990MH1994PTC083003)
Name of the Director who is related	Chand Datwani and Saroj Datwani
Nature of relationship	Common Directorship with more than 2% share holding
Nature, Material terms, Monetary value, Particulars of contract or arrangement	Selling, Mortgaging or otherwise disposing of any kind of property or leasing them.
Any other details	Regulatory Compliances of State/Central Government.

The aggregate value of the above transactions shall not exceed the prescribed limit in the resolution.

As required under the provisions of the Act, the shareholders' approval is being sought by way of Special resolution.

Except Shri Chand Datwani and Smt. Saroj Datwani, no other Director is interested or concerned.

By order of the Board

Place : Mysuru

Date : 31st Jan 2019

Sd/-

C.D. Datwani
Chairman

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **27th March 2019** at 10.00 a.m. and ends on **29th March 2019** 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 23rd March 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and hence, remote e-voting shall not be allowed beyond the time mentioned above.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> ▪ 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 on 31st Jan 2019.

Form No. MGT-11

Proxy Form

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

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

Name of the members(s):
Registered address:
e-Mail ID:
Folio No./Client ID:
DP ID:

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

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

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

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the company, to be held on the **30th** day of **March** at **2019** at **4-30 p.m.** at the Registered Office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To consider and pass continuation of appointment of Shri K.V. Chitalia as Independent Director aged above 75 yrs by way of Special Resolution.
2.	To consider and pass continuation of appointment of Shri S. Bhyrappa as Independent Director aged above 75 yrs by way of Special Resolution.
3.	To authorize Board u/s 188 read with Sec 180 of the Companies Act 2013 to approve RPT by way of Special Resolution.

Landmark: *Near Belavadi Post Office.*

Signed thisday of20.....

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.