

VRL/SEC/EXCHANGE

21.08.2024

National Stock Exchange of India Ltd. 5 th Floor, Exchange Plaza Bandra (E), Mumbai- 400 051 Script Code: VENUSREM	BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai Script Code: 526953
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Sub: Notice of 35th Annual General Meeting and Cut-of-date/ E-voting

Dear Sir/Madam,

This is to inform you the 35th Annual General Meeting of the Company is scheduled to be held on Monday, September 23, 2024, at 11:30 a.m. (1ST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 17, 2024, to Monday, September 23, 2024(both days inclusive) for the purpose of 35th Annual General Meeting.

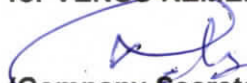
The cut-off date for determining eligible shareholders for remote e-voting/ e- voting will be on Monday, September 16, 2024. Any person who is a member of the company as on Monday, September 16, 2024 shall be entitled to vote through remote e-voting/ e- voting. The remote e-voting period commences on Friday, September 20, 2024 (9:00 a.m.) and ends on Sunday, September 22, 2024 (5 :00 p.m.). The remote e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

The detailed notice of the 35th Annual General Meeting is enclosed herewith.

We request you to take the above on records.

Thanking you

Yours faithfully,
for VENUS REMEDIES LIMITED


Neha
(Company Secretary)

Digitally signed by Neha
Date: 2024.08.21 16:29:20
+05'30'

VENUS REMEDIES LIMITED

Corporate Office :

51-52, Industrial Area, Phase- I, Panchkula (Hry.)
134113, India

Regd. Office :

SCO 857, Cabin No. 10, 2nd Floor, NAC, Manimajra,
Chandigarh (U.T.) 160101, India

Website : www.venusremedies.com

www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC009705

Unit-I :

51-52, Industrial Area, Phase-I, Panchkula (Hry.) 134113, India
Tel. : +91-172-2933090, 2933094, Fax : +91-172-2565566

Unit-II :

Hill Top Industrial Estate, Jharmajri EPIP, Phase-I, (Extn.),
Bhatoli Kalan, Baddi (H.P.) 173205, India
Tel. : +91-1792-242100, 242101

Unit-V :

VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368,
Werne, Germany





VENUS REMEDIES LIMITED

Registered Office: SCO 857, Cabin No. 10, 2nd Floor, NAC Manimajra Chandigarh (U.T.) 160101, India

Corporate Office: 51-52, Industrial Area, Phase-1, Panchkula, Haryana - 134113, India

CIN: L24232CH1989PLC009705

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 35th Annual General Meeting of Members of the company is scheduled to be held on Monday, 23rd September, 2024 at 11:30 A.M. through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") Facility to transact the following business:

ORDINARY BUSINESS(ES)

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March 2024 and the report of the Auditors thereon:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31st March 2024 and the report of Auditors thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

3. **To re-appoint Dr. (Mrs.) Manu Chaudhary (DIN: 00435834) as director liable to retire by rotation:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of the applicable laws, the Articles of Association and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr.(Mrs.) Manu Chaudhary (DIN: 00435834), Joint Managing Director of the Company, who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation."

4. **To ratify remuneration of the cost auditor for the financial year 2024-25:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of the applicable laws, the remuneration of Rs.90,000/- (Rupees Ninety thousand only) per annum to be paid to M/s C. L. Bansal & Associates, Cost Auditors, to audit the cost records maintained by the Company for the financial year 2024-25, as approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified and confirmed."

"FURTHER RESOLVED THAT that the Board of Directors be and is hereby authorised to do all

such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to the above resolution.”

SPECIAL BUSINESS(ES)

5. To appoint Mr. Jagdish Chander Sharma as a Non-Executive Independent Director of the company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per the recommendation of Nomination and Remuneration Committee and Board of directors, the consent of members be and is hereby accorded for the appointment of Mr. Jagdish Chander Sharma (DIN:00195489), as a Non-Executive Independent Director of the Company for 5 consecutive years w.e.f. 13th August 2024 to 12th August 2029.

