



## VENLON ENTERPRISES LTD.

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

### **Notice of Postal Ballot by Electronic Means**

*Under go green initiative of Central Government*

Notice is hereby given Under Section 110 of the Companies Act 2013 read with rule 22 of Companies (Management and Administration) Rules 2014 and Regulation 23 of Sebi (LODR) Regulations 2015 to transact the following business:

**Item No. 1: To consider and if thought fit to pass the following Resolution as Special Resolution:**

“Resolved that pursuant provisions of Section 180, 185, 186 and 188 of the Companies Act 2013 and other applicable provisions, if any, and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 or any other law for the time being in force to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security to any party including a related party whose particulars is described in the explanatory statement attached herewith, so however that the aggregate value shall not exceed Rs.35 crores (Rupees Thirty five crores only) and the transaction shall be at arm’s length pricing”.

Further Resolved that the Board of Directors of the Company be and is hereby authorized to take necessary steps to give effect to the above special Resolution and if deemed fit authorize any person in this behalf.

**Item No. 2: To consider and if thought fit to pass the following Resolution as Special Resolution:**

“Resolved that pursuant provisions of Section 180, 185, 186 and 188 of the Companies Act 2013 and other applicable provisions, if any, and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 or any other law for the time being in force to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security to any party including a related party whose particulars is described in the explanatory statement attached herewith, so however that the aggregate value shall not exceed Rs.20 crores (Rupees Twenty crores only) and the transaction shall be at arm’s length pricing”.

Further Resolved that the Board of Directors of the Company be and is hereby authorized to take necessary steps to give effect to the above special Resolution and if deemed fit authorize any person in this behalf.

By order of the Board

Date : 31/01/2020  
Address : Mysuru.

Sd/-  
C.D. Datwani  
Chairman  
DIN: 00355181

**Notes :**

- 1) Explanatory statement as required u/s 102 of the Companies Act 2013 is attached.
- 2) The cut off date for voting is 21<sup>st</sup> Feb 2020. Commencement and closure dates of voting period is provided in the procedure of Electronic Voting Facility which permits shareholders holding shares in Physical Form also to vote electronically. Central Depository Services (India) Ltd. is the service provider. Their instruction kit is attached.
- 3) Shareholder holding shares in **Physical Form** are requested to carefully read the kit provided by CDSL and annexed hereto, to vote Electronically.
- 4) A copy of the notice with Ballot paper has been posted on Company website [www.venlonenterprises.com](http://www.venlonenterprises.com).
- 5) Newspaper notification as provided in the aforesaid rule will be released after despatch of this notice.
- 6) The Resolutions, if approved will be effective from the date on which the Scrutinizer will release the result within the period prescribed by Law.

**Explanatory Statement pursuant to Sec 102(1) of the Companies Act 2013.****Item No. 1:**

As required under the aforesaid rules details of related party is provided below:

Name of the related party	<b>Dechem Resins Limited</b> (CIN: U85110KA1992PLC013148)
Name of the Director who is related	<b>Chand Datwani and Saroj Datwani</b>
Nature of relationship	Common directorship with 2% or more shareholding by themselves or relative.
Nature, Material terms, Monetary value, Particulars of contract or arrangement	To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security.
Any other details	The beneficiary Company shall utilize the aforesaid facilities only for the purpose of its principal business activity. Loan granted if any, is repayable on demand. Interest rate shall be at bank lending rate for the period. Other facilities if utilized shall be at prevailing bank charges.

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

**Item No. 2:**

As required under the aforesaid rules details of related party is provided below:

Name of the related parties	<ol style="list-style-type: none"> <li>a. Abha Finance Private Limited (CIN: U65990MH1994PTC082695)</li> <li>b. Father &amp; Son Overseas Private Limited (CIN: U51900MH1995PTC090273)</li> <li>c. Girnar Residency Private Limited (CIN: U65910MH1999PTC122402)</li> <li>d. Kamdhenu Residency Private Limited (U45200MH2000PTC126889)</li> <li>e. Midtown Realtors Private Limited (CIN: U45200MH2000PTC126892)</li> <li>f. Sanchay Residency Private Limited (CIN:U70200MH2000PTC126911)</li> </ol>
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	g. Sanchit Realtors Private Limited (CIN:U70100MH2000PTC126890) h. Sangeet Residency Private Limited (CIN:U70100MH2000PTC126874) i. Venlon Investments Private Limited (CIN: U67120MH1996PTC095298) j. Sanjog Residency Private Limited (CIN: U45200MH2000PTC126875) k. Father & Son Investment Private Limited (CIN: U65990MH1994PTC083003)
Name of the Director who is related	Chand Datwani and Saroj Datwani
Nature of relationship	Common Directorship with more than 2% share holding
Nature, Material terms, Monetary value, Particulars of contract or arrangement	To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security.
Any other details	The beneficiary Company shall utilize the aforesaid facilities only for the purpose of its principal business activity. Loan granted if any, is repayable on demand. Interest rate shall be at bank lending rate for the period. Other facilities if utilized shall be at prevailing bank charges.

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

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

Date : 31/01/2020

Place : Mysuru

**Sd/-**  
**C.D. Datwani**  
Chairman  
DIN: 00355181

**The instructions for shareholders voting electronically holding shares either in Physical or Electronic mode are as under:**

- i) The voting period begins on **25<sup>th</sup> Feb 2020** at 10.00 a.m. and ends on **25<sup>th</sup> March 2020** 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 **21<sup>st</sup> Feb 2020** 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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).</li> </ul>

- 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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 31<sup>st</sup> Jan 2020 with his acceptance. His Entity ID as Scrutinizer in CDSL portal is 32650. His postal address is No.1493, 1<sup>st</sup> Floor, Sarada Vilas Road, K.M. Puram, Mysuru-570 004.



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### POSTAL BALLOT FORM

Name and Registered Address of the sole/first :  
named member

Name(s) of the Joint Holder(s), if any: :

Folio No./ \*DP ID & Client ID :  
(\*applicable only to members holding equity  
shares in dematerialized form)

No. of Equity Share(s) held :

I/We hereby exercise my/our vote(s) in respect of the following Resolution(s) to be passed through Postal Ballot as set out in the Postal Ballot Notice dated January 31, 2020 by conveying my/our assent or dissent to the said Resolution(s) by placing a tick (√) mark in the appropriate box.

Item No.	Description of the Resolution	No. of Shares for which votes cast	FOR	AGAINST
			I assent to the resolution	I dissent to the resolution
1.	<b>Special Resolution:</b> To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security. To Dechem Resins Limited (CIN: U85110KA1992PLC013148)			
2.	<b>Special Resolution:</b> To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or grant loans or extend guarantee or provide Security to 11 Private Companies of interested Directors as disclosed in Explanatory Statement.			

Place :

Date :

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(Signature(s) of the Member)

#### Note:

- 1) As per Companies (Management and Administration) Rules 2014 Postal Ballot means Quote "Voting by Post or Electronic means within a period of thirty days from the date of dispatch of notice".
- 2) Considering go green initiative, the Management is providing voting by Electronic means even for shareholders holding shares in Physical mode.
- 3) Despite this, if a shareholder opts to post the Ballot paper to Scrutinizer by post, it should reach him before 5 pm on 25<sup>th</sup> March 2020 and can claim cost of Rs.5/- from the Company, subject to receipt of cover by him, being Postal cover charges which will be reimbursed, but not for any other mode of dispatch.