



VRL/SEC/EXCHANGE

04.09.2019

National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza
Bandra (E),
Mumbai- 400 051
Script Code: VENUSREM

Dept. of Corporate Services
The Stock Exchange, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai
Script Code: 526953

Sub: In compliance of Regulation 34(1) of SEBI (LODR) Regulation, 2015- Annual Report-2018-19

Dear Sir/Madam,

In compliance of Regulation 34(1) of SEBI (LODR) Regulation, 2015 a copy of Annual Report for financial year 2018-19 enclosed herewith.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,
for VENUS REMEDIES LIMITED


(Company Secretary)

VENUS REMEDIES LIMITED

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ENGAGING STAKEHOLDERS

VENUS REMEDIES LIMITED
ANNUAL REPORT 2018-19



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Effective stakeholder engagement is at the heart of executing strategy.

It integrates the multiple kegs of the business wheel firmly together. It aligns diverse minds towards a common goal. It ignites the business engines. It makes winning together a reality. It makes success sustainable.

Consequently, crafting an engagement strategy that influences stakeholders positively, especially at a time when your chips are down, is arguably, the single most important task.

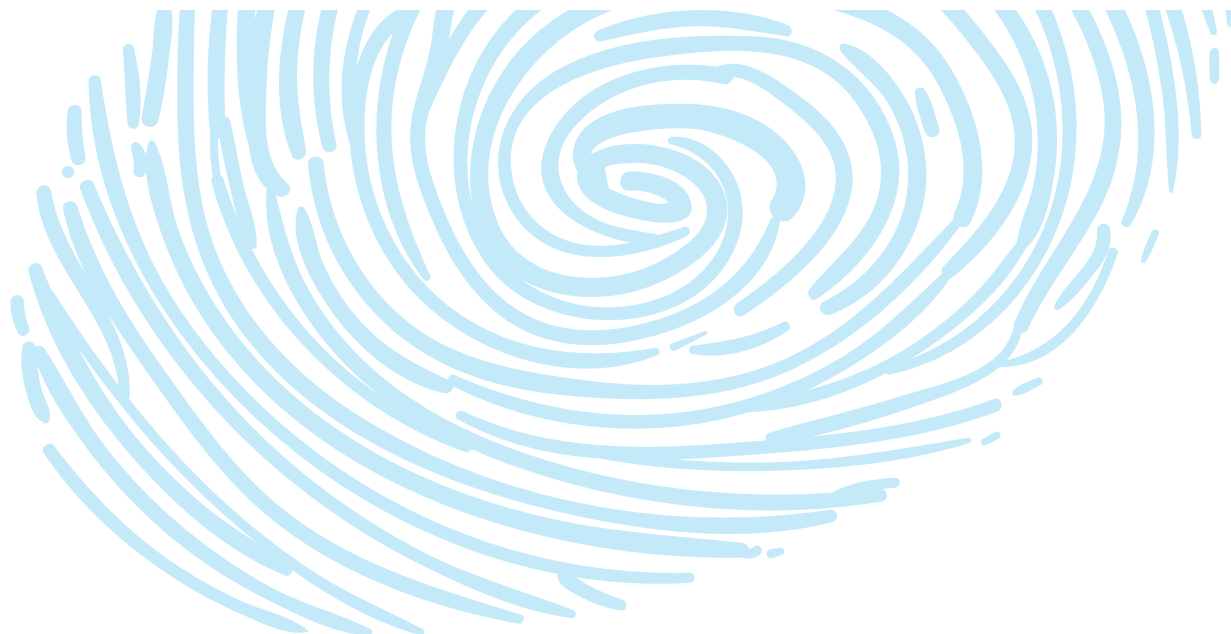
At Venus, we have not just drawn an extensive blueprint of our stakeholder engagement strategy but have taken decisive steps on that journey.

From the Chairman's desk



Dear friends,

With the worst behind us, the way forward is only going to get better. We will work very deliberately to ensure that Venus always remains relevant and current to our stakeholders and to the changes taking place in our environment.



It is one of those times in the year which I look forward to as it gives me an opportunity to communicate with my fellow shareholders. Moreover, it is increasingly pertinent at this juncture of our journey because we are reporting losses. I can understand the anxiety you would be experiencing and appreciate that you would be looking for reasons and resolutions.

Fiscal 2018-19 was a year when we reported subdued numbers. Our topline declined by 6.10% from ₹356.26 crore in 2017-18 to ₹306.35 crore in 2018-19. We remained Cash Flow positive with an EBITDA of ₹41.75 crore in 2018-19.

Allow me to put these numbers in perspective of the ecosystem in which we operated.

Fiscal 2018-19 was one of the most challenging years in our history which tested our grit and determination to survive and succeed.

It was the first full year after the announcement of a number of Government policies including the GST which impacted the pharmaceutical sector. Hence, there was considerable volatility and uncertainty in the domestic markets which impacted margins.

It was a period in which two of our largest

bankers withdrew working capital support to our business operations from the start of the financial year. At that juncture, it felt like mountaineering a peak without oxygen.

Despite the raging storm, we sailed through rough waters – possibly the roughest upto now.

It happened primarily because of our engagement efforts with our other stakeholders namely vendors, employees and customers. Their rock-solid support during this difficult period not only pulled us through, it also provided us the confidence of more than doubling our business without any additional working capital assistance.

This brings to the fore the important discussion of how we are going to turn things around for the better for all stakeholders. We have a three-point agenda for the current year which we feel should facilitate the turnaround of our business performance.

One, our focus is squarely on building our sales volumes in the domestic and global markets. In the domestic market, we have not only increased our customer base, we have also grown our wallet share with existing clients by launching more than 100 products. More importantly,

sales volumes of our niche products have increased significantly highlighting their growing awareness and acceptability by the healthcare fraternity. Going forward, we plan to add more than 15 products in our efforts to diversify our product basket – these additions should contribute to business growth in the coming years.

