



VRL/SEC/EXCHANGE

29.07.2022

National Stock Exchange of India Ltd. 5 th Floor, Exchange Plaza Bandra (E), Mumbai- 400 051 Script Code: VENUSREM	Dept. of Corporate Services The Stock Exchange, Mumbai 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street Mumbai Script Code: 526953
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Sub: Notice of 33rd Annual General Meeting

Dear Sir/Madam,

This is to inform you that 33rd Annual General Meeting of the Company is scheduled to be held on 23rd August 2022, the detailed notice of the same is enclosed herewith.

For your information and records.

Thanking you.

**Yours faithfully,
for VENUS REMEDIES LIMITED**


Neha

(Company Secretary)

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 (H.T.) 160101. India

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





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 33rd Annual General Meeting of Members of the company is scheduled to be held on 23rd August 2022 at 11:30 A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt, with or without modifications the Audited Standalone and Consolidates Financial Statements of the Company for the financial year ended on March 31, 2022 along with the Auditors' Report and Directors report thereon.
2. To appoint Mr. Ashutosh (DIN: 01336895) who retires by rotation and being eligible has offered himself for re-appointment as director.

SPECIAL BUSINESS

3. Ratification of Remuneration to the Cost Auditors

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

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹80,000 per annum payable to M/s C. L. Bansal & Associates, Cost Accountant who is appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2022-23."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and

do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. To Re-appoint Mr. Pawan Chaudhary as Managing Director of the Company for three years.

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law and on the recommendation made by Nomination and Remuneration Committee & the Board of Directors, Mr. Pawan Chaudhary (DIN: 00435503) be and is hereby re-appointed as the Managing Director (Whole Time Director) of the Company for a period of three years w.e.f August 1, 2022 to July 31, 2025, on the terms and conditions of appointment including payment of remuneration as below:

- I. Mr. Pawan Chaudhary shall hold office as Managing Director of the Company for a period of three years w.e.f August 1, 2022, to July 31, 2025 on the terms and conditions hereinafter mentioned:

II. Remuneration:

- (a) **Salary** (including Bonus & Perquisites) of ₹125 Lacs.(Rupees One hundred and twenty Five Lacs Only) per annum.

Perquisites: He will be entitled to home maintenance allowance together with reimbursement of expenses, allowances for utilities such as gas, phone, electricity, water, furnishings & repairs; Leave travel concession every year for himself and family.

- (b) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave, though payable, shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- (c) Such other perquisites and allowances as per the Rules of the Company and as may be agreed from time to time.

III. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, Mr. Pawan Chaudhary shall be entitled to receive a total remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration, subject to receipt of such approvals as may be required, if any.

IV. Other Terms and Conditions:

Re-appointment of Mr. Pawan Chaudhary as Managing Director shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT an annual increment of upto 20% in salary may be given to Mr. Pawan Chaudhary with effect from 1st January every year."

"RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to

Chapter XIII (Appointment and Remuneration of Managerial Personnel) and/or Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), i.e. the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the aforesaid terms of appointment between the Company and Mr. Pawan Chaudhary be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required under law, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may be."

"RESOLVED FURTHER THAT the Board and company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals -statutory, contractual or otherwise, if any, in relation to the above and to settle all question, difficulty, doubt or 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."

5. To Re-appoint Mr. Peeyush Jain as Deputy Managing Director of the Company for three years.

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law and on the recommendation made by Nomination and Remuneration Committee & the Board of Directors, Mr. Peeyush Jain (DIN: 00440361) be and is hereby re-appointed as the Deputy Managing Director (Whole Time Director) of the Company for a period of three years w.e.f August 1, 2022 to July 31, 2025, on the terms and conditions of appointment including payment of remuneration as below:

- I. Mr. Peeyush Jain shall hold office as Deputy Managing Director of the Company for a period of three years w.e.f August 1, 2022, to July 31, 2025 on the terms and conditions hereinafter mentioned:

II. Remuneration:

(a) **Salary** (including Bonus & Perquisites) of ₹75 Lacs.(Rupees Seventy Five Lacs Only) per annum.

Perquisites:

- i. Allowances for utilities such as phone, electricity, water.
- ii. Leave travel concession every year for him and family subject to a maximum of ₹1,50,000 per year.
- iii. Such other perquisites and allowances as per the Rules of the Company and as may be agreed from time to time.

(b) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave, though payable, shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

III. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, Mr. Peeyush Jain shall be entitled to receive a total remuneration including perquisites, etc. upto the limit as approved by the members herein above, as

minimum remuneration, subject to receipt of such approvals as may be required, if any.

IV. Other Terms and Conditions:

Re-appointment of Mr. Peeyush Jain as Deputy Managing Director shall be liable to retire by rotation."

"RESOLVED FURTHER THAT an annual increment of upto 20% in salary may be given to Mr. Peeyush Jain with effect from 1st January every year."

"RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Chapter XIII (Appointment and Remuneration of Managerial Personnel) and/or Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), i.e. the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the aforesaid terms of appointment between the Company and Mr. Peeyush Jain be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required under law, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may be."

"RESOLVED FURTHER THAT the Board and company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals -statutory, contractual or otherwise, if any, in relation to the above and to settle all question, difficulty, doubt or 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 Re-appoint Mr. Ashutosh Jain as Executive Director of the Company for three Years.

