To.

The Members of VENOLIN TECHNOLOGY PRIVATE LIMITED,

Your Directors have pleasure in presenting their **2**nd **Annual Report** on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

I.FINANCIAL SUMMARY:

The Company's financial performance for the financial year ended as on 31st March, 2019 is summarized below:

Amount (Rs.)

Particulars	Amount (Current Year) As on 31st March 2019	Amount (Previous Year) As on 31 st March 2018
Revenue from Operations	4632910	2240577
Other Income	-	479
Total Revenue	4632910	2241056
Cost of materials consumed	-	-
Purchases of stock-in-trade	70686	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	•	-
Employee benefits expense	2948372	1264563
Finance costs	16378	1756
Depreciation and amortization expense	85429	3478
Other expenses	1318667	873799
Total Expenses	4439532	2143596
Profit / Loss Before Tax	193378	97460
Current tax expense relating to prior years	49218	27598
Less: Deferred Tax	1061	-
Profit / Loss for the year	143100	69862
Earnings from Equity Share	14.31	6.99

2. STATEMENT OF COMPANY'S AFFAIRS:

The highlights of the Company's performance are as under: -

- Revenue from operations of the Company are Rs. 4632910
- Net profit for the year stands at Rs. 143100

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There has been no change in the business of the Company during the financial year ended 31st March 2019.

4. DIVIDEND:

Proposing of Dividend to the shareholders will not arise, as the Company has incurred losses during the Financial Year ended March 31,2019.

5. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

6. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

The Company has not made any Investment, given guarantee and securities under section 186 of Companies Act, 2013.

8. LOAN FROM DIRECTOR / RELATIVE OF DIRECTOR

During the financial year, the Company has accepted a loan of Rs 543219 from Mr.ANGURAJ SRINIVASAN, Director and a declaration in writing to that effect has been obtained for the same.

9. CHANGE OF NAME:

The Company has not changed its name during the year.

10. SHARE CAPITAL:

The paid-up Equity Share Capital as on March 31, 2019 was Rs. 100000/-. The capital structure is as below:

	As at 31st Ma	rch 2019	As at 31st March 2018		
Particulars	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)	
Share Capital					
(i) Authorized Capital:					
Equity Share of Rs. 10.0/-each	10000	100000	10000	100000	
Total	10000	100000	10000	100000	
(ii)Issued, Subscribed and fully paid up:					
Equity Share of Rs. 10.0/-each	10000	100000	10000	100000	
Total	10000	100000	10000	100000	

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointment of Director:

The Board of directors of the Company is duly constituted.

There was no appointment of any alternate/additional director / Director appointed under casual vacancy during the financial year under review.

Resignation of Director:

None of the director of the company has resigned during the review period.

12. MEETINGS:

Board Meetings

During the year the Board of Directors met 4 times.

Meetings were held on:

- 1. Thu, 28 June 2018
- 2. Mon, 30 July 2018

VENOLIN TECHNOLOGY PRIVATE LIMITED

(CIN: U74999KA2017PTC102517)

- 3. Mon, 29 October 2018
- 4. Mon, 28 January 2019

The details of Directors and their attendance is given hereunder.

S. No.	Name of Directors	No. of meetings attended / Total meetings held
1	ANGURAJ SRINIVASAN	4/4
2	SASHIKANTH NOTT RAO	4/4
3	BALAMURUGAN PALANI	4/4

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

General Meetings

The details of General Meetings held during the Financial Year are given below:

S. No.	Date of General Meeting	Type of Meeting	Place of Meeting
1	December 05 2018	AGM	NO:3/6 - 6, 2ND FLOOR, 3RD CROSS, SHEIK ALI COMPLEX. II BLOCK-
			KORAMANGALA, MADIWALA, BANGALORE - 560068
			KARNATAKA INDIA

13. AUDITORS:

Your Company's Auditors, M/s. DURGA KRISHNAMURTHY & CO, Chartered Accountants, bearing firm registration number 008353S was appointed as Statutory Auditors of the Company in the 01st Annual General Meeting held on 5th DECEMBER 2018 for a period of 5 years in accordance with Section 139 of the Companies Act, 2013.

