

VRL/SEC/EXCHANGE

22.07.2023

<p>National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Bandra (E), Mumbai- 400 051 Script Code: VENUSREM</p>	<p>BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai Script Code: 526953</p>
--	--

Sub: Notice of 34th Annual General Meeting and Cut-of-date/ E-voting

Dear Sir/Madam,

This is to inform you the 34th Annual General Meeting of the Company is scheduled to be held on Thursday, August 24, 2023, 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 Friday, August 18, 2023, to Thursday, August 24, 2023 (both days inclusive) for the purpose of 33rd Annual General Meeting.

The cut-off date for determining eligible shareholders for remote e-voting/ e- voting will be on August 17, 2023. Any person who is a member of the company as on Thursday, August 17, 2023 shall be entitled to vote through remote e-voting/ e- voting. The remote e-voting period commences on Monday, August 21, 2023 (9:00 a.m.) and ends on Wednesday, August 23, 2023 (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 34th Annual General Meeting is enclosed herewith.

We request you to take the above on records.

Thanking you

**Yours faithfully,
for VENUS REMEDIES LIMITED**


(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 (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

Email: complianceofficer@venusremedies.com • **Website:** www.venusremedies.com

Phone: 0172 2933090, **Fax:** 0172-2565566

CIN: L24232CH1989PLC009705

NOTICE OF 34th ANNUAL GENERAL MEETING

Notice is hereby given that 34th Annual General Meeting of Members of the company is scheduled to be held on 24th August 2023 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 2023 and the reports of the Board of Directors and Auditor thereon:**

"Resolved that the audited standalone financial statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditor 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 2023 and the report of the Auditor thereon:**

"Resolved that the audited consolidated financial statements of the Company for the financial year ended 31st March 2023 and the report of Auditor 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 Mr. Peeyush Jain (DIN: 00440361) as director liable to retire by rotation:**

"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, Mr. Peeyush Jain (DIN: 00440361), Deputy 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 2023-24:**

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) 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 2023-24, as approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.

Resolved further 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."

5. **To appoint statutory auditors of the Company.**

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

“Resolved that pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and upon recommendation of the Audit Committee and the Board of Directors, M/s J.K. Jain & Associates, Chartered Accountants (Firm Registration No. 004025N), be and is hereby appointed as the statutory auditor of the Company, for the term of five (5) years, i.e. from the conclusion of 34th Annual General Meeting until the conclusion of 39th Annual General Meeting at a remuneration of ₹6,00,000/- (Rupees Six lacs only) per annum.

“Resolved further that any of the Director or Company Secretary of the Company, be and are hereby severally authorized to do such act, deeds and things as may be necessary to give effect to this resolution.”

SPECIAL BUSINESS(ES)

6. To appoint Mr. NPS Monga as 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. NPS Monga (DIN: 09339768), as an Independent Director of the Company w.e.f. 29th May 2023 to 28th May 2028.

“Resolved further that Mr. NPS Monga 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 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 -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.”

7. To Re-appoint Dr. (Mrs.) Manu Chaudhary as Joint 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 further 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 of Nomination and Remuneration Committee & Board of Directors and with the consent of shareholders, Dr. (Mrs.) Manu Chaudhary (“Mrs. Chaudhary”) (DIN: 00435834) be and is hereby re-appointment as the Joint Managing Director (Whole Time Director) of the Company for a period of three years w.e.f October 01, 2023 to September 30, 2026, on the terms and conditions including payment of remuneration as given below:

I. Dr. (Mrs.) Manu Chaudhary shall hold office as Joint Managing Director of the Company for a period of three years w.e.f October 01, 2023 to September 30, 2026 on the terms and conditions hereinafter mentioned:

II. Remuneration:

- (a) Salary (including bonus and perquisites) of Rs.125 Lacs.(Rupees One hundred and twenty Five Lacs Only) per annum.

Perquisites: She will be entitled to home maintenance allowance together with reimbursement of expenses, allowances for utilities including but not limited to gas, phone, electricity, water, furnishings & repairs; Leave travel concession every year for herself 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, Mrs. Manu Chaudhary shall be entitled to receive a total remuneration including perquisites, etc. upto the limit as approved by the members herein above, under this resolution as minimum remuneration, subject to receipt of such approvals as may be required, if any.

IV. Other Terms and Conditions:

The appointment of Dr. (Mrs.) Manu Chaudhary as Joint Managing Director shall be liable to retire by rotation.