“RESOLVED FURTHER THAT Mr. Jagdish Chander Sharma shall not be liable to retire by rotation and he will be entitled to get sitting fees for attending Board of Directors’ meeting and other Board Committee meetings, within the limits as prescribed under Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals i.e. statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. To appoint Dr. Anil Kumar as a Non-Executive Independent Director of the company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per the recommendation of Nomination and Remuneration Committee and Board of directors, the consent of members be and is hereby accorded for the appointment of Dr. Anil Kumar (DIN: 10718262), as a Non-Executive Independent Director of the Company for 5 consecutive years w.e.f. 13th August 2024 to 12th August 2029.

“RESOLVED FURTHER THAT Dr. Anil Kumar shall not be liable to retire by rotation and he will be entitled to get sitting fees for attending Board of Directors’ meeting and other Board Committee meetings, within the limits as prescribed under Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals i.e. statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By the order of Board
For **VENUS REMEDIES LIMITED**

Sd/-
(PAWAN CHAUDHARY)

Date: 13.08.2024 CHAIRMAN & MANAGING DIRECTOR
Place: Panchkula DIN-00435503

NOTES

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the **Annexures 1** to this Notice.

2. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (collectively referred to as 'Circulars'), has permitted the holding of the annual general meeting (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the AGM Notice along with the Annual Report for the financial year ended 31st March 2024 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith have been sent through electronic mode and no physical copy of the Notice has been sent by the Company to any member.

Members may please note that the notice of the AGM along with the Annual Report 2023-24 are also available on the Company's website at www.venusremedies.com, on websites of the stock exchanges such as BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

The Company shall send the physical copy of notice of the AGM along with the Annual Report 2023-24 to those members who request the same at complianceofficer@venusremedies.com mentioning their Folio No./DP ID and Client ID.

In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 35th Annual General Meeting of the Company is being

held through VC/ OAVM on 23rd September 2024. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 857, 2nd floor, C.No. 10, NAC, Manimajara, Chandigarh-160101

3. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this notice.

4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of members has been dispensed with, accordingly, the facility for appointment of proxies by the members will not be available for the AGM.

Corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to Sections 112 and section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.

5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("Act").

6. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

7. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.

8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the <https://instameet.linkintime.co.in>.

9. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and

applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of Link Intime India Private Ltd. to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

10. The facility of e-voting through the same portal provided by of Link Intime India Private Ltd will be available during the Meeting through VC to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who will cast their votes by remote e-voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
11. Members are requested quote their ledger folio number in all their correspondence with Company & RTA.
12. The Register of Members and Share Transfer Books will remain closed 17th September 2024 to 23rd September 2024 (both days inclusive) for the purpose of Annual General Meeting.
13. Pursuant to the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") (including the provisions of Sections 205A and 205C of the Companies Act, 1956), dividends that remain 'Unpaid or Unclaimed' for a period of seven years are mandatorily required to be transferred to the Investor Education and Protection Fund ("IEPF"). In terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund), Rules 2016, the Company has uploaded the unclaimed dividend amount lying with the Company on its website www.venusremedies.com.

As per the provisions of Section 124(6) of the Act read with the IEPF Rules as amended, all shares in respect of which dividends have remained unclaimed for seven consecutive years or more have been transferred to Investor Education and Protection Fund ("IEPF").

Please note that no claim will lie against the Company in respect of unclaimed dividend and shares transferred to IEPF pursuant to the said Rules.

As per the provisions of Section 125 of the Act and the IEPF Rules, members whose unclaimed dividend, equity shares have been transferred to IEPF, may claim the refund by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

14. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, with effect from December 5, 2018 transfer of securities shall be in dematerialized form only. Therefore, all the physical shareholders are advised to dematerialized their securities.
15. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Link Intime India Private Limited and members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.
16. Pursuant to Regulation 39 and Schedule V and VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the Company has transferred the unclaimed shares to Unclaimed Suspense Account.
17. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the directors are interested, and registers of members will be available for inspection in electronic form by the members during the AGM. All documents referred to in the notice will also be available for inspection by the members from the date of circulation of this notice up to the date of AGM on 23rd September 2024 during business hours. Members seeking to inspect such documents may send a request on the email id complianceofficer@venusremedies.com at least one working day before the date on which they intend to inspect the document.
18. Book Closure: The Register of Members and Transfer Books of the Company will be closed from Tuesday, 17th September, 2024 to Monday, 23rd September, 2024 (both days inclusive) for the purpose of AGM.