In the international market, we have made significant headway by enhancing our product diversity and expanding our footprint. While we endeavour to enhance our returns from these efforts, we will focus on strengthening our global presence further. We have set a target of launching more than 80 new products in our existing international footprint. We will also extend our footprint across more than 20 new nations taking the total tally to more than 80 nations. These efforts, I am confident, will increase our sales volumes and improving business liquidity.

Two, we remain committed to our relationships with our banking partners. Although in the past, our relationship with our banking partners has been strained due to the turbulent business environment, yet we are working more closely with our banking partners than ever to resolve pending issues and build a more meaningful relationship going forward. By

the end of FY20, we most definitely intend to bring about a positive change in our engagement with banks with a sustainable plan to repay our obligations.

Three, the other priority area is digitisation with an intent of enhancing our customer service levels a few notches higher. In keeping with this goal, majority of our digitisation initiatives are directed towards improving man-machine productivity, accurate planning and decision-making. These efforts, I am confident, will improve customer satisfaction levels. Moreover, some of our novel digital initiatives, which will 'go-live' in the current year will strengthen our competitive advantage in the pharma industry.

As an important step toward our digital transformation we have formed digitisation committees to look at increasing automation in the manufacturing processes and incorporating machine learning, artificial intelligence and data analytics across the organisation. We have also taken up a significant Business Intelligence project in 2018-19. Leveraging this solution, a considerable amount of MIS reports, productivity record generation and preparation work has been automated saving about 500 man-hours per month. This has allowed us to deploy our intellectual capital in more value-added jobs.

Venus and innovation

From an R&D perspective, it was a momentous year. We presented the results in the Phase-3 Clinical Trials for its flagship product Elores at IDWeek 2018 in San Francisco. Our four abstracts were accepted for poster presentations at the event. These posters covered the efficacy results from the plea clinical trial, as well as supportive in vitro efficacy data from an AMR Surveillance study. This was important as we are the first Indian company to have conducted this study and present the results at the world's largest infectious diseases event, IDWeek 2018. We believe that this will further nourish Indian research ecosystem and help in putting Indian innovations on the global research landscape."

Further, we participated in the U.S. Government's Antimicrobial Resistance (AMR) Challenge which is a yearlong effort to accelerate the fight against antimicrobial resistance across the globe. We committed to continue our investments in our therapeutic pipeline of oral antibiotics for treatment of drug-resistant infections. Our most advanced candidates are currently being evaluated in preclinical studies and data from the animal studies are expected in late 2019. Additionally, we committed to antibiotic stewardship through our PLEA (preserving life of existing antibiotics) campaign.

In a nutshell


With the worst behind us, the way forward is only going to get better. We will work very deliberately to ensure that Venus always remains relevant and current to our stakeholders and to the changes taking place in our environment.

In closing, I want to thank the entire Venus team around the world for their unique passion and dedication to our clients and our business.

As we move forward into 2020, I would like to express my sincere gratitude to my fellow Directors for their commitment and professionalism in contouring Venus's long-term path. My deep appreciation to all our loyal and valuable shareholders for their continued confidence and support. My thanks to our suppliers and lenders, who continue to be our partners in growth.