Resolved further that an annual increment of upto 20% in salary may be given to Dr. (Mrs.) Manu Chaudhary with effect from 1st January every year.

Resolved further that In the event of any changes, amendments, or relaxations made by the Central Government to Chapter XIII (Appointment and Remuneration of Managerial Personnel) and/or Schedule V of the Companies Act, 2013, the Board of Directors is hereby granted the authority to vary or increase the remuneration (including the minimum remuneration) of Mr. Chaudhary, such as salary, perks, allowances, etc., within the prescribed limits or ceilings. The terms of appointment between the Company and Mr. Chaudhary will be appropriately modified to reflect these changes, subject to any necessary approvals required by law, if applicable.

Resolved further that the Board is hereby granted the authority to delegate all or any of the powers bestowed upon it by or under this Resolution to any Committee of Directors, one or more Directors, or any other designated officer(s) or employee(s) of the Company, as deemed necessary.

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, 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.

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

Sd/-
(PAWAN CHAUDHARY)
CHAIRMAN & MANAGING DIRECTOR

Date: 14th July 2023

Place: Panchkula

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. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 28th December 2022 read with Circulars dated 5th May 2022, 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 AGM Notice along with the Annual Report for the financial year ended 31st March, 2023 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 Integrated Annual Report 2022-23 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 Integrated Annual Report 2022-23 to those members who request the same at complianceofficer@venusremedies.com mentioning their Folio No./DP ID and Client ID.

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 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>. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.
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 for 7 days from 18th August, 2023 to 24th August, 2023 (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 list of 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 and 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 24th August 2023 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.

Important instruction for shareholders holding shares in physical form:

1. 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, KYC details and Nomination. 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.

2. As per the SEBI Circular, the Company/ RTA can entertain a shareholder's service request only upon the provision of PAN, KYC details and nomination information. Any folios for which PAN, KYC and nomination details are missing on or after October 01, 2023, shall be frozen and will be ineligible for lodging a grievance/service request. Such folios will also not be eligible for receipt of any payment, including dividends, through the physical mode.
3. Folios remaining frozen till 31st December, 2025 will be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
4. Accordingly, 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 4(above), should contact their depository participant.

E-voting & Cut off dates:

The e-voting period commences on 21st August, 2023 (9.00 a.m. IST) and ends on 23rd August, 2023 (5.00 p.m IST).The cut off date for determining the eligibility to vote by electronic means or at AGM is 17th August, 2023 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. 17th August 2023.

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/SecureWeb/IdeasDirectReg.jsp>

www.evoting.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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat

Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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. 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. 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:

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 : 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

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.

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.