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law and on the recommendation made by Nomination and Remuneration Committee & the Board of Directors, Mr. Ashutosh Jain (DIN: 01336895) be and is hereby re-appointed as the Executive Director (Whole Time Director) of the Company for a period of three years w.e.f 1st August 2022 to 31st July 2025 on the terms and conditions of appointment including payment of remuneration as below:

- I. Mr. Ashutosh Jain shall hold office as Executive Director (Whole Time Director) of the Company for a period of three years w.e.f 1st August 2022 to 31st July 2025 on the terms and conditions hereinafter mentioned:

II. Remuneration:

- (a) **Salary** (including Bonus & Perquisites) of ₹70 Lacs (Rupees Seventy Lacs Only) per annum.

Perquisites:

- i. Allowances for utilities such as phone, electricity, water.
- ii. Leave travel concession every year for him and family subject to a maximum of ₹1,50,000 per year.
- iii. Such other perquisites and allowances as per the Rules of the Company and as may be agreed from time to time.

- (b) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure, though payable, shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

III. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, Mr. Ashutosh Jain shall be entitled to receive a total remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration, subject to receipt of such approvals as may be required, if any.

IV. Other Terms and Conditions:

Re-appointment of Mr. Ashutosh Jain as Executive Director shall be liable to retire by rotation."

"RESOLVED FURTHER THAT an annual increment of upto 20% in salary may be given to Mr. Ashutosh Jain with effect from 1st January every year."

"RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Chapter XIII (Appointment and Remuneration of Managerial Personnel) and/or Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), i.e. the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the aforesaid terms of appointment between the Company and Mr. Ashutosh Jain be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required under law, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may be."

"RESOLVED FURTHER THAT the Board and company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals -statutory, contractual or otherwise, if any, in relation to the above and to settle all question, difficulty, doubt or 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."

7. To Re-appoint Mr. Pravindra Singh Chauhan as Non-Executive Independent Director of the Company for a second term of five years.

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, on the recommendation made by Nomination and Remuneration Committee & the Board of Directors, Mr. Pravindra Singh Chauhan (DIN:08068504) be and is hereby re-appointed as an Independent Non- Executive Director of the Company for a second term of five years commencing from 1st August 2022 to 31st July 2027 on sitting fees as may be agreed between him and Board of Directors subject to the limits as prescribed under Companies Act, 2013 for attending Board and its committee meetings and his term shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may be."

"RESOLVED FURTHER THAT the Board and company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals -statutory, contractual or otherwise, if any, in relation to the above and to settle all question, difficulty, doubt or 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."

8. To appoint Mr. Akshansh Chaudhary as Executive Director (Whole Time Director) of the Company for a period of three years.

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law and on the recommendation made by Nomination and Remuneration Committee and the Board of Directors, Mr. Akshansh Chaudhary (DIN: 08786627) be and is hereby appointed as Executive Director (Whole Time Director) of the Company for a period of three years w.e.f. 27th May 2022 to 26th May 2025 on the terms and conditions of appointment including payment of remuneration as below:

- I. Mr. Akshansh Chaudhary shall hold office as Executive Director (Whole Time Director) of the Company for three years w.e.f. 27th May 2022 to 26th May 2025 on the terms and conditions hereinafter mentioned:

II. Remuneration:

III. (a) **Salary** (including Bonus & Perquisites) of ₹50 Lacs.(Rupees Fifty Lacs Only) per annum.

Perquisites:

- i. Leave travel concession every year for him and family.
- ii. Such other perquisites and allowances as per the Rules of the Company and as may be agreed from time to time.

(b) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave, though payable, shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

IV. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, Mr. Akshansh Chaudhary shall be entitled to receive a total remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration, subject to receipt of such approvals as may be required, if any.

V. Other Terms and Conditions:

The appointment of Mr. Akshansh Chaudhary as Executive Director (Whole Time Director) shall be liable to retire by rotation.

"RESOLVED FURTHER THAT an annual increment of upto 20% in salary may be given to Mr. Akshansh Chaudhary with effect from 1st January every year."

"RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Chapter XIII (Appointment and Remuneration of Managerial Personnel) and/or Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), i.e. the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the aforesaid terms of appointment between the Company and Mr. Akshansh Chaudhary be suitably amended to give effect to such modification, relaxation or variation,

subject to such approvals as may be required under law, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may be."

"RESOLVED FURTHER THAT the Board and company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals -statutory, contractual or otherwise, if any, in relation to the above and to settle all question, difficulty, doubt or 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."

9. To appoint Dr. (Mrs). Savita Gupta as Non-Executive Independent Director of the Company for a period of five years.

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 the Board of director, Dr. Savita Gupta (DIN: 0009450913) be and is hereby appointed as a Non-Executive Independent Director of the company for a period of five years w.e.f. 30th December 2021 in terms of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. "

"RESOLVED FURTHER THAT Dr. Savita Gupta shall not be liable to retire by rotation and shall be entitled to get sitting fees within the limits prescribed under Companies Act, 2013 for attending Board and committee meetings."

"RESOLVED FURTHER THAT the Board and Company Secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals -statutory, contractual or otherwise, if any, 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 order of Board
For **VENUS REMEDIES LIMITED**

Sd/-
Date: 25.07.2022 **(PAWAN CHAUDHARY)**
Place: Panchkula CHAIRMAN & MANAGING DIRECTOR

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 to this Notice.
2. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May 2022 read with Circulars dated 13th January, 2021, 8th April, 2020, 13th April, 2020 and 5th May, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (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 Notice along with the Annual Report for the financial year ended 31st March, 2022 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company www.venusremedies.com
3. The members who have not yet registered their e- mail ids with the Company may mail to the company on complianceofficer@venusremedies.com for registering their e- mail ids on or before 30.07.2022. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
4. 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.
5. 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.
6. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. 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>.
8. 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.
9. 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.
10. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd AGM. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113

of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.