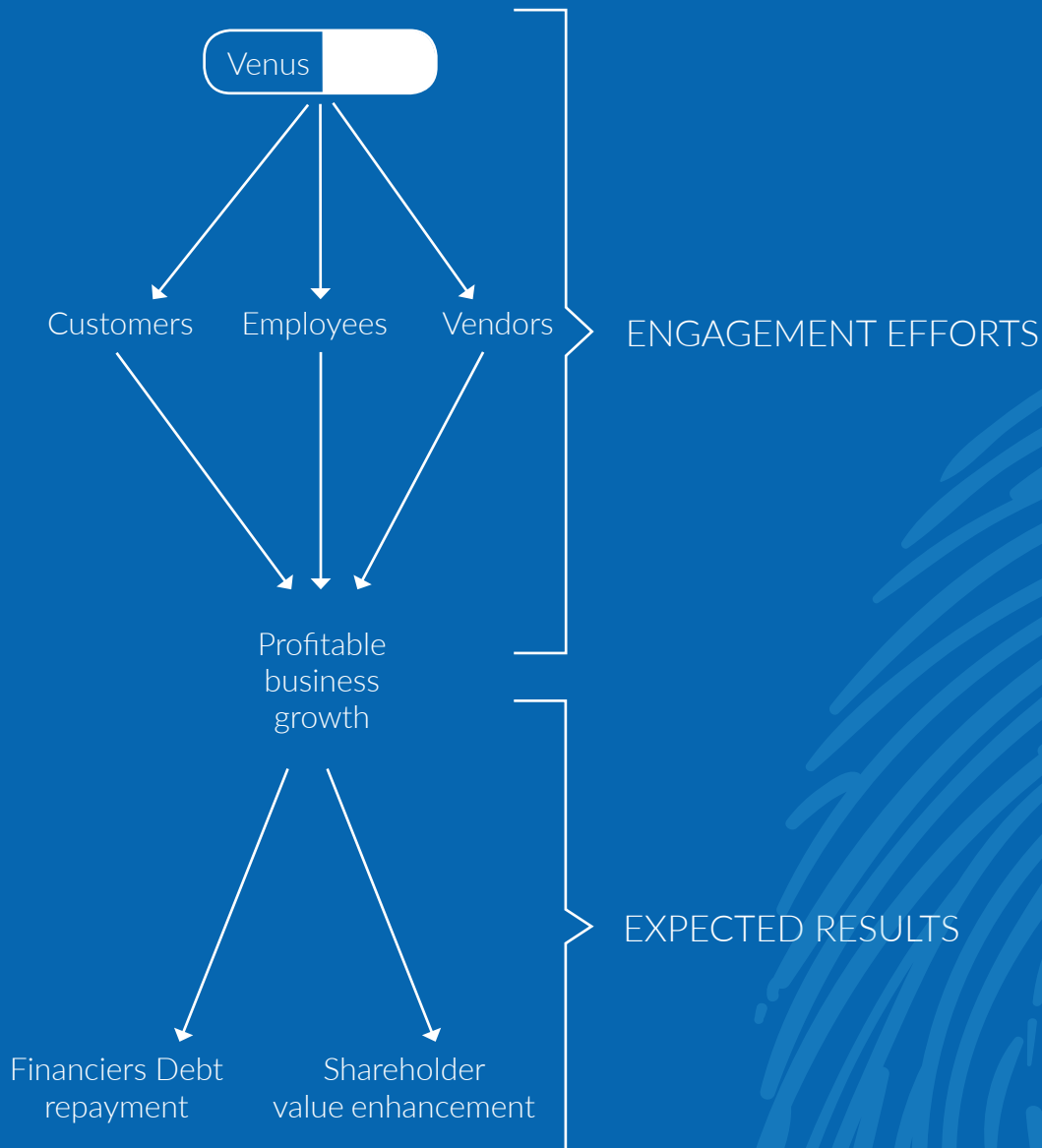
Warm regards

Pawan Chaudhary



The Net Loss for the last two financial years was owing to a change in our accounting practice. For the previous two years, we decided to expense out our R&D expenses in our Statement of Profit and Loss as opposed to amortising it (expensing it over a period of time).

Our engagement blueprint



Engaging with our employees

At Venus, we understand that our team is the cornerstone of our success. Their unflinching efforts have transformed Board Room strategies into on-ground realities. Their rock solid support has sustained our progress in good times and bad.

And today, when we are determined to break out of the shackles that held us back in the recent past, we know that their whole-hearted effort will be the critical driving force.

To support them in this effort, we implemented several measures to create a knowledge driven and invigorating work environment.

We skilled our people through theoretical and on-job initiatives (workshops, new processes and technology training).

We up-skilled our existing team under Govt. National Occupational Standards (NOS) assessment & certification program.

We leveraged digital tools for bringing about ease and transparency in attendance management.

We digitised majority of our employee-oriented services and organised multiple sessions to train team members on its proper utilisation.

We sought their suggestions on improving processes as part of the change management drive within the organisation.

We created a suggestion scheme and motivated the team to provide suggestions for process and operational improvements.

We are certain that our ongoing people investments will renew the energy levels in our dedicated team and elevate the Company into a new growth orbit.





We unlocked
VALUE

300+

Employees trained in digital
technology

600+

Learning hours logged

~ 100

employees who received the
Skill Certification under NOS

500+

Man hours per month saved
owing to
Business Intelligence

Engaging with our vendors

At Venus, we recognise that our vendors are our lifeline. It is through their continued supply chain support that we have been able to deliver on our commitments to our customers and develop future growth drivers (products) for the Company.

And today, when we are striving to multiply our volumes in the near term, we believe that their unwavering commitment will be crucial in keeping our shopfloor occupied.

To cement our relations with our important business partners, we worked overtime to streamline issues and engage meaningfully.

We formalised supply agreements with vendors based on our annual projection and budget – separately for regulatory and non-regulatory markets.

We worked with key suppliers to up their quality standards and improve their supply performance; our team suggested process improvements and audited their facilities for gauging improvements.

We collaborated with key suppliers to resolve outstanding issues.

We met with vendors (current and potential) on different national and international platforms, namely CPHI, Iphex and other symposiums.

We organised knowledge-enhancing sessions to help our suppliers and service providers increase their knowledge and understanding of evolving industry standards and the Company's expectations.

We share our long-term plans with our vendors and ensured that we remunerated them on time; it enhanced their trust in our commitment.

In doing so, we bonded better for individual and collective growth over the coming years.





PROCUREMENT

SHIPPING

[Click here for more information](#)

We unlocked
VALUE

100+

Vendor audits conducted
throughout the year.

~150

Contracts executed with
domestic and
international suppliers.

20

New vendors added to the
supply chain backbone

90

Creditors streamlined to avail
credit upto (days)

Engaging with our customers

At Venus, we are conscious of fact that customers make the cash box ring. But that happens only when they know us, our capability, our products and product USPs well.


And today, when we aspire to become a truly global company, we believe that creating awareness and spreading our presence will help us move closer to our goal.


To transform our growth aspiration into reality, we engaged extensively with customers, opinion markers and decision influencers.

We conducted educational sessions at medical congresses and forums; we organised more than 250 CME in 150+ hospitals across India and more than 40 international CMEs.

We shared clinical trial results and information from VRL sponsored trials and through publications and presentations at medical congresses to improve each other's understanding of new and emerging clinical data and advances in treatment.

We worked on educating our customers about diseases, treatment options, safety concerns and correct product use

 Introduced TAG (Therapeutic Antibiotic Guidelines), a mobile application for indication-based positioning of ELORES.

 Created an online platform (YouTube Channel) to share scientific updates for Healthcare professionals.