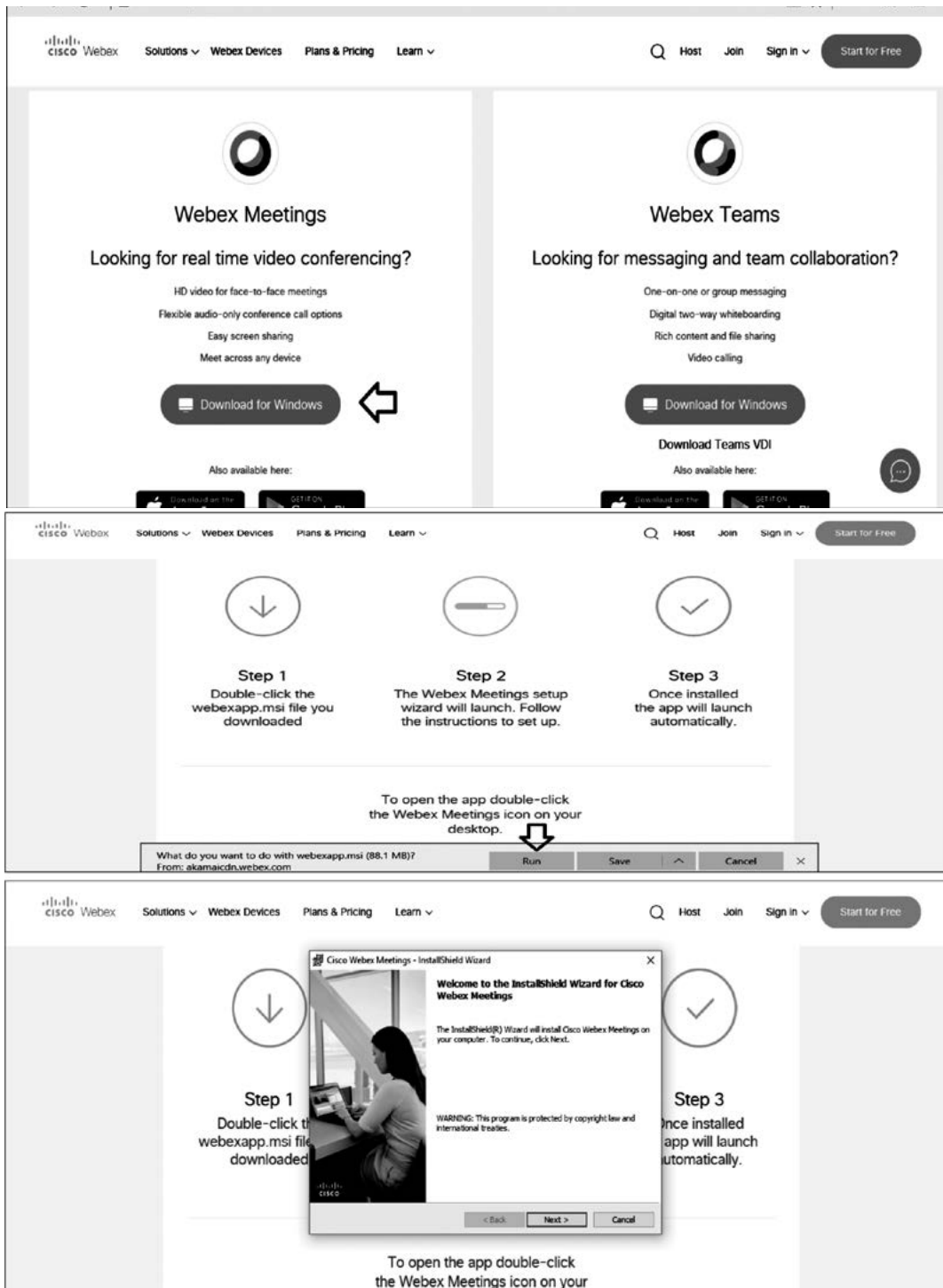
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

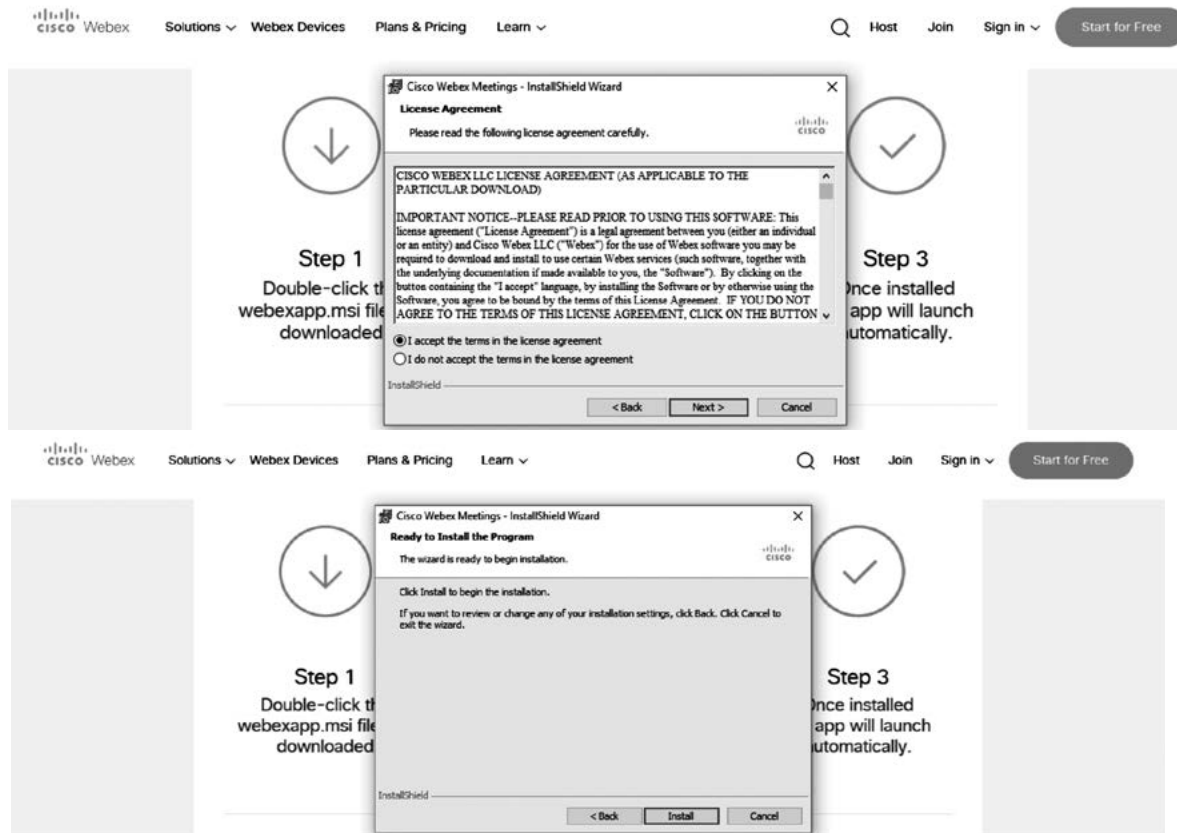
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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/>