11. Members are requested to intimate to the company, change if any, in their registered address at an early date and quote their ledger folio number in all their correspondence.
12. The Register of Members and Share Transfer Books will remain closed from 17th August 2022 to 23rd August 2022 (both days inclusive) for the purpose of Annual General Meeting.
13. Members who wish to claim Dividends, which remain unclaimed, are requested to make application in form IEPF 5 available at <http://www.iepf.gov.in/>
14. In accordance with the provisions of section 124 of the Companies Act, 2013 and rules made thereunder, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by Central Govt. 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.
15. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
16. 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 dematerialize their securities.

17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. 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. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
18. Pursuant to Regulation 39 and Schedule V and VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the Company is under the process of transferring unclaimed shares in its Unclaimed Suspense Account.

The instructions for shareholders voting electronically are as under:

The e-voting period commences on 20.08.2022 (9.00 a.m. IST) and ends on 22.08.2022 (5.00 p.m. IST). The cut off date for determining the eligibility to vote by electronic means or at AGM is 16.08.2022. 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. 16.08.2022.

Instructions for shareholders to vote electronically:

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:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication,

wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

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

1. Open the internet browser and launch the 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.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the RTA/ 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/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

- o Click on 'Login' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o 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 minimum 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

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 atleast 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.
- (iv) All documents referred in the notice & explanatory statement shall be open for inspection at corporate office of the company upto the date of Annual General Meeting during normal business hours on all working days except Saturdays.

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>

➤ 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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
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 Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.

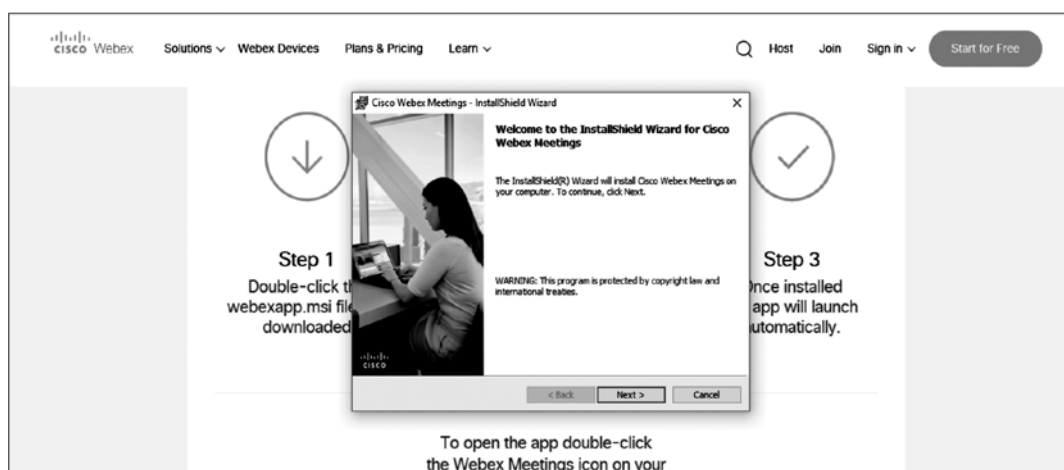
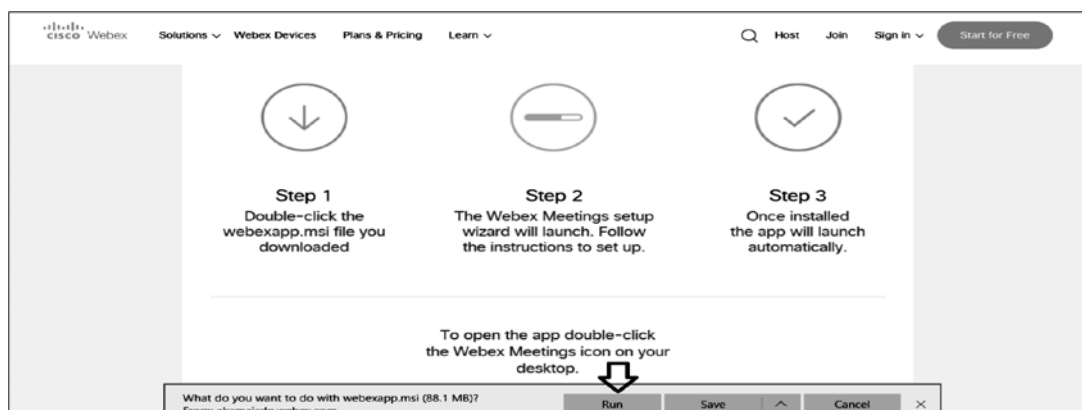
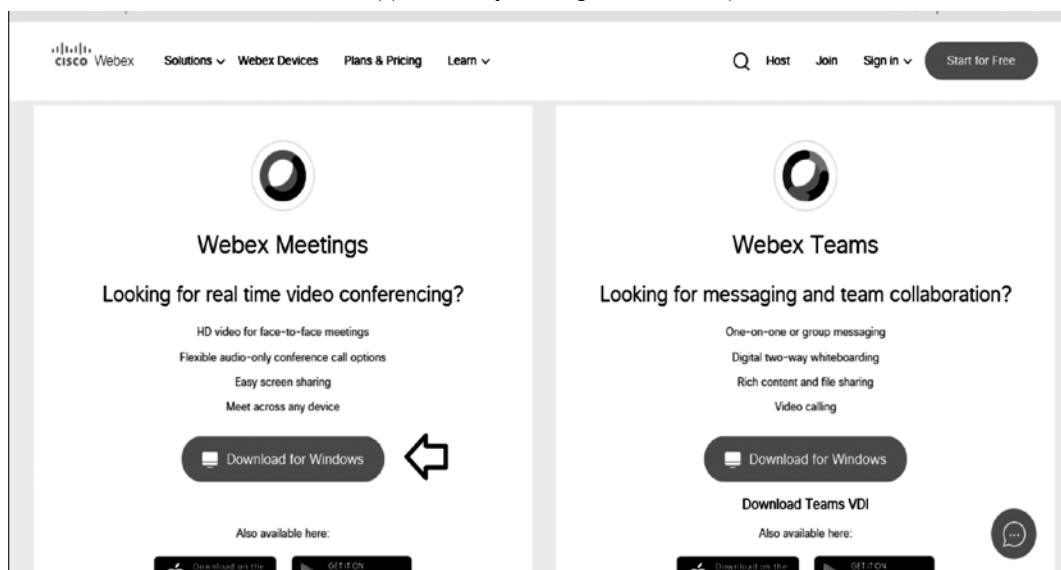
InstaMeet Support Desk