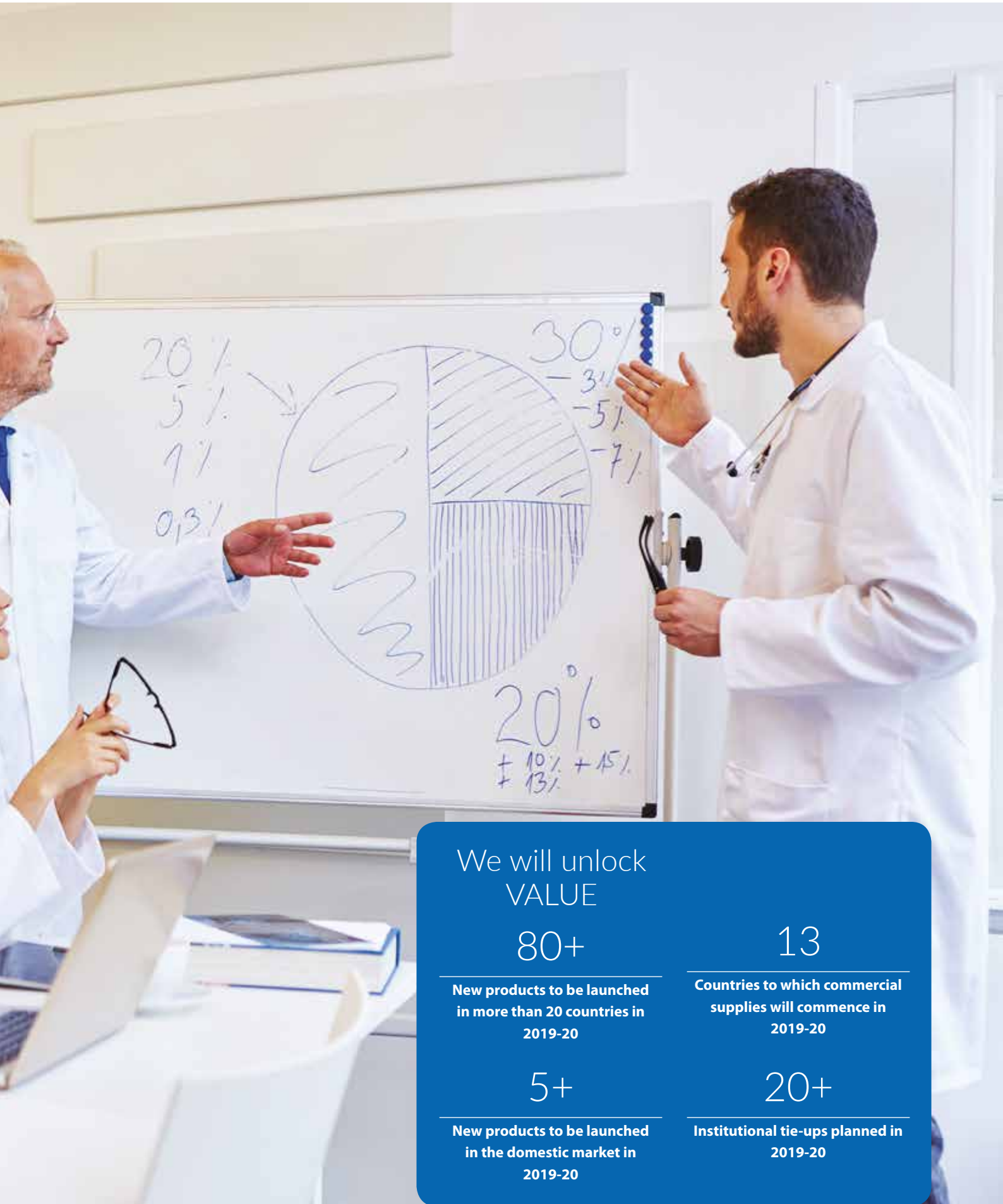
We engaged meaningfully with government officials and industry bodies to contribute to the public debate and development of effective public health laws, regulations and policies.



We leveraged our existing international network to expand our footprint globally.

We equipped our distributors sales team (other nations) with technical knowledge and our product USPs in addition to providing behavioural etiquette on meeting decision-makers.

Our efforts, we believe, will widen our opportunity matrix going forward.



We will unlock
VALUE

80+

New products to be launched
in more than 20 countries in
2019-20

13

Countries to which commercial
supplies will commence in
2019-20

5+

New products to be launched
in the domestic market in
2019-20

20+

Institutional tie-ups planned in
2019-20

About Venus Remedies

Established in 1989 in Panchkula, India, Venus Remedies Limited is a research-driven Indian Pharmaceutical company with an expansive global footprint extending over 60 nations. The Company's remedy-defining formulations addressing diverse therapeutic areas are manufactured at its two units in Panchkula and Baddi (in India).

The Company's subsidiary, Venus Pharma GmbH, based out of Werne, Germany, deals in Licensing, Packaging, Product Testing, Warehousing and Logistics.

The Company's units are certified with ISO 9001, ISO 14001, OHSAS 18001 accreditations and also approved by the European GMP, Australian GMP and other leading global regulatory authorities looking into product and quality excellence standards.



950+

Team size

Venus is...

...one of the very few Indian companies focused on combating AMR.

...among India's Top-20 pharmaceutical R&D spenders.

...among India's Top-50 pharmaceutical manufacturing companies.

For our shareholders

Face value of shares: ₹10/- per share

BSE Code: 526953

NSE Code: VENUSREM

Net worth: ₹341 crore

Market Capitalisation (as at 31st March 2019): ₹40.72 crore



Vision



We strive to touch the lives of patients by actively listening and responding to their needs with breakthrough innovative products and medical expertise that is critical for understanding and treatment of diseases.

Mission



We are committed to align the best scientific approaches to develop new solutions for global health challenges. We are actively involved in monetisation of IP wealth and building global brands backed by strong scientific evidences.

Focus



Our current priorities include developing therapeutic drugs targeted towards multi-drug resistant bacteria and form synergistic partnerships to provide access to these drugs in low and middle income countries where AMR poses greatest threat.

Strategy



Science at heart and patients in mind are building blocks of our strategic framework.

Revenue break-up

Domestic sales 41%



Exports 59%

Management Discussion and Analysis

An economic landscape

Global economy

Global growth received a much-needed traction one year ago due to a significant acceleration in economic activity across all regions. This spurt in economic activity had catapulted the global growth figure to 3.6% in 2018.

The reversal in economic fortune has caught up with the global economy. Growth data for 2019 has been pegged much lower at a disappointing 2.6%, 0.3 percentage point below the previous forecasts.