Pursuant to Section 139 (2) of the Companies Act, 2013 read with Rules made thereunder, the Auditors so appointed shall be ratified by the members at every Annual General Meeting till the end of their term.

Accordingly, the resolution for ratifying their appointment is included in the Notice of the ensuing Annual General Meeting.

14. EXPLANATION TO AUDITORS' REMARK:

The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

15. EXPLANATION TO SECRETARIAL AUDITOR'S REMARK-

SECRETARIAL Audit is not applicable to this Company.

16. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with all the applicable SECRETARIAL standards.

17. EXTRACT OF ANNUAL RETURN:

As per the requirements of Section 92(3) of the Act, the extract of the annual return is given in **Annexure I** in the prescribed **Form No. MGT-9**, which is a part of this report.

18. WEBLINK OF ANNUAL RETURN, IF ANY:

The Company doesn't have any website. The Annual Return in form MGT 9 is annexed herewith as "Annexure I".

19. CONSOLIDATED FINANCIAL STATEMENTS

Company doesn't have any subsidiaries so there is no need to prepare consolidated financial statement for the Financial Year 2019.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 entered by the Company during the financial year ended 31st March, 2019 is annexed hereto as Annexure II in prescribed Form AOC-2 and forms part of this report.

21. PARTICULARS OF EMPLOYEES

Pursuant to Rule 5 of Companies (Appointment and Remuneration Managerial Personnel) Rule, 2014, there are no employees who are in receipt of remuneration of Rs.1,02,00,000/- or more per annum or Rs.8,50,000/- or more per month or where employed for a part of the year.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using

energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities

During the year the Company has the following Foreign Exchange Earnings & Outgo:

S. No.	Particulars	As on 31st March, 2019 (Rs. in Lakhs)	As on 31st March, 2018 (Rs. in Lakhs)
1.	Foreign Exchange Earnings	NIL	NIL
2.	Foreign Exchange Outgo	NIL	NIL

23. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

In terms of Provisions of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period:
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

25. TRANSFER TO RESERVE:

No amount was transferred to the reserves during the financial year ended 31stMarch, 2019.

26. DEPOSITS

Company has not accepted any deposits as defined under Section 73 of the Companies Act, 2013.

27. <u>DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE</u>

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act 2013 is not applicable to the Company for the year under review.

29. DETAILS IN RESPECT OF FRAUD REPORTED BY THE AUDITOR U/s 143(12) OF COMPANIES ACT, 2013:

There was no fraud reported in the Company during the Financial Year ended 31st March, 2019.

30. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For VENOLIN TECHNOLOGY PRIVATE LIMITED

ANGURAL SRINIVASAN

BALAMURUGAN PALANI

P. Bala musugan

Director

Director

DIN: 07460403

DIN: 07982452

Place: BANGALORE Date: JUNE 27, 2019

ANNEXURE INDEX

Annexure	Content	
<u>l.</u>	Annual Return Extracts in MGT 9	
Ш.	AOC 2 – Related Party Transactions disclosure	

Annexure I

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74999KA2017PTC102517
2.	Registration Date	Apr 24 2017
3.	Name of the Company	VENOLIN TECHNOLOGY PRIVATE LIMITED
4.	Category/Sub-category of the Company	Company limited by Shares / Non-govt company
5.	Address of the Registered office & contact details	NO:3/6 - 6, 2ND FLOOR, 3RD CROSS, , SHEIK ALI COMPLEX. II BLOCK- KORAMANGALA,MADIW ALA, , BANGALORE -560068 KARNATAKA INDIA.
6.	Whether listed company	Unlisted
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other business support service activities n.e.e.	82990	100

II. PARTICLUARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary/associate	% of shares held	Applicable section
NIL					

V. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

(i) Category wise share holding

Category of Shareholders		No. of Shares held at the beginning of the year[As on 01/04/2018]				No. of Shares held at the end of the year As on 31/03/2019			
A. Promoters	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
(1) Indian									
New Englands and State			Termon	Tom		1			
a) Individual/ HUF	•	3400	3400	34	-	3400	3400	34	*
b) Central Govt		68.	•	S#:	(#)	•		•	•
c) State Govt(s)	•	-	₩.	-	-	-	*		•
d) Bodies Corp.	•		-	•	-	•	•	-	
e) Banks / FI					•				
f) Any other	•	*	-		-		-		
Total shareholding of Promoter (A)	0	3400	3400	34	0	3400	3400	34	0
(2) Foreign									
a) NRIs - Individuals				1.			1.		
b) Other – Individuals		1.				1.	1.	1.	
c) Bodies Corp.		-							
d) Banks / FI					-		2		
e) Any Other									2
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter $(A) = (A)(1)+(A)(2)$	0	3400	3400	34	0	3400	3400	34	0
B. Public Shareholding									
1. Institutions		-	-		-		1.		
a) Mutual Funds		-	+:	-	-		1.		
b) Banks / FI			-				1.		
c) Central Govt							1.		
d) State Govt(s)	-	-	-			(-	1.		
e) Venture Capital Funds		-	-	-	-				
f) Insurance Companies		-	-		-			-	÷
g) FIIs			T.				-		
h) Foreign Venture Capital Funds								-	
i) Others (specify)		1.	2				-		
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

ii) Shareholding of Promoters

S		Shareholding at the beginning of the year		Sharehold	% change in			
	Shareholder's Name	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbere d to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	shareholdin g during the year
1	ANGURAJ SRINIVASAN	3400	34.0		3400	34.0		0.0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding of the year	at the beginning	Cumulative Shareholding dur the year		
	ANGURAJ SRINIVASAN	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	At the beginning of the year	3400	34.0	3400	34.0	
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0	-	0		
3	At the end of the year	3400	34.0	3400	34.0	

iv) Shareholding Pattern of top ten Shareholders:(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	At the beginning of the year Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	Shareholding a of the year	at the beginning	Cumulative Shareholding during the year		
	BALAMURUGAN PALANI	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	At the beginning of the year	3300	33.0	3300	33.0	
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0	-	0	-	
3	At the end of the year	3300	33.0	3300	33.0	

SN	Shareholders of	Shareholding at the beginning of the year		Cumulative Shareholding durin the year	
	SASHIKANTH NOTT RAO	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	3300	33.0	3300	33.0
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0	-	0	-

2. Non-Institutions									
a) Bodies Corp.									
i) Indian		(34)		7:00): - 3		+		-
ii) Overseas		10-1	-			-	+	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. I lakh	•	6600	6600	66		6600	6600	66	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		5.		-					
c) Others (specify) – Individual – employee of the company	•			-		-	-	-	
Non Resident Indians		-	-	-	-			-	-
Overseas Corporate Bodies				ш	-	2		-	
Foreign Nationals	-	-	-	#:	2	_	-	- :	
Clearing Members			-	-	-	-	-	-	
Trusts			-		+	-	-	-	
Foreign Bodies - D R			-		-			3.5	
Sub-total (B)(2):-	0	6600	6600	66	0	6600	6600	66	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	6600	6600	66	0	6600	6600	66	0
C. Shares held by Custodian for GDRs & ADRs				-		-	-	-	
Grand Total (A+B+C)	0	10000	10000	100	0	10000	10000	100	0

ii) Shareholding of Promoters

S		Sharehol year	ding at the beg	inning of the	the Shareholding at the end of the y			% change in		
	Shareholder's Name	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbere d to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	shareholdin g during the year		
1	ANGURAJ SRINIVASAN	3400	34.0		3400	34.0		0.0		

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	share comp 3400 34.0 for -	at the beginning	eginning Cumulative Shareholding during the year		
	ANGURAJ SRINIVASAN	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	At the beginning of the year	3400	34.0	3400	34.0	
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0		0	-	
3	At the end of the year	3400	34.0	3400	34.0	

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding of the year	at the beginning	Cumulative Shareholding durin the year	
	BALAMURUGAN PALANI	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	3300	33.0	3300	33.0
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0		0	*
3	At the end of the year	3300	33.0	3300	33.0