Link Intime India Private Limited

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

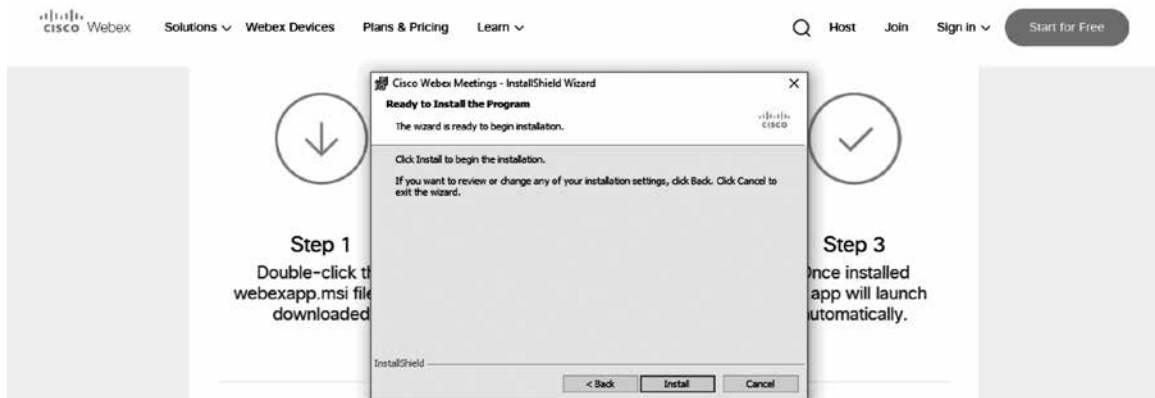
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

1(A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1(B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

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

Date: 25.07.2022
Place: Panchkula

Sd/-
(PAWAN CHAUDHARY)
CHAIRMAN & MANAGING DIRECTOR

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

No. 3:

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 Company. On the recommendation of the Audit Committee at its meeting held on 27th May 2022 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 2021-22 at a remuneration of ₹80000/- per annum (Rupees Eighty Thousand only) Inclusive of all out-of-pocket expenses incurred, if any, in connection with the cost audit.

The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014. Accordingly, the Directors recommend the Ordinary Resolution to the members for their approval. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at agenda no. 3 of the Notice.

No. 4:

At the 30th Annual General Meeting of the Company, the members had re-appointed Mr. Pawan Chaudhary (DIN: 00435503) as the Managing Director for a period of three years. Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved re-appointment and remuneration of Mr. Pawan Chaudhary, for a further period of three years with effect from 1st August 2022, subject to the approval of the members. Therefore it is proposed to obtain approval of the members for re-appointment of Mr. Pawan Chaudhary for a further period of 3 (three) years effective from 1st August, 2022 to 31st July, 2025 at the remuneration of ₹125 lacs per annum as detailed in Resolution set out at agenda no. 4 of this Notice.

A Chartered Accountant by qualification with a law degree, Mr. Pawan Chaudhary is a first-generation entrepreneur who started the Company in 1989. His vision and value system have guided the organization towards betterment and growth. Believing in responsibility delegation, Mr. Pawan Chaudhary

created a professional team to make Venus as a global player. His brief profile is provided under heading "Profile of Directors" forming part of this Notice.

Keeping in view, the vast experience of more than three decade of Mr. Pawan Chaudhary and his outstanding contribution to the Company, the Board of Directors of the company, on recommendation of the Nomination and Remuneration Committee has approved the re-appointment of Mr. Pawan Chaudhary as Managing Director at such remuneration and terms and conditions as mentioned resolution set out at agenda no. 4 of this Notice.

Members' approval is therefore sought for re-appointment of Mr. Pawan Chaudhary as Managing Director for three years with effect from 1st August 2022 on the remuneration and other terms and conditions including the Minimum Remuneration to be paid to Mr. Pawan Chaudhary in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The additional information as required by Schedule V to the Companies Act, 2013 is provided under the heading "Statement of Information for the Members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013" with this Notice.

Mr. Pawan Chaudhary satisfies the conditions as set out in Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Pawan Chaudhary is holding 17,13,946 shares in the Company in his own name and is not holding any shares for any other person on a beneficial basis.

Mrs. Manu Chaudhary Joint Managing Director, Mr. Peeyush Jain, Deputy Managing Director, Mr. Ashutosh Jain, Executive Director & Mr. Akshansh Chaudhary, Additional Director being related may be deemed to be interested in his appointment.

None of the other Directors or Key managerial Personnel of the Company are interested in the

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.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at agenda no. 4 is annexed hereto as Annexure 2. The Board recommends the resolution at agenda no. 4 for approval of the members.