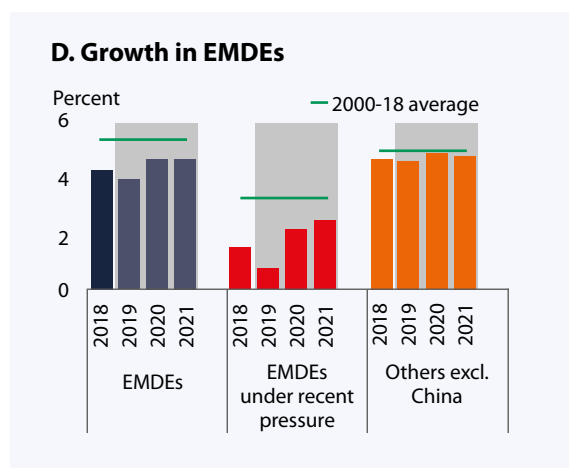
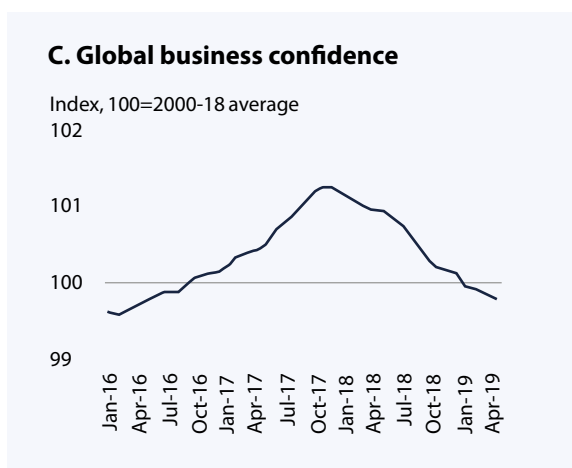
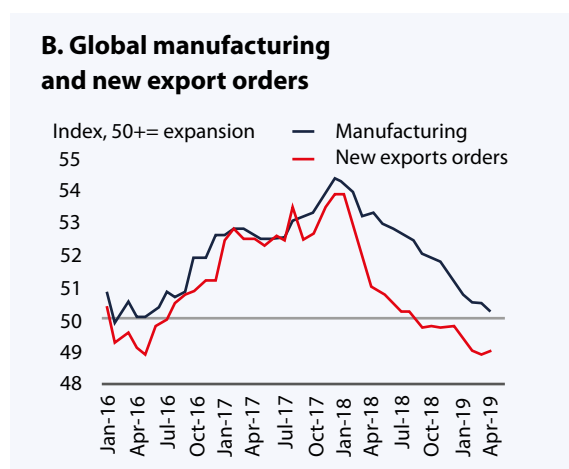
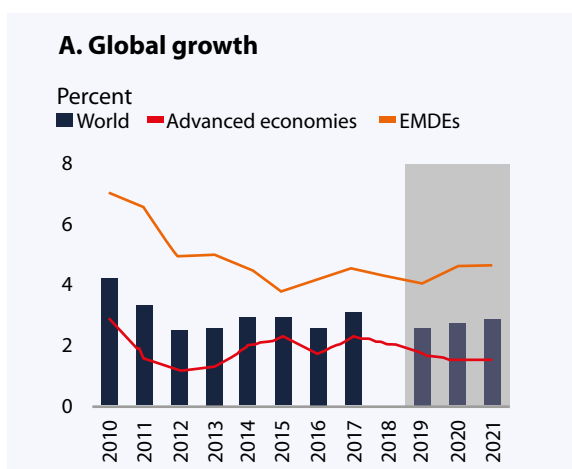
Much of this deceleration is on account of global trade and manufacturing showing signs of weakness. A root cause of this sluggish market sentiment can be traced to trade policy uncertainties that have plagued the major trade partners, the US and China. The growth impetus has received a further jolt from major advanced economies in the EURO area coupled with the lacklustre performance of emerging markets and developing economies (EMDEs).

However, there are some tailwinds to global growth in terms of easing liquidity scenario given the fading prospects of

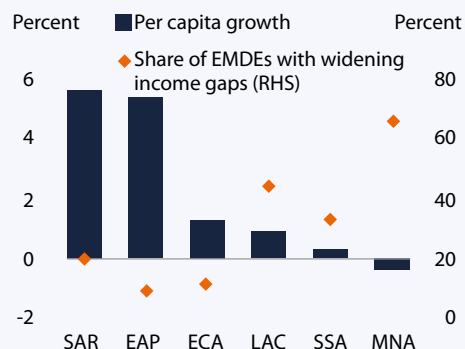
monetary tightening envisaged by U.S Federal Reserve and other major central banks around the world. An offshoot of this monetary breathing space might aid capital flows into emerging markets and developing economies thus enabling global growth to rebound in some meaningful way.

As the tailwinds play out and the current sluggishness recedes, global growth is projected to hover around 2.7% in 2020 and 2.8% in 2021.

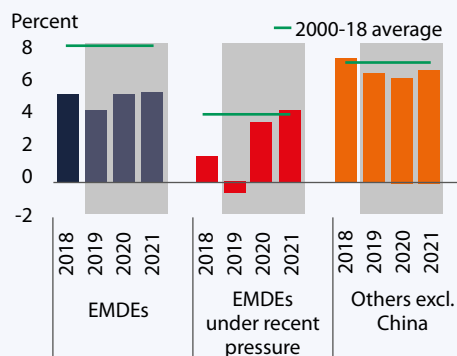
(Source: Global Economic Prospects, World Bank, July 19)



E. Per capita growth and share of EMDEs with widening income gaps in 2019



F. Investment growth in EMDEs



Indian economy

The Indian economy witnessed some slowdown in growth from 7.2% in FY18 to 6.8% in FY19 and is projected to rebound to 7% in FY20. There are positive tailwinds from the investment and consumption sectors.

India is slated to retain its pole position as the fastest growing economy in 2018-19, notwithstanding some blip in growth numbers from 7.2% in 2017-18 to 6.8% in

2018-19. The sluggishness in the growth of Agriculture, Trade, Transport and Communication sectors did play spoilsport, yet government public spending and household consumption remain the significant highlights that have steered growth with continuing momentum.

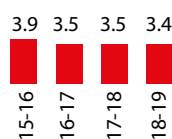
India remains comfortably placed with foreign exchange reserves at US\$422.2 billion, as of June 2019.

The soundness of the economy can also be judged by the acceleration in industry

growth during 2018-19 on the back of manufacturing and construction activity rebounding thus nullifying the slowdown in other core sectors like Mining, Quarrying, Electricity, Gas, etc. The manufacturing sector accounted for 16.4% of Gross Value Added in 2018-19. The sector witnessed reasonable growth in 2018-19 notching up 12.1%, 6.9%, 6.4%, and 3.4% in the final quarter of 2018-19. The NBFC crisis did take some amount of sheen off the growth numbers, yet the sector remains poised further growth on a forward-looking basis.