19. Members who would like to express their views/ask questions as a speaker at the 35th Annual General Meeting (AGM) may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at complianceofficer@venusremedies.com. Only those Members who have registered themselves as speaker by 05.30 p.m. (IST) on Tuesday, 17th September 2024 will be able to express their views / ask questions / seek clarifications at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance to complianceofficer@venusremedies.com within the aforesaid time period.

Important instruction for shareholders holding shares in physical form:

- SEBI has amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs. This amendment will help in curbing fraud and manipulation risk in physical transfer of securities by unscrupulous persons. Further, with shares held in demat form will improve ease, convenience and safety of transactions for investors.

All the investors who are holding shares etc. in physical form, should consider opening a demat account at the earliest and submit request for dematerialization of their shares in order to protect the liquidity of the shares.
- SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16,

2023 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655, dated 3rd November, 2021, clarification vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687, dated 14th December, 2021 and circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN and KYC details. Accordingly, the companies shall process the following service requests viz. issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

- Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit to the company the prescribed Form. Shareholders are also advised to look at the SEBI circular no. SEBI/HO/MIRSD/POD-1/CIR/2024/81 dated June 10, 2024. This circular is also available of Company's website.
- Members are requested to make service requests / update their records by submitting a duly filled and signed forms, along with the related proofs listed in the forms to Link Intime India Pvt Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.

SR-1	Request for registering PAN, KYC details or changes/updating thereof
ISR-2	Confirmation of signature of the securities holder by the banker
ISR-3	Confirmation of signature of the securities holder by the banker
ISR-4	Request for issue of Duplicate Certificate and other Service Requests
ISR-5	Request for Transmission of Securities by Nominee or Legal Heir
SH-13	Nomination form
SH-14	Cancellation or variation of Nomination

5. Members holding shares in Demat form, to update any of the details as mentioned in point 5(above), should contact their depository participant.

E-voting & Cut off dates:

The e-voting period commences on 20th September 2024. (9.00 a.m. IST) and ends on 22nd September 2024 (5.00 p.m IST). The cut off date for determining the eligibility to vote by electronic means or at AGM is 16th September 2024. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.

- The voting rights of members shall be in proportion to their share of paid up equity share capital of the company as on the cutoff date i.e.16th September 2024.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or

click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>"

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside

Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ▶ Click “confirm” (Your password is now generated).
- 3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
- 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:

- a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- b. ‘Investor’s Name - Enter full name of the entity.
- c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
- d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID (Login ID) or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID (Login ID) or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail

address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other Instructions:

- (i) Mr. Prince Chadha, of M/s P. Chadha & Associates, Practicing Company Secretary (Membership No. ACS 32856), has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- (ii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting, unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, to the Chairman of the Company.
- (iii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.venusremedies.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

In accordance with the aforementioned MCA Circulars, the Company has appointed Link Intime India Private Ltd. for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".
 - ▶ Select the "Company" and 'Event Date' and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
 - ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

By order of Board
For **VENUS REMEDIES LIMITED**

Sd/-
(PAWAN CHAUDHARY)

Date: 13.08.2024 CHAIRMAN & MANAGING DIRECTOR
Place: Panchkula DIN-00435503

EXPLANATORY STATEMENT

STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING EACH OF THE BUSINESS(ES) TO BE TRANSACTED AT THE 35th ANNUAL GENERAL MEETING AS STATED IN THE NOTICE.

[Pursuant to Section 102 of the Companies Act, 2013].

Item Nos. 1 and 2: Ordinary Resolution

In terms of the provisions of Section 129 of the Act, the Company submits its standalone and consolidated financial statements for the financial year under review for adoption by members at the Annual General Meeting.

The Board of Directors (hereinafter referred to as the Board), on the recommendation of the Audit Committee, has approved the standalone and consolidated financial statements for the financial year ended 31st March 2024. Detailed elucidation of the financial statements has been provided under various sections of the Annual Report, including the Board's Report, the Management Discussion and Analysis and the Financial Capital section of the Integrated Annual Report.