No. 5:

At the 30th Annual General Meeting of the Company, the members had re-appointed Mr. Peeyush Jain (DIN: 00440361) as the Deputy Managing Director for a period of three years. Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved re-appointment and remuneration of Mr. Peeyush Jain, for a further period of three years with effect from 1st August 2022, subject to the approval of the members. Therefore, it is proposed to obtain approval of the members for re-appointment of Mr. Peeyush Jain for a further period of 3 (three) years effective from 1st August, 2022 to 31st July, 2025 at the remuneration of ₹75 lacs per annum as detailed in Resolution set out in agenda no. 5 of this Notice.

Mr. Peeyush Jain holds a B.Tech and MBA with more than 25 years of experience in pharmaceutical marketing. He heads the Company's Indian marketing operations. Mr Jain conceived and executed the brand building, marketing and promotions strategy that helped carve out a niche in the super specialty and critical care segments.

Keeping in view, the vast experience of Mr. Peeyush Jain and his outstanding contribution to the Company, the Board of Directors of the company, on recommendation of the Nomination and Remuneration Committee has approved the re-appointment of Mr. Peeyush Jain as Deputy Managing Director at such remuneration and terms and conditions as mentioned resolution set out at agenda no.5 of this Notice.

Members' approval is therefore sought for re-appointment of Mr. Peeyush Jain as Deputy Managing Director for three years with effect from 1st August 2022 on the remuneration and other terms and conditions including the Minimum Remuneration to be paid to Mr. Peeyush Jain in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination

and Remuneration Committee and approved by the Board of Directors.

The additional information as required by Schedule V to the Companies Act, 2013 is provided under the heading "Statement of Information for the Members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013" with this Notice.

Mr. Peeyush Jain satisfies the conditions as set out in Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Peeyush Jain is holding 50 shares in the Company in his own name and is not holding any shares for any other person on a beneficial basis.

Mr. Pawan Chaudhary, Managing Director, Mrs. Manu Chaudhary, Joint Managing Director, Mr. Ashutosh Jain, Executive Director & Mr. Akshansh Chaudhary, Additional Director being related may be deemed to be interested in his appointment.

None of the other Directors or Key managerial Personnel of the Company are interested in the 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.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at agenda no.5 is annexed hereto as Annexure 2. The Board recommends the resolution at agenda no. 5 for approval of the members.

No. 6:

At the 29th Annual General Meeting of the Company, the members had re-appointed Mr. Ashutosh Jain (DIN: 01336895) as Executive Director for a period of five years. Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved re-appointment and remuneration of Mr. Ashutosh Jain, for a further period of three years with effect from 1st August 2022, subject to the approval of the members. Therefore, it is proposed to obtain approval of the members for re-appointment of Mr. Ashutosh Jain for a further period of 3 (three) years effective from 1st August 2022 to 31st July, 2025 at the remuneration of ₹70 lacs per annum as detailed in Resolution set out in Item no.6 of this Notice.

Mr. Ashutosh Jain is B.A. LL.B, is associated with the Company since 2003. Mr. Ashutosh Jain heads the Legal & Corporate Regulatory Affairs Department, responsible for the international marketing and administration of the company. His legal and public relations acumen addressed critical issues, strengthened coordination with government departments. Mr. Jain is also responsible for the management of day-to-day operations of wholly owned subsidiary of Company, Venus Pharma GmbH, Werne, Germany.

Keeping in view, the vast experience of Mr. Ashutosh Jain and his outstanding contribution to the Company, the Board of Directors of the company, on recommendation of the Nomination and Remuneration Committee has approved the re-appointment of Mr. Ashutosh Jain Executive Director at such remuneration and terms and conditions as mentioned resolution set out at Item no.6 of this Notice.

Members' approval is therefore sought for re-appointment of Mr. Ashutosh Jain as Executive Director for three years with effect from 1st August 2022 on the remuneration and other terms and conditions including the Minimum Remuneration to be paid to Mr. Ashutosh Jain in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The additional information as required by Schedule V to the Companies Act, 2013 is provided under the heading "Statement of Information for the Members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013" with this Notice.

Mr. Ashutosh Jain satisfies the conditions as set out in Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Ashutosh Jain is not holding any share of the Company in his own name and is not holding any shares for any other person on a beneficial basis.

Mr. Pawan Chaudhary, Managing Director, Mrs. Manu Chaudhary Joint Managing Director, Mr. Peeyush Jain, Deputy Managing Director & Mr. Akshansh Chaudhary, Additional Director being related may be deemed to be interested in his appointment.

None of the other Directors or Key managerial Personnel of the Company are interested in the 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.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at agenda no.6 is annexed hereto as Annexure 2. The Board recommends the resolution at agenda no. 6 for approval of the members.

No. 7:

The Members at the 29th Annual General had approved the appointment of Mr. Pravindra Singh Chauhan ("Chauhan") as an Independent Director of the Company for a period of five years. On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('the Board') have approved the re-appointment of Mr. Chauhan as Non- Executive Independent Director for 2nd term of 5 years w.e.f. 1st August 2022 subject to Shareholders' approval in 33rd Annual General meeting in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Looking at the knowledge, experience, performance of Mr. Chauhan, and contribution to Board processes by him, the Board is of the view that the continuation of his association would benefit the Company.

Declaration has been received from Mr. Chauhan that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Chauhan fulfils the conditions specified in the Act, the Rules hereunder and the Listing Regulations 2015 for re-appointment as an Independent Non-Executive Director and that he is independent of the management of the Company. He will be getting the sitting fees for attending the meetings of the Board and its Committees, within the limits prescribed in the Companies Act, 2013. Mr. Chauhan would not be entitled for any remuneration.