Fiscal Deficit

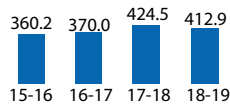
% of GDP



* Provisional actual

Foreign Exchange Reserve

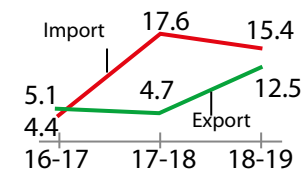
In US \$ billion



March End

Foreign Trade

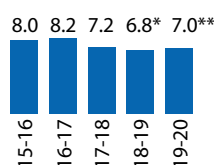
Good and Service (%)



*Provisional estimate

GDP Growth

At Constant Prices

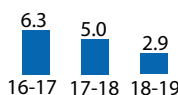


*Provisional estimate

**Projected

Agriculture, Forestry & Fishing

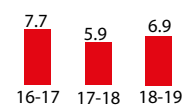
Growth Rate of GVA at Basic Prices in %



*Provisional estimates

Industrial Growth

Growth Rate of GVA at Basic Prices in %



*Provisional estimates

The pharmaceutical story

Global pharmaceutical sector

The global pharma space has seen a spurt in health spending. Over the period 2018-22, health care spending can witness a CAGR growth of 5.4% across 60 major countries of the world, a sharp contrast to just 2.9% during 2013-17.

Even in GDP terms, the share of health spending is slated to grow significantly at 10.5% in 2019. However, there are

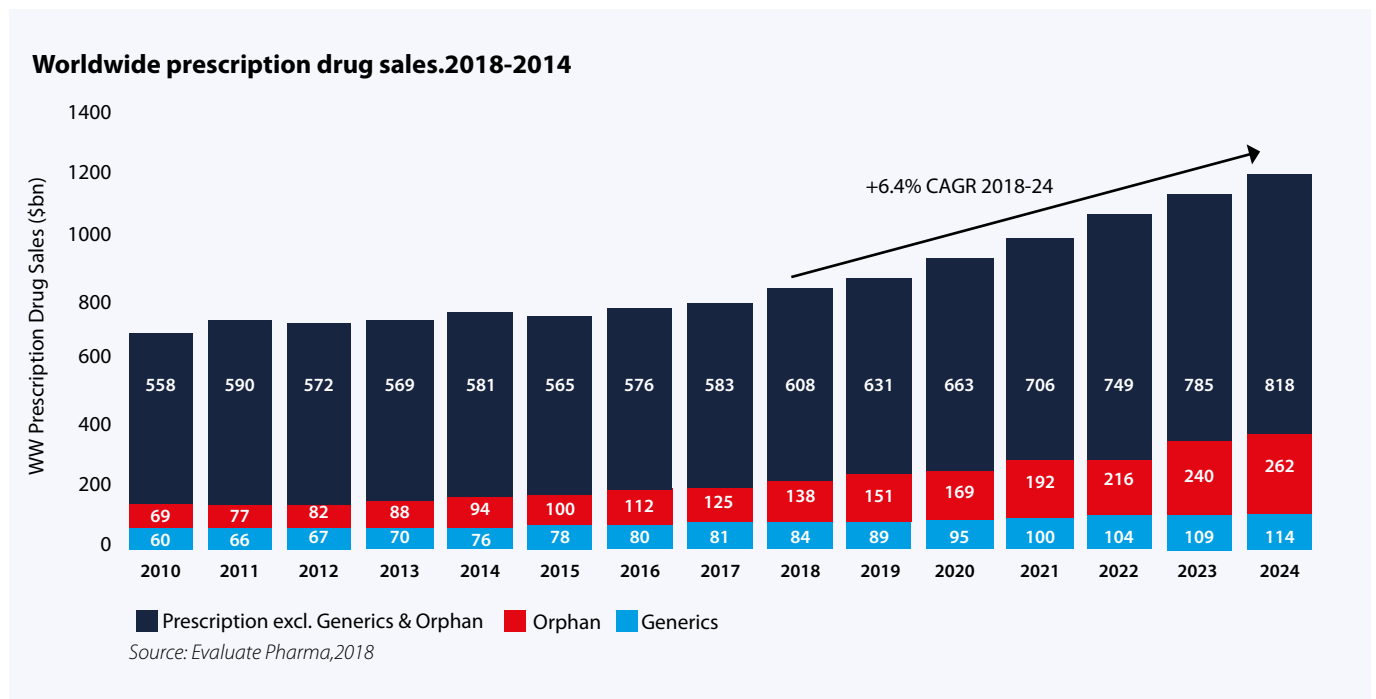
yawning variations in spending trends on a per person basis across countries – from US\$11,674 in the U.S to a meagre US\$54 in Pakistan.

The sales outlook for worldwide prescription drugs remains promising at US\$900 billion in 2019 to US\$1.2 trillion by 2024. The pace of sales growth would be at CAGR 6.4% during 2018-24 compared to CAGR 1.2% during 2011-17. The key growth catalysts are the novel therapies to cure

and heal unmet needs and better access to medicines.

The downside risk to prescription drug sales stems from payer scrutiny, sales losses due to genericisation and competition from biosimilars. As per estimates, patent expiries can jeopardise about US\$19 billion worth prescription sales.

(Source: Global life sciences outlook 2019, Deloitte)



Indian pharmaceutical sector

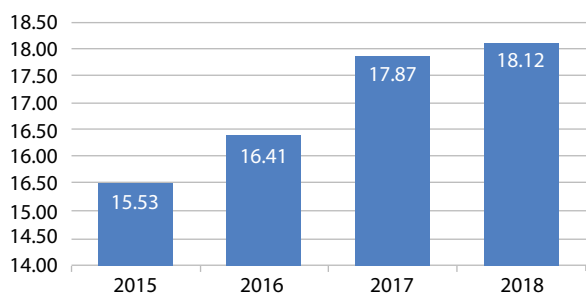
India is a global leader in the pharma space. The domestic industry caters to more than 50% of the world demand for vaccines, 40% of generic drugs, to the U.S and around 25% of demand in the U.K.