The standalone and consolidated financial statements of the Company along with the reports of the Board and Auditor thereon have been sent to the members on their registered email addresses and uploaded on the website of the Company, www.venusremedies.com, under the 'Investors' section.

The statutory auditors have issued an unmodified report on the financial statements and have confirmed that both standalone and consolidated financial statements represent a true and fair view of the state of affairs of the Company.

The Board recommends the resolutions at Item Nos. 1 and 2 for approval of the members as ordinary resolutions. None of the Directors and Key Managerial Personnel and their relatives are in any way, financially or otherwise, interested or concerned in these resolutions except as a member to the extent of their shareholding in the Company.

Item No. 3: Ordinary Resolution

In terms of the provisions of Section 152 of the Act at least two-third of the total number of directors (excluding Independent Directors), shall be liable to retire by rotation, out of which at least one-third of

the total number of such directors shall retire at every AGM. In compliance with this requirement, Dr. Manu Chaudhary, Joint Managing Director of the Company, would be retiring at the AGM and being eligible, has offered herself for re-appointment.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other applicable provisions are provided in Annexure 1 to the explanatory statement.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends the reappointment of Dr. Manu Chaudhary, Joint Managing Director liable to retire by rotation as set out in the resolution in Item No. 3, for approval of the members as an ordinary resolution.

Except for Mr. Pawan Chaudhary, Mr. Peeyush Jain, Mr. Ashutosh Jain, Mr. Akshansh Chaudhary, and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 4: Ordinary Resolution

In accordance with the provisions of Section 148 of the Act, and the Companies (Cost Record and Audit) Rules 2014, as amended from time to time, the Company is required to appoint a cost auditor to audit the cost records of the Company. On the recommendation of the Audit Committee at its meeting held on 30th May 2024 the Board has approved the appointment of M/s C. L. Bansal & Associates, Cost Accountant as the Cost Auditor of the Company for the financial year 2024-25 at a remuneration of Rs.90000/- (Rupees Ninety Thousand only) per annum Inclusive of all out-of-pocket expenses incurred, if any, in connection with the cost audit.

The remuneration payable to the cost auditor is required to be ratified by the members of the Company. The Board recommends the resolution as set out in Item No. 4 for ratification of the members as an ordinary resolution. None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 5: Special Resolution

Pursuant to Section 149 of the Companies Act, 2013 read with the rules made thereunder, it has been

proposed to appoint Mr. Jagdish Chander Sharma (DIN:00195489), as a Non-Executive Independent Director of the Company.

Mr. Jagdish Chander Sharma, a mechanical engineer by education, is a retired IAS officer with over 30 years of experience. Throughout his career, he has served in various sectors including power, agriculture, administration, public works, and finance to name a few.

Keeping in view, the vast experience of Mr. Jagdish Chander Sharma and on recommendation of the Nomination & Remuneration Committee and Board of Directors, the appointment of Mr. Jagdish Chander Sharma as a Non-Executive Independent Director is proposed at such terms and conditions as mentioned resolution set out at Item no.5 of this Notice.

Members' approval is therefore sought for appointment of Mr. Jagdish Chander Sharma as a Non-Executive Independent Director for five years with effect from w.e.f. 13th August 2024 to 12th August 2029 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Mr. Jagdish Chander Sharma satisfies the conditions as set out in Companies Act, 2013 for being eligible for to be appointed as Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Jagdish Chander Sharma does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Jagdish Chander Sharma and his relatives are interested in this Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Special Resolution. Other details as set out under Regulation 36(3) of SEBI (LODR), Regulations, 2015. are given in the annexure -1 attached to this notice.

Item No. 6: Special Resolution

Pursuant to Section 149 of the Companies Act, 2013 read with the rules made thereunder, it has been

proposed to appoint Dr. Anil Kumar (DIN: 10718262), as a Non-Executive Independent Director of the Company.