Members' approval is therefore sought for re-appointment of Mr. Chauhan as Non- Executive

Independent Director for 2nd Term of five-year w.e.f. 1st August 2022 by way of special resolution and as per the details mentioned at agenda no. 7 herein above.

Additional information in respect of Mr. Chauhan, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the annexure to the Notice.

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

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

No. 8:

On the recommendation of Nomination and Remuneration Committee, Board of directors had appointed Mr. Akshansh Chaudhary as Additional Director (Whole Time Director) and approved the regularization of appointment as whole-time director for the term three years w.e.f. 27th May 2022 subject to shareholders approval in General Meeting.

Mr. Akshansh Chaudhary is an engineering graduate from BITS Pilani, Dubai and has done his masters in Design & Technology from Parsons School of Design, New York, in 2020, which is one of the best institutions in the world. With an exposure of IT industry, he is instrumental in giving shape to the designing of processes in Venus. He actively works in bringing digital transformation to the company. Under his able leadership Venus is first amongst its peer on Social Media, and his acumen has resulted in promotion of various products at various digital platform all across the country. Further, while handling Talent & Technology portfolio of the Company, he has successfully acquired excellent talent in company for ensuring growth of organization as a whole.

Members' approval is therefore sought for appointment of Mr. Akshansh Chaudhary as Executive Director (Whole Time Director) for three years with effect from 27th May 2022 on the remuneration and other terms and conditions including the Minimum Remuneration to be paid to Mr. Akshansh Chaudhary in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the

Board of Directors as mentioned in agenda no. 8 herein above.

The additional information as required by Schedule V to the Companies Act, 2013 is provided under the heading "Statement of Information for the Members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013" with this Notice.

Mr. Akshansh Chaudhary satisfies the conditions as set out in Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Akshansh Chaudhary is not holding any share of the Company in his own name and is not holding any shares for any other person on a beneficial basis.

Mr. Pawan Chaudhary, Managing Director, Mrs. Manu Chaudhary Joint Managing Director, Mr. Peeyush Jain, Deputy Managing Director & Mr. Ashutosh Jain, Executive Director being related may be deemed to be interested in his appointment.

None of the other Directors or Key managerial Personnel of the Company are interested in the 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.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at agenda no.8 is annexed hereto as Annexure 2. The Board recommends the resolution at agenda no. 8 for approval of the members.

No. 9:

On the recommendation of Nomination and Remuneration Committee, Board of directors had appointed Dr. (Mrs.) Savita Gupta as Additional Director (Non- Executive Independent Director) and approved the regularization of appointment as Non- Executive Independent Director for the term five years w.e.f. 30th December 2021 subject to shareholders approval in General Meeting.

Dr. (Mrs.) Savita Gupta is B.Tech, Master of Engineering and Ph.D. in Computer Science and Engineering. She has a rich experience of more than 30 years. Currently she is working as Professor at University Institute of Engineering and Technology (UIET), Panjab University, Chandigarh and also served as director at UIET,

Panjab University, Chandigarh. She has more than 100 publications in her name, her research interests includes Image Processing, Medical Image Analysis, Speckle Reduction, Machine Learning, Wavelet applications, Cognitive Enhancement, Biometric Security, Cognitive Radios.

Members' approval is therefore sought for appointment of Mr. Dr. (Mrs.) Savita Gupta as as Non- Executive Independent Director for five years with effect from 30th December 2021 on the terms and conditions recommended by the Nomination and Remuneration Committee and approved by the Board of Directors as mentioned in agenda no. 9 herein above.

Dr. (Mrs.) Savita Gupta satisfies the conditions as set out in Companies Act, 2013 for being eligible for her appointment. She is not disqualified from being appointed as Independent Director in terms of Section 164 of the Companies Act, 2013.

Dr. (Mrs.) Savita Gupta is not holding any share of the Company in his own name and is not holding any shares for any other person on a beneficial basis.

None of the Directors or Key managerial Personnel of the Company are interested in the 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.

Annexure-1

Profile of Directors proposed to be appointed/re-appointed

Particulars	Names					
	Mr. Pawan Chaudhary	Mr. Peeyush Jain	Mr. Ashutosh Jain	Mr. Akshansh Chaudhary	Mr. Pravindra Singh Chauhan	Dr. (Mrs.) Savita Gupta
Date of Birth	05.05.1964	01.08.1971	07.05.1977	25.03.1993	28.11.1971	18.08.1973
Date of First Appointment on the Board	15/09/1989	28/09/1994	01/05/2007	27.05.2022	13/02/2018	30.12.2021
Qualification & Expertise in functional area	Mr. Pawan Chaudhary is a first generation entrepreneur who started the Company in 1989. A Chartered Accountant with a law degree, having a rich experience of more than three decades, his vision & value system guided the organisation towards profitable sustainability.	Mr. Jain is B.Tech and MBA having more than 25 years of experience in pharmaceutical marketing. He heads the Company's Indian marketing operations. Mr Jain conceived and executed the brand building, marketing and promotions strategy for pan India marketing operations.	Mr. Ashutosh Jain is a Law graduate and heads the Legal & Corporate Regulatory Affairs and Administration dept. of the company.	Mr. Akshansh Chaudhary is an engineering graduate from BITS Pilani, Dubai and has done masters in design & Technology from Parsons School of Design, New York. He has more than 05 years of experience in IT industry	Mr. Chauhan has a rich experience of more than 20 years as an Advocate. He is a Member, Punjab & Haryana High Court Bar Association, Chandigarh. He deals in cases pertaining to various branches like Service Matter, Civil Matters, Criminal Matters, Revenue Matters, Writ Petitions, Appeals etc.	Dr. Savita Gupta is B.Tech, Master of Engineering and Ph.D. She has a rich experience of more than 30 years. Currently she is working as Professor at UIET, Panjab University, Chandigarh and also served as director at UIET, Panjab University, Chandigarh.
Directorships held in other companies (excluding foreign companies)	1. Sunev Pharma Solutions Limited 2. Spine Software Systems Pvt. Limited	Spine Software Systems Pvt. Limited	Sunev Pharma Solutions Limited	Spine Software Systems Pvt. Limited	NA	NA