A lion share of the global exports are sourced from India, 20% of exports of generic drugs. The size of the domestic pharma market was pegged at US\$17.27 billion in FY18 and is slated to scale up to US\$20 billion by 2020. During FY19 it is expected to cross the US\$19 billion mark.

The sectoral growth is expected to gain momentum at 15% CAGR with the medical device market growth to cross US\$50 billion. The generic drug market is also poised to grow and reach US\$27.9 billion by 2020. Indian pharma companies have already made their presence felt in the global scheme of things with 300 generic drug approvals in the US during 2017, a market that is expected to grow to US\$88 billion by 2021.

Another silver lining for the pharma sector is the cost-effectiveness in production capabilities coupled with robust R&D facilities. This has lent a competitive advantage to the sector in the export market, wherein volume reached US\$13.95 billion in FY19.

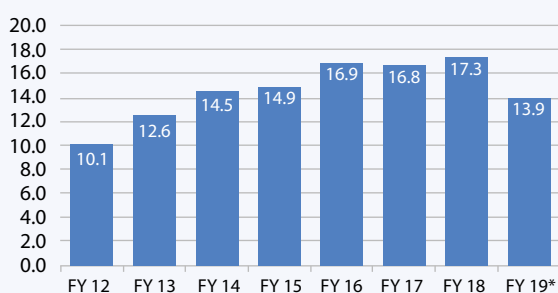
Annual Turnover of Pharmaceutical market (US \$ billion)



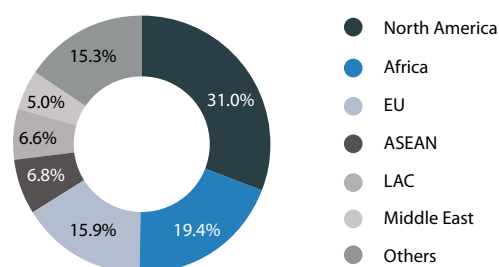
Quarterly Growth in Indian Pharma Market (%)



Pharmaceutical Exports from India (US\$ billion)



Major Export Destinations in India's Pharma Export in FY'18(%)



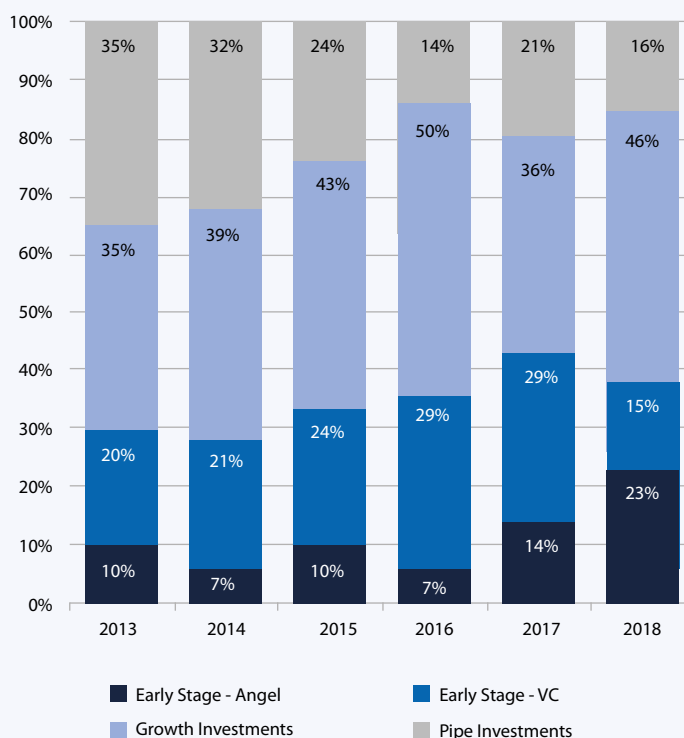
Impact of Budget 2019-20: The latest budget has come as a significant shot in the arm of the pharma sector, the market size will receive a further boost due to the government provision of ₹61,398 crore (US\$8.98 billion) to the Ministry of Health and Family Welfare.

There is a significant increase in allocation to the National Health Mission by way of ₹31,745 crores (US\$4.64 billion). These enhanced cash flows into the health industry will have a direct positive impact on the pharma sectoral outlook going forward.

Growth through consolidation: A whopping US\$15.93 billion foreign money has been invested in the domestic Drug and Pharmaceuticals sector during April 2000 and December 2018. The sector has witnessed 39 Private Equity deals during the period Jul-Sep 2018 amounting to US\$217 million. Growth has also come about through mergers and acquisitions wherein a total 46 deals amount to US\$1.47 billion during 2017; this reflects nearly 70% of all M&A deals in India have evolved in the pharma space in the last three years.

(Source: Indian Brand Equity Foundation, Sector Presentation, March 2019)

PE Investments in Indian Pharma by Deal Type



Business enabler 1

Research and Development


Since its inception, Venus Remedies has emphasised on a robust R&D infrastructure. The Venus Medicine Research Centre (VMRC) is the research hub of the Company wherein remedy-defining formulations are formulated.


Why focus on R&D?

The Indian pharma story is expected to receive a new lease of life given the rapid increase in consumer spending, urbanisation, healthcare insurance. The market size would reach significant propositions at US\$85 billion by 2020. The only solution to the varied medical problems of the patient pool lies in building R&D capabilities; the Government of India is encouraging the pharma industry to invest in R&D in a meaningful way. The Government of India has also taken on the crusade of protecting intellectual property right through the necessary legislation. Innovation through R&D is the need of the hour to leverage monetarily on blockbuster drugs, thus emerging as a foremost growth driver for the business.

Highlights of 2018-19


During the year under review, the Company has aggressively augmented its research and development capabilities by adding to its repertoire of equipment.


 Spray dryer – Mainly used for the generation of nano-particles using bottom-up platform spray. These nano-particles, in turn, aid enhanced solubility. The technology can be easily scaled up and commercialised.

 Fluidised bed processor – Bed of solid particles through which hot air is passed at high pressure through air distribution plate/bottom of the container. The technology is used to improve the appearance of the drug product and also for taste masking of



unpleasant drug and improve the taste by sugar coating.