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:

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



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

Sd/-

(PAWAN CHAUDHARY)
CHAIRMAN & MANAGING DIRECTOR

Date : 14th July 2023

Place : Panchkula

EXPLANATORY STATEMENT

STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING EACH OF THE BUSINESS(ES) TO BE TRANSACTED AT THE 34th ANNUAL GENERAL MEETING:

[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 2023. 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- thirds 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, Mr. Peeyush Jain,

Deputy Managing Director of the Company, would be retiring at the AGM and being eligible, has offered himself 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 Mr. Peeyush Jain, Deputy 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, Mrs. Manu Chaudhary, 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 4

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 29th May 2023 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 2023-24 at a remuneration of Rs.90000/- (Rupees Ninety Thousand per annum only) 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:

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014), and on the recommendation of Audit Committee,

the appointment of M/s. J.K. Jain Associates, Chartered Accountants as the Statutory Auditors of Venus Remedies Limited is proposed to hold the office conclusion of the 34th AGM till the conclusion of the 39th AGM at a remuneration of ₹6,00,000/- (Rupees Six lacs only) per annum.

M/s. J.K. Jain Associates have provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. The Company has received confirmation and consent from M/s. J.K. Jain Associates that they are eligible for appointment under Section 139 and 141 of the Companies Act, 2013. Considering the experience, and expertise of M/s. J.K. Jain Associates, and based on the recommendation of the Audit Committee, the Board recommends appointment of statutory auditor, as set out in the resolution in Item no.5, for approval 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. 6:

Pursuant to Section 149 of the Companies Act, 2013 read with the rules made thereunder, it has been proposed to appoint Mr. NPS Monga (DIN: 09339768), as an Independent Director of the Company.

Mr. NPS Monga is a highly experienced professional with over 35 years of diverse experience in various sectors. He has served as Joint Director General of Foreign Trade in Mumbai for 7 years, as well as Joint Director General of Anti-Dumping in the DOC for 3 years. He has also worked as the Development Commissioner of SEEPZ SEZ in Mumbai for 5 years, highlighting his extensive experience in trade and development. Furthermore, he has also acted as the Managing Director of Hindustan Diamond Company Private Limited, demonstrating his ability to lead and manage a company effectively.

Keeping in view, the vast experience of NPS Monga and on recommendation of the Nomination & Remuneration Committee and Board of Directors, the appointment of NPS Monga as 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 NPS Monga as Independent Director for five years with effect from 29th May 2023 to 28th May 2028 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

NPS Monga 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. NPS Monga does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Monga 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. 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. 7:

At the 29th Annual General Meeting of the Company, the members re-appointed Dr. (Mrs.) Manu Chaudhary (DIN: 00435834) as the Joint Managing Director for a period of five years upto September 30, 2023. As the current term of Dr. (Mrs.) Manu Chaudhary is about to be completed, it is proposed to re-appoint her for a further period of three years i.e. upto September 2026.

Therefore, it is proposed to obtain approval of the members for re-appointment of Dr. (Mrs.) Manu Chaudhary for a further period of 3 (three) years effective from 1st October 2023 to September 30, 2026 at the remuneration of Rs.125 lacs per annum as detailed in Resolution set out in Item no.6 of this Notice.