SN	For Each of the Top 10 Shareholders	OTT RAO No. of shares shares of company of the year in Promoters Shareholding of the year 3300 33.0 -	at the beginning	Cumulative Shareholding during the year	
	SASHIKANTH NOTT RAO	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
I	At the beginning of the year	3300	33.0	3300	33.0
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0	-	0	

1	Control of the contro				
3	At the end of the year	3300	33.0	3300	33.0

v) Shareholding of Directors and Key Managerial Personnel:

SN	Particulars	Shareholding of the year	at the beginning	Cumulative Shareholding during the year	
	ANGURAJ SRINIVASAN	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	3400	34.0	3400	34.0
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0	-	0	
3	At the end of the year	3400	34.0	3400	34.0

SN	For Each of the Top 10 Shareholders	Shareholding of the year	at the beginning	Cumulative the year	Shareholding during
	BALAMURUGAN PALANI	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	3300	33.0	3300	33.0
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0		0	-
3	At the end of the year	3300	33.0	3300	33.0

SN	For Each of the Top 10 Shareholders	Shareholding of the year	at the beginning	Cumulative Shareholding during the year		
	SASHIKANTH NOTT RAO	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	At the beginning of the year	3300	33.0	3300	33.0	
2	Date wise Increase in Promoters Shareholding during the year specifying the reasons for increase others):	0		0		
3	At the end of the year	3300	33.0	3300	33.0	

V. INDEBTEDNESS -

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	508955		508955
ii) Interest due but not paid	2	-	4	-
iii) Interest accrued but not due	8		-	-
Total (i+ii+iii)	0	508955	0	508955
Change in Indebtedness during the financial year		The		
* Addition	-	543219	-	543219
* Reduction	-	-	-	-
Net Change	0	543219	0	543219
Indebtedness at the end of the financial year				
i) Principal Amount	-	1052174	-	1052174
ii) Interest due but not paid	1/2		-	-
iii) Interest accrued but not due		-	-	-
Total (i+ii+iii)	0	1052174	0	1052174

1. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration Gross salary	Name of MD/WTD/ Manager				Total Amount
2						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Incometax Act, 1961	-	-	-	*	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
3	Stock Option	-	-	-	-	-
4	Sweat Equity	-	-	-	-	·*·
5	Commission - as % of profit - others, specify	*	-	-	-	-
6	Others, please specify	-	-	-	-	1-
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	-	-	-		

B. Remuneration to Other Directors

SN.	Particulars of Remuneration	Name	of Directors	Total Amount		
l	Independent Directors	-	-	-		-
	Fee for attending board committee meetings		-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-		
	Total (1)	0	0	0	0	0
2	Other Non-Executive Directors	*		-		-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission		-		-	-
	Others, please specify	-			-	
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	4	-	-	-	425
	Overall Ceiling as per the Act	-	-	-	-	

C. Remuneration ToKey Managerial Personnel Other Than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CS	CFO	Total	
1	Gross salary	-	-	-	-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	- 1	-	-	
2	Stock Option	-	-	-	-	
3	Sweat Equity			444	in-	
4	Commission - as % of profit - others, specify		-	-	-	
5	Others, please specify	-	-	-	0.50	
	Total	0	0	0	0	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority RD / NCLT/ COURT	Appeal made, if any (give Details)
A. COMPANY					
Penalty	2	-	1.		
Punishment			-		-
Compounding	-	-	1.	-	
B. DIRECTORS					
Penalty		-			-
Punishment	T.	-		-	
Compounding		-		-	-
C. OTHER OFFI	CERS IN DEFAULT				
Penalty	-	-		-	
Punishment		*	-	(-)1	-
Compounding		=	2		

For VENOLIN TECHNOLOGY PRIVATE LIMITED

ANGURAJ SRINIVASAN

BALAMURUGAN PALANI

P. Bala murugan

Director

Director

DIN: 07460403

DIN: 07982452

Place: BANGALORE Date: JUNE 27, 2019