Particulars	Names					
	Mr. Pawan Chaudhary	Mr. Peeyush Jain	Mr. Ashutosh Jain	Mr. Akshansh Chaudhary	Mr. Pravindra Singh Chauhan	Dr. (Mrs.) Savita Gupta
Committee position held in other Public companies	NIL	NIL	NIL	NIL	NIL	NIL
No. of shares held: (a) Own (b) For other persons on a beneficial basis	17,13,946 NIL	50 NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL
Relationship with any Director(s) of the company	Mrs. Manu Chaudhary, Mr. Peeyush Jain, Mr. Ashutosh Jain & Mr. Akshansh Chaudhary	Mr. Pawan Chaudhary, Mrs. Manu Chaudhary, Mr. Ashutosh Jain & Mr. Akshansh Chaudhary	Mr. Pawan Chaudhary, Mrs. Manu Chaudhary, Mr. Peeyush Jain & Mr. Akshansh Chaudhary	Mr. Pawan Chaudhary, Mrs. Manu Chaudhary, Mr. Peeyush Jain & Mr. Ashutosh Jain.	NO	NO

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION:

(1) Nature of Industry:

Company operates in pharmaceutical Industry.

Company information:

Venus Remedies Limited originally incorporated in the Name of Venus Glucose Private Limited on 15th September, 1989. Its registered office is located at SCO 857, cabin No. 10, 2nd Floor, NAC, Manimajra, Chandigarh (U.T.) India.

The Company has manufacturing locations in Panchkula, Haryana, India and Baddi, Himachal Pradesh, India and has an wholly owned subsidiary in Germany.

Venus Remedies Ltd is a research based pharmaceutical company and is among the leading global injectable manufacturers, possessing a wide product basket catering to high-growth therapeutic segments of Anti infective specially in antimicrobial resistance (AMR), Oncology, Skin & wound care and Pain management manufactured at our world-class manufacturing facilities in Panchkula and Baddi.

The state-of-the-art research center 'Venus Medicine Research Centre (VMRC) is also located in its Baddi campus which is approved from DSIR (Dept of Scientific & Industrial Research) Govt of India & accredited with Good Laboratory Practices (GLP) and have CPCSEA approved animal house. VMRC is committed to bring to the world novel breakthroughs that cater to critical care and super specialty segments. Venus has more 100 patents for its Research products from worldwide

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

Not Applicable as the Company is already in Operations.

(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:

Amount ₹ In Crores

Particular	For the year ended 31st March 2022 (Audited)	For the year ended 31st March 2021 (Audited)	For the year ended 31st March 2020 (Audited)
Total Income	583.61	532.39	323.81
Net Profit/ Loss	48.99	54.27	(8.23)

(5) Foreign Investments or collaborations, if any:

The Company has not entered any foreign collaboration. As per the shareholding pattern as on 31.03.2022 FPI(s) hold 43837 shares, i.e. 0.33% of the total paid up share capital of the Company.

II. INFORMATION ABOUT THE APPOINTEE(S):

A) Mr. Pawan Chaudhary:

(1) Background details:

A Chartered Accountant by qualification with a law degree, Mr. Pawan Chaudhary is a first-generation entrepreneur who started the Company in 1989. His vision and value system have guided the organization towards betterment and growth. Believing in responsibility delegation, Mr. Pawan Chaudhary created a professional team to make Venus as a global player.

(2) Past Remuneration:

Amount ₹ In Lacs

Particular	FY 2021-22	FY 2020-21	FY 2019-20
Salary and Perquisites	121.45	78.20	63.43
Commission	NIL	NIL	NIL
Total	121.45	78.20	63.44

(3) **Recognition or Awards:** He is instrumental to bring awards and recognition to the company in various fields such as for best manufacturing awards, best product awards and national and international certification for the company.

(4) **Job profile and responsibility:** Being head of the organization, he oversees the activities of the company, formulate plans, policies besides giving overall strategic guidance and directions to the company and board.

(5) **Remuneration proposed:** The remuneration proposed is as given under the resolution for appointment at Agenda number 4.

(6) **Comparative 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):**

The remuneration proposed is comparable and commensurate with other organisations/industry of similar type, size and nature.

(7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:**

Except the remuneration and perquisites as stated above, Mr. Pawan Chaudhary holds 17,13,946 Shares in the Company in individual capacity. and his relation with Mrs. Manu Chaudhary Joint Managing Director, Mr. Peeyush Jain, deputy Managing Director, Mr. Ashutosh Jain, Executive Director & Mr. Akshansh Chaudhary, Additional Director of the Company, he has no other direct or indirect pecuniary relationship with the Company.

B) Mr. Peeyush Jain:

(1) **Background details:** Mr. Peeyush Jain holds a B.Tech and MBA with more than 25 years of experience in pharmaceutical marketing. He heads the Company's Indian marketing operations. Mr Jain conceived and executed the brand building, marketing and promotions strategy that helped carve out a niche in the super specialty and critical care segments. Mr. Peeyush Jain is heading the Company's Indian marketing operations.