Dr. (Mrs.) Manu Chaudhary heads the Research and Development and operations of the Company, backed by qualifications of M.Sc., M.Phil (Genetics) and Ph.D. She also enjoys almost three decades of experience in pharma manufacturing and research. She designed and commissioned the company's world-class manufacturing facility at Baddi in India. She helped broaden the product portfolio, created a team of proficient scientists and enriched the company's intellectual property. Dr. Chaudhary is looking after the manufacturing operations of the company.

Keeping in view, the vast experience of Dr. (Mrs.) Manu Chaudhary and her 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. Dr. (Mrs.) Manu Chaudhary as Joint Managing 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 Dr. (Mrs.) Manu Chaudhary as Joint Managing Director for three years with effect from 1st October 2023 to September 30, 2026 on the remuneration and other terms and conditions including the Minimum Remuneration to be paid to Dr. (Mrs.) Manu 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.

Dr. (Mrs.) Manu Chaudhary Jain satisfies the conditions as set out in Companies Act, 2013 for being eligible for his re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Dr. (Mrs.) Manu Chaudhary is holding 15,68,000 shares in the Company in his own name and is not holding any shares for any other person on a beneficial basis.

Except for Mr. Pawan Chaudhary, Managing Director, Mr. Peeyush Jain, Deputy Managing Director, Mr. Ashutosh Jain, Executive Director & Mr. Akshansh Chaudhary, Executive Director 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

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 Item No.6 is annexed hereto as Annexure 2. The Board recommends the resolution at Item No. 6 for approval of the members.

Annexure-1 Profile of Directors proposed to be appointed/re-appointed

Particulars	Mrs. Manu Chaudhary	Mr. Peeyush Jain	Mr. NPS Monga
Date of Birth	26.12.1969	01.08.1971	20/07/58
Date of First Appointment on the Board	10/10/05	28/09/94	29/05/23
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 almost 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. 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. NPS Monga is a highly experienced professional with over 35 years of diverse experience in various sectors. He has served as Joint Director General of Foreign Trade in Mumbai for 7 years, as well as Joint Director General of Anti-Dumping in the DOC for 3 years. He has also worked as the Development Commissioner of SEEPZ SEZ in Mumbai for 5 years, highlighting his extensive experience in trade and development.
Directorships/Partnership held in other Companies/LLPs (excluding Foreign companies)	1. Sunev Pharma Solutions Limited 2. Spine Software Systems Pvt. Limited	Spine Software Systems Pvt. Limited	ASSETRIC VENTURES LLP
Committee position held in other Public companies	NIL	NIL	NIL
No. of shares held:			
(a) Own	15,68,000	50	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	Mr. Pawan Chaudhary, Mrs. Manu Chaudhary, Mr. Ashutosh Jain & Mr. Akshansh Chaudhary	Not applicable

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 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 a 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 2023 (Audited)	For the year ended 31st March 2022 (Audited)	For the year ended 31st March 2021 (Audited)
Total Income	547.83	585.14	532.39
Net Profit/ Loss	28.96	48.99	54.27

(5) Foreign Investments or collaborations, if any:

The Company has not entered any foreign collaboration. As per the shareholding pattern as on 31.03.2023 FPI(s) hold 133318 shares, i.e. 0.99% of the total paid up share capital of the Company.

II. INFORMATION ABOUT THE APPOINTEE(S):

A) Mrs. Manu Chaudhary:

(1) Background details:

Dr. Chaudhary heads the R&D and operations of the Company. She is M.Sc., M.Phil(Genetics) & Ph.D. She also enjoys almost two 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.

(2) Past Remuneration:

Particular	FY 2022-23	FY 2021-22	FY 2020-21
Salary and Perquisites (Amt. In Rs.)	1,21.50 Lacs	120.00 Lacs	75.33 Lacs
Commission	NIL	NIL	NIL
Total	1,21.50 Lacs	121.45 Lacs	78.20 lacs

(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 Item 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 organizations/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, Mrs. Manu Chaudhary holds 15,68,000 Shares in the Company in individual capacity. and related with Mr. Pawan Chaudhary Managing Director, Mr. Peeyush Jain, deputy Managing Director, Mr. Ashutosh Jain, Executive Director & Mr. Akshansh Chaudhary, Executive Director of the Company, she 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.

Mrs. Manu 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. She is not disqualified from being appointed as directors in terms of section 164 of the Act. Mrs. Manu Chaudhary and Mr. NPS Monga 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. NPS Monga ensured the 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 : 14th July 2023

Place : Panchkula