Dr. Anil Kumar boasts over 23 years of experience in the field of science. He currently holds the position of Chairperson, UIPS, Panjab University, Chandigarh, Principal and Investigator- UIPS (RUSA), Panjab University, Chandigarh. He has been Recognized as world top 2% Scientist in Pharmacy and Pharmacology category by complied by Stanford University (2023, 2022), He hold the professional memberships of IBRO, IPA, IPGA, IPS, APTI, ASH, ISBD, SFN, MDS, IRA, LASA, ISCA with more than 25 professional affiliations. More than 191 research papers are published in his name.

Keeping in view, the vast experience of Dr. Anil Kumar and on recommendation of the Nomination & Remuneration Committee and Board of Directors, the appointment of Dr. Anil Kumar as a Non-Executive Independent Director is proposed at such terms and conditions as mentioned resolution set out at Item no.6 of this Notice.

Members' approval is therefore sought for appointment of Dr. Anil Kumar as a Non-Executive Independent Director for five years with effect from w.e.f. 13th August 2024 to 12th August 2029 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Dr. Anil Kumar satisfies the conditions set out in Companies Act, 2013 for being eligible for to be appointed a Non-Executive Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Dr. Anil Kumar does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Dr. Anil Kumar and his relatives are interested in this Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Special Resolution. Other details as set out under Regulation 36(3) of SEBI (LODR), Regulations, 2015. are given in the annexure -1 attached to this notice.

Profile of Directors proposed to be appointed/re-appointed

Particulars	Dr. Manu Chaudhary	Mr. Jagdish Chander Sharma	Dr. Anil Kumar
Date of Birth	26.12.1969	27.01.1962	04.12.1974
Date of First Appointment on the Board	10/10/2005	13.08.2024	13.08.2024
Qualification & Expertise in functional area	Dr. Chaudhary heads the R&D and operations of the Company. She is M.Sc., M.Phil(Genetics) & Ph.D. She also enjoys more than three decades of experience in pharma. She designed and commissioned the company's world- class manufacturing facility at Baddi in India. She helped broaden the product portfolio, created a proficient team and enriched company's intellectual property.	Mr. Jagdish Chander Sharma, a mechanical engineer by education, is a retired IAS officer with over 30 years of experience. Throughout his career, he has served in various sectors including power, agriculture, administration, public works, and finance to name a few.	Dr. Anil Kumar boasts over 23 years of experience in the field of science. He has done Ph.D in Pharmacology and also holding a master degree in Law. He currently holds the position of Chairperson, UIPS, Panjab University, Chandigarh, Principal and Investigator- UIPS (RUSA), Panjab University, Chandigarh. He has been Recognized as world top 2% Scientist in Pharmacy and Pharmacology category by complied by Stanford University (2023, 2022), He hold the professional memberships of IBRO, IPA, IPGA, IPS, APTI, ASH, ISBD, SFN, MDS, IRA, LASA, ISCA with more than 25 professional affiliations. More than 191 research papers have been published in his name.
Terms of appointment/ reappointment including remuneration proposed to be paid	Re-appointment upon retirement by rotation	Appointed as an Independent Director for the period of 5 years on sitting fees within the limit prescribed under companies act 2013.	Appointed as an Independent Director for the period of 5 years on sitting fees within the limit prescribed under companies act 2013.
Details of last remuneration drawn during FY 2023-24	1.25 crores	NA	NA
Occupation	Industrialist	Retired	Professor
Number of Board Meetings attended during the year 2023-24	5 out of 5	NA	NA
Expertise in specific functional areas	R&D	Administrative and Governance	Pharmacology and Legal
Directorships/ Partnership held in other Companies/ LLPs (excluding Foreign companies)	Sunev Pharma Solutions Limited	NIL	NIL

Particulars	Dr. Manu Chaudhary	Mr. Jagdish Chander Sharma	Dr. Anil Kumar
Committee position held in other Public companies	NIL	NIL	NIL
Names of listed entities from which the person has resigned in the past three years as Director	NIL	NIL	NIL
No. of shares held:			
(a) Own	15,68,000	NIL	NIL
(b) For other persons on a beneficial basis	NIL	NIL	NIL
Relationship with any Director(s) of the company	Mr. Pawan Chaudhary, Mr. Peeyush Jain, Mr. Ashutosh Jain & Mr. Akshansh Chaudhary	None	None

