

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of VENLON ENTERPRISES LIMITED will be held on Thursday the 28th September 2017 at 4.30 p.m. at Hotel Dasaprakash Paradise, Yadavagiri, Mysore-570 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2017, audited cash flow statement as on that date and audited Statement of Profit and Loss for the year ended as on that date and reports of the Board of Directors, Corporate Governance, Auditors and Secretarial audit report thereon.
2. To appoint a Director in place of Smt. Saroj Datwani (DIN: 00355148), who retires by rotation and being eligible offers ~~hers~~ self for re-appointment.
3. 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 Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 the Act and Rules framed there under (including any Statutory modification/s or re-enactments thereof for time being in force) CA.B.S.Puneeth, Chartered Accountant Membership No.: 233893, be and is hereby appointed as the Statutory auditor of the Company to hold office from the conclusion of the 33rd Annual General Meeting of the Company till the conclusion of the 38th Annual General Meeting (subject to ratification of his appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 149,152& 160 of Companies Act, 2013, SEBI(Listing Obligations and Disclosures) Regulations 2015 and other applicable provisions, K.V. Chitalia (DIN:00443945) who was appointed as Additional director at the meeting of the Board of directors of the Company, held on 30th May 2017 and holds office up to the conclusion of the



33rd Annual General Meeting be and is hereby appointed as Non-executive Independent Director of the Company, till the conclusion of 35th Annual General Meeting.

5. To consider and if thought fit, to pass the following, with or without modification, as Special Resolution:

"Resolved that pursuant to the provisions of Section 196 and Schedule V of the Companies Act, 2013 consent be and is hereby accorded to the reappointment of Shri Chand D Datwani as Managing Director for a period of three years from 30th March 2018 on the following terms :

A. Remuneration Rs 5,00,000 Per month.

B. Perquisites:

a. Contribution to Provident Fund, Superannuation Fund and / or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

b. Gratuity payable at the rate not exceeding half a month's salary for each of the completed year of service, and

c. Encashment of leave at the end of tenure.

6. To consider and if thought fit, to pass the following, with or without modification, as Special Resolution:

"Resolved that pursuant to the provisions of Section 196 and Schedule V of the Companies Act, 2013 consent be and is hereby accorded to the reappointment of Smt. Saroj C Datwani as CFO and Whole Time Director for a period of three years from 30th March 2018 on the following terms :

A. Remuneration Rs 5,00,000 Per month.

B. Perquisites:


a. Contribution to Provident Fund, Superannuation Fund and / or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

b. Gratuity payable at the rate not exceeding half a month's salary for each of the completed year of service, and

c. Encashment of leave at the end of tenure.

Place: Mysore

Date: 31st July 2017


By Order of the Board
C. D. Datwani
Chairman

Registered Office:

Plot No: 26(P)

Belavai Industrial area

Hunsur Road,

Mysore -570018

CIN: L24231KA1983PLC015089

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 AGM ('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 Register of members and the Share Transfer Books in respect of the equity shares of the company will remain closed from 23rd September 2017 to 28th September 2017(both days inclusive).
4. 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.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The e-mails ids may be sent to the Company's registered office or to the Registrar and Share Transfer agents through a letter duly signed by the member indicating Folio number/demat particulars.
6. 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 upto the day of the Annual General Meeting.
7. Members/Proxies should bring the Annual report and the duly filled in Attendance Slip. The attendance slip shall be handed over at the entrance of the hall.
8. 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 22nd September 2017.



9. Any person who acquires the shares and becomes a member of the Company after the despatch 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.
10. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
11. 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.
12. 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.
13. 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 AGM of the Company and communicated to the Stock Exchanges.
14. Details of Director seeking re-appointment (as required under Reg. 36 (3) have been provided under the Explanatory statement.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:

Item No.4:

Shri. K.V. Chitalia(DIN:00443945) who resigned from the Directorship on 30th July 2016, was appointed again by the Board of Directors, as additional independent director on 30th May 2017.

As per the Companies Act 2013, read with the Listing Regulations, it is proposed to appoint Shri. K.V. Chitalia as an Independent Director to hold office till the conclusion of 35th Annual General Meeting, w.e.f the date of this annual general meeting. Mr. K.V. Chitalia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. K.V. Chitalia for the office of Director of the Company.



The Company has also received disclosures and declarations from Shri. K.V.Chitalia that he meets with the criteria as prescribed under sub-section (6) of Section 149 of the Act and under Listing regulations.

In the opinion of the Board, Shri K.V. Chitalia, fulfils the conditions for appointment as Independent Director as specified in the Act and rules made thereunder and the Listing regulations and the proposed director is independent of the management.