(2) Past Remuneration:

Amount ₹ In Lacs

Particular	FY 2021-22	FY 2020-21	FY 2019-20
Salary and Perquisites	73.96	47.24	37.77
Commission	NIL	NIL	NIL
Total	73.96	47.24	37.77

(3) Recognition or Awards:

He is instrumental to bring awards and recognition to the company in various fields such as for best manufacturing awards, best product awards and national & international certification for the company.

(4) Job profile and responsibility: Mr. Jain has more than 25 years of experience in pharmaceutical marketing. He heads the Company's Indian marketing operations. Mr Jain conceived and executed the brand building, marketing and promotions strategy that helped carve out a niche in the super specialty and critical care segments.

(5) Remuneration proposed:

The remuneration proposed is as given under the resolution for appointment at Agenda number 5.

(6) Comparative 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):

The remuneration is comparable and competitive, considering the industry, size & nature of the company and managerial position.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Except the remuneration and perquisites as stated above, he holds 50 shares in the Company in individual capacity and is related to Mr. Pawan Chaudhary, Managing Director, Mrs. Manu Chaudhary Joint Managing Director, Mr. Ashutosh Jain, Executive Director & Mr. Akshansh Chaudhary, Additional Director of the Company, he has no other direct or indirect pecuniary relationship with the Company.

C) Mr. Ashutosh Jain:

(1) Background details: Mr. Ashutosh Jain is B.A. LL.B. and is associated with the Company since 2003. He heads the Company's legal, regulatory and administration dept.

(2) Past Remuneration:

Amount ₹ In Lacs

Particular	FY 2021-22	FY 2020-21	FY 2019-20
Salary and Perquisites	68.14	41.96	33.49
Commission	NIL	NIL	NIL
Total	68.14	41.96	33.49

(3) Recognition or Awards: He is instrumental to bring awards and recognition to the company in various fields such as for best manufacturing awards, best product awards and national and international certification for the company.

(4) Job profile and responsibility:

He heads the Legal, Corporate Regulatory Affairs & Administration Department, responsible for the International marketing and administration of the company. His legal and public relations acumen addressed critical issues, strengthened coordination with government departments and reduced litigation. Mr. Jain is also responsible for the management of day-to-day operations of wholly owned subsidiary of Company.

(5) Remuneration proposed: The remuneration proposed is as given under the resolution for appointment at Agenda number 6.

(6) Comparative 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):

The remuneration proposed is comparable and commensurate with other organisations/industry of similar type, size and nature.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Except the remuneration and perquisites as stated above and his relation with Mr. Pawan Chaudhary, Chairman & Managing Director, Mrs. Manu Chaudhary Joint Managing Director, Mr. Peeyush Jain, Deputy Managing Director & Mr. Akshansh Chaudhary, Additional Directors of the Company, he has no other direct or indirect pecuniary relationship with the Company.

D) Mr. Akshansh Chaudhary:

(1) Background details: Mr. Akshansh Chaudhary is an engineering graduate from BITS Pilani, Dubai and has done his masters in Design & Technology from Parsons School of Design, New York, in 2020, which is one of the best institutions in the world. He is acting as Chief Technical Officer and President HR in the Company.

(2) Past Remuneration as Director: NA

(3) Recognition or Awards: Under his guidance and supervision Company has won the best company to work for and Under his able leadership Venus is first amongst its peer on Social Media, and his acumen has resulted in promotion of various products at various digital platform all across the country.

(4) Job profile and responsibility:

Since last 2 years, he has been associated with Venus as Chief Technology Officer and President HR. Under his able leadership Venus has introduced new departments like Design Studio and Digital & Social Media.

(5) Remuneration proposed: The remuneration proposed is as given under the resolution for appointment at Agenda number 7.

(6) Comparative 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):

The remuneration proposed is comparable and commensurate with other organisations/industry of similar type, size and nature.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Except the remuneration and perquisites as stated above and his relation with Mr. Pawan Chaudhary, Chairman & Managing Director, Mrs. Manu Chaudhary Joint Managing Director, Mr. Peeyush Jain, Deputy Managing Director & Mr. Asutosh Jain, Executive Directors of the Company, he has no other direct or indirect pecuniary relationship with the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

Not Applicable

(2) Steps taken or proposed to be taken for improvement:

Not Applicable

(3) Expected increase in productivity and profits in measurable terms:

Not Applicable

IV. Disclosures:

Remuneration package of the managerial person have been fully described in in their respective appointment resolutions as stated herein above.

Mr. Pawan Chaudhary, Mr. Peeyush Jain, Mr. Ashutosh Jain, Mr. Akshansh Chaudhary satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment or Re-appointment, as the case may be. They are not disqualified from being appointed as directors in terms of section 164 of the Act. Mr. Pawan Chaudhary, Mr. Peeyush Jain, Mr. Ashutosh Jain, Mr. Akshansh Chaudhary, Mr. Pravindra Singh Chauhan and Dr. Savita Gupta are also not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. Mr. Pravindra Singh Chauhan and Dr. Savita Gupta Adherence to all the standards as given in the Schedule V to the Companies Act, 2013.

For **VENUS REMEDIES LIMITED**

Sd/-

(PAWAN CHAUDHARY)

CHAIRMAN & MANAGING DIRECTOR

(DIN- 00435503)

Date : 25.07.2022

Place : Panchkula

Registered Office:

SCO 857, Cabin no. 10, 2nd Floor
NAC Manimajra, Chandigarh 160101

Corporate Office:

51-52, Industrail Area, Phase-1,
Panchkula-134113

Email complianceoffice@venusremedies.com

Phone: 0172 2933090, Fax0172-2565566

Website:www.venusremedies.com

CIN:L24234CH1989PLC009705