



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

To,

Date: 23.05.2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

Script code: 524038

Dear Sir,

Sub: Compliance under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith, Secretarial Compliance Report duly issued by R.C. VENKATESH RAO, Company Secretary in practice, for the financial year ended 31st March, 2024.

The above is for your information and record, please.

Thanking you,

Yours faithfully

For VENLON ENTERPRISES LIMITED

G D Ramarao

Company Secretary



R. C. VENKATESH RAO

B.Com., F.C.S., LLB.,

Company Secretary

Certificate of Practice No. 2733

New # 20 (Old No. 35),
Mallikarjuna Temple Street,
Opp. CMA Bhavan,
Basavanagudi,
BANGALORE - 560 004.

Off: 26616554 / Mobile: 98450 65943
E-mail: rcvenkateshrao@yahoo.co.in

ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

VENLON ENTERPRISES LIMITED

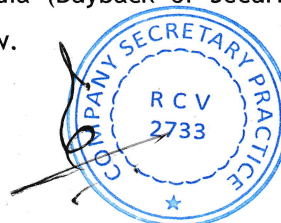
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

I, R.C. VENKATESH RAO, Practicing Company Secretary, have examined:

- a. all the documents and records made available to us and explanation provided by Venlon Enterprises Limited ("the listed entity"),
- b. the filings/ submissions made by the listed entity to the Stock Exchanges,
- c. website of the listed entity
- d. any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended as on 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

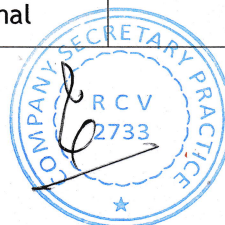
- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable during the year under review.
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;-N.A.
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable during the year under review.



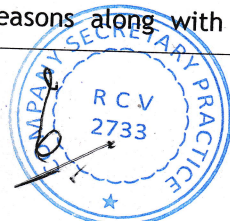
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable during the year under review.
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable during the year under review.
- f. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- g. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2021: Not applicable during the year under review.
- h. Securities and Exchange Board of India (Depository Participant) Regulations, 2018
- i. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable during the year under review.
- j. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

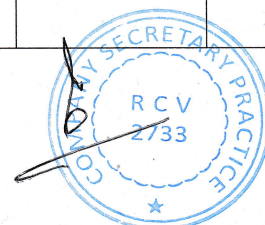
Sl. No	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>We have conducted a review of the compliance of listed entity in accordance with the Secretarial Standards issued by ICSI, namely Secretarial Standard 1 and Standard 2 as amended.</p>	YES	
2	<p><u>Adoption and timely updation of the policies</u></p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable to the listed entities.</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</p>	YES	
3	<p><u>Maintenance and disclosures on Website:</u></p> <p>Address:-</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional 	YES	



	<p>website</p> <ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 		
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The listed entity does not have any subsidiaries
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees as prescribed in SEBI Regulations</p>	YES	
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with</p>	YES	There were



	confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	no such instances.	
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	NA	As per the information given, there are no actions taken by the SEBI under any regulations on the listed entity/ its promoters/directors
12	<p>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities</p>	NA	There was no resignation of the auditor of the listed entity and the Company has no material subsidiaries.



12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	
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- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters as specified below:-

Sl.N o	Complianc e requireme nt(Regulati ons/ guidelines including specific clause)	Regulatio n/ Circular No.	Devia tions	Action Taken	Type of Action	Detail s of Violat ions	Fine amou nt	Observati ons/ Remarks of the Practicin g Company Secretary	Man age men t Res pon se	Rem arks
NIL										

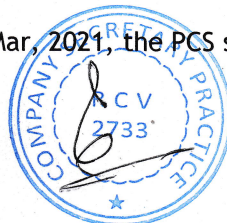
- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl.N o	Complianc e requireme nt(Regulati ons/ guidelines including specific clause)	Regulatio n/ Circular No.	Devia tions	Action Taken	Type of Action	Detail s of Violat ions	Fine amou nt	Observati ons/ Remarks of the Practicin g Company Secretary	Man age men t Res pon se	Rem arks
NIL										

(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the year ended 31st Mar, 2021, the PCS shall provide a list of:



- all the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

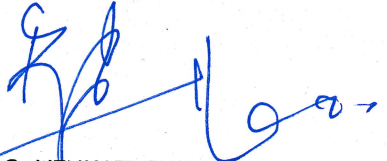
Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 13.05.2024

Place: Mysore

For R.C. VENKATESH RAO
Company Secretaries


R.C. VENKATESH RAO

FCS No. 2282

CP No. 2733

Peer Review code No. 67

UDIN: F002282F000357661



R. C. VENKATESH RAO
B.Com., F.C.S.LL.B.,
COMPANY SECRETARY IN PRACTICE
CP 2733 FCS 2282
Ph : 98450 65943 (O) 26616554