Brief resume of Shri.K.V.Chitalia, nature of his expertise in specific functional areas relationships between directors inter-se as stipulated under regulation 33(6) of the Listing Regulations, 2015, are provided in the Quarterly Corporate Governance Report and herein below: This Statement may also be regarded as a disclosure under said regulation.

Shri K.V. Chitalia is a Director in M/s Prima Plastics Limited, and member of ACB and NRC in that company.

Shri.K.V.Chitalia, is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. The relatives of Shri. K.V.Chitalia, may be deemed to be interested in the resolution set out at Item No.4 of the Notice, to the extent of their shareholding interest, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No.5

Shri Chand D Datwani completes his term of three years on 30th March 2018. The resolution is proposed to comply with the provisions contained in Sections 196 and 197 read with Schedule V of the Companies Act 2013. He is promoter Director and extension is sought for three years from 30th March 2018. The resolution is based on the recommendation of the Nomination and Remuneration Committee consisting of independent directors.



Except Mr. Chand D. Datwani and Smt. Saroj C Datwani, no other director and key managerial person is interested in the resolution.

The Board of Directors recommend the adoption of this resolution.

Item No.6

Smt. Saroj C Datwani completes her term of three years on 30th March 2018

The resolution is proposed to comply with the provisions contained in Sections 196 and 197 read with Schedule V of the Companies Act 2013. She is looking after HRD functions of the Company as a whole time director. She is also the CFO of the Company on whole time basis and has been incharge of overseeing the production activity of film segment . Extension is sought for three years from 30th March 2018. The resolution is based the recommendation of the Nomination and Remuneration Committee consisting of independent directors.

Except Mr. Chand D. Datwani and Smt Saroj C Datwani, no other director and key managerial person is interested in the resolution.

The Board of Directors recommend the adoption of this resolution.

Statement per proviso to Section II of part II of Schedule V of the Companies Act 2013

I. General information:-

(1) Nature of industry- Manufacture of PET Chips, Polyester Film, Formaldehyde and Paraformaldehyde and Generation of Wind Energy.

(2) Date or expected date of commencement of commercial production -

Date of commencement of commercial production of Polyester Film is 30th March 1987 and that of Formaldehyde and Wind Energy is in the Financial Years ended 2004 and 2005.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not Applicable

(4) Financial performance based on given indicators- Not Applicable

(5) Foreign investment or collaborations- NIL



II Information about the appointee:

		Chand D Datwani	Saroj C Datwani
1.	Background Details	Statutory Appointment Under Companies Act 2013	Statutory appointment under Companies Act 2013
2.	Remuneration - Existing	Rs. 60 lakhs per annum plus PF to the extent not taxable under the income tax Act 1961	Rs. 60 lakhs per annum plus PF to the extent not taxable under the income tax Act 1961
		Plus Gratuity as Applicable	Plus Gratuity as Applicable
		Plus Leave encashment as per company rule	Plus Leave encashment as per company rule
3.	Recognition or Awards	Tamra Patra Awardee of Karnataka Government	NIL
4.	Job profile & its Suitability	Techno Commercial Executive	Finance and Shop floor expertise of Polyester Film Segment.
5.	Remuneration Proposed	Rs. 60,00,000 Per Annum Plus PF to the extent not taxable under the income tax Act 1961. Plus Gratuity as applicable Plus Leave encashment	Rs 60,00,000 Per Annum Plus PF to the extent not taxable under the income tax Act 1961. Plus Gratuity as applicable Plus Leave encashment
6.	Comparatives remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Much lower than industry size and profile of the position and person. (Not expatriate person)	Much lower than industry size and profile of the position and person. (Not expatriate person)
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Smt. Saroj Datwani is the spouse of Shri. C.D Datwani	Shri C.D Datwani is the spouse of Smt. Saroj Datwani.

III. Other Information:

Reasons of Loss or inadequate profits- Company's product is competitive and price is market driven.

Steps taken or proposed to be taken for improvement and expected increase in productivity and profitability in measurement terms:

- Film line of Manufacturing activity has been marginal due to stiff competition.
- Formaldehyde plant capacity has been doubled by promoters contribution as the demand for the product is slowly and steadily increasing with slight improvement in margin.

Place: Mysore
Date: 31st July 2017

By Order of the Board
C. D. Datwani
Chairman

Registered Office:
Plot No: 26(P)
Belavadi Industrial area
Hunsur Road,
Mysore -570018

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 25th September 2017 at 10.00 a.m and ends on 27th September 2017 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 22nd September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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. Eg. 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).



- i) After entering these details appropriately, click on "SUBMIT" tab.
 - ii) 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.
 - iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - v) 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.
 - vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - vii) 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.
 - viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - x) 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.
 - xi) 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.
- i) 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.
- ii) 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 July 2017.