 Infusion Pump for a drug administering to small animals.

 FTIR to facilitate the identification

Product Development initiated in 2018-19

Hemostatic-2

a solution which promotes coagulation which facilitates in stopping/controlling severe bleeding. It also works as a temporary traumatic wound treatment.

Antibiotics-2

that will fight and cure ailments such as gonorrhoea, pneumonia, acute otitis media, urinary tract infections, infections

of bones and joints, syphilis, bacterial endocarditis, moderate to severe bleeding, susceptible infections including UTIs, shigellosis, prophylaxis and treatment of Pneumocystis jiroveci pneumonia (PJP), travellers' diarrhoea or acute exacerbations of chronic bronchitis in adults, acute otitis media in children.

Antimicrobial-2

to cure minor skin abrasions, lacerations, minor irritations and intact skin, leg ulcers, pressure ulcers, diabetic ulcers and for the management of mechanically or surgically debrided wounds.

Herbal Painkiller-1

for Trois pain relief tablet for body ache, sprain, joint pain and pain-related with arthritis & spondylitis.



Herbal Hepatoprotective-1

for ailments such as jaundice, hepatitis A (infectious hepatitis), hepatitis B, hepatitis C, hepatitis D, hepatitis E, alcoholic hepatitis, appetite loss, anorexia nervosa, poor digestion, early cirrhosis or pre-cirrhotic conditions, fatty liver disease or steatohepatitis (steatosis).

Analgesic-3

for muscle pain, neck pain, ankle pain, knee and shoulder pain stiffness, sprain and strain, joint pain, pain and inflammation associated with arthritis and rheumatoid arthritis.

New Products in Pipeline for 2019-20

Antibiotics-1

for treatment of intraabdominal infections, including complicated appendicitis, peritonitis, bacterial meningitis, complicated skin and skin structure infections, empiric treatment of febrile neutropenia, severe infections caused by susceptible strains of methicillin-resistant (beta-lactam-resistant) staphylococci.

Cancer Detection k17-1

for breast cancer, head and neck cancer, lung cancer detection.




Laxative-1

to facilitate good bowel movement, reduce constipation.

Analgesic-1

for headache, backache, aches and pains of the muscles & joints, minor sports injuries, neck and shoulder pain, pain caused by sciatica, other rheumatic conditions sprains.

Priorities for 2019-20

-  Work on the Pre IND filling of VRT001-C
-  Development of Trois Tablet.
-  Development of Trois stick.

Business enabler 2

Marketing

Venus is India's foremost generic drugs company with a wide range of injectables catering to mission-critical segments like antimicrobial resistance and anti-cancer. There is a wide gamut of avenues to ensure broad market reach through retail sales, institutional sales, and collaboration with global players.

International Business

The Company has proactively collaborated with market leaders to create a global reach across 60+ countries. These marketing alliances with global market leaders have resulted in extensive distribution channel enabling coverage across major markets across the world such as, Benin, Botswana, Ethiopia, Kenya, Mauritius, Morocco, South Africa, Indonesia, Israel, Malaysia, Nepal, Myanmar, Australia, New Zealand, Austria, Cyprus, Denmark, France, Germany, Iceland. The market reach is further strengthened through the presence of 11 global marketing offices catering to global patients.

Highlights of 2018-19

- 🔬 Entered new markets namely, Bolivia, Austria, Ivory Coast, Tunisia Cameroon and Belarus.
- 🔬 Launched new products in existing markets namely Zoledronic, Vancomycin, Lastinem, Carboplatin, Paracetamol.





Priorities for 2019-20

The Company has set an ambitious sales target which is expected to be achieved by strengthening the existing channels in 60+ countries and expanding the Company's global footprint in new geographies.

The Company banks on the credibility of its distributors and importers in foreign markets, 95% of whom have been with the brand for the last ten years. The global viability is further strengthened on the back of more than 500 registrations in-hand product-wise that will facilitate global reach.

The Company has already identified more than 85 products to be launched in the domestic and international markets in 2019-20.

Domestic Business

The Company has created a robust network of marketing infrastructure across the length and breadth of the country. The foundation of this infrastructure lies in the combination of 1500 stockiest, 1000 multi-specialty hospitals, 50000 retail networks, 50000 doctors' network all working in

sync to generate tremendous value for shareholders and the broader patient community.

To win the acceptance of the patient community, the marketing team has endeavoured to build long term trust-based relationships with prominent stakeholders within the value chain of the pharma industry.

The Company has further strengthened its marketing efforts with tie-ups with more than 15 hospitals within India; the latest addition has a tie-up with DHS-Andaman and Nicobar.

Highlights of 2018-19

The domestic business generated healthy sales volumes – growth being contributed by the Company niche products and certain generic products.

Some of the generic products also registered a robust revenue growth over the previous year. The key growth drivers in the generic basket include Meropenem, Paracetamol, and Enoxaparin anti-coagulants, among others.

Quality Assurance

Venus's commitment to quality is key to its value proposition. The Company has over 500 registrations in-hand after complying with stringent global quality standards.

Process improvements in 2018-19

In-process

- Process improvement initiated in dry power injections from manual inspection to online visual inspection, thus increasing speed and immediate tracking of rejects.
- Further improvement in the dry power process from a limited frequency of reconstitution to an increased frequency that enables better controlling of defects.
- Introduced process steps that check liquid vial before lyophilisation and identifies defects before the process is completed, thus reducing the final count of rejects.
- Improved the Liquid injection product by increasing the fill volume checking frequency, which was limited earlier. This has controlled defects by enhancing the probability of identification of volume loss related defects.

Final product

- Improved the dry power injection process wherein reconstruction checking has been introduced, thus enabling identification of defects before dispatch and hence a commensurate reduction in final product defects.
- Blistered packing style introduced for dry power injection accentuating the product presentation and packaging and resolves transpiration related issues.
- AQL testing initiated for all branded and generic products.

The Company has diligently strengthened the quality assurance cell through investment in 2D bar code machine for implementation on trace and track system. Further emphasis has been put on change management control through a computerised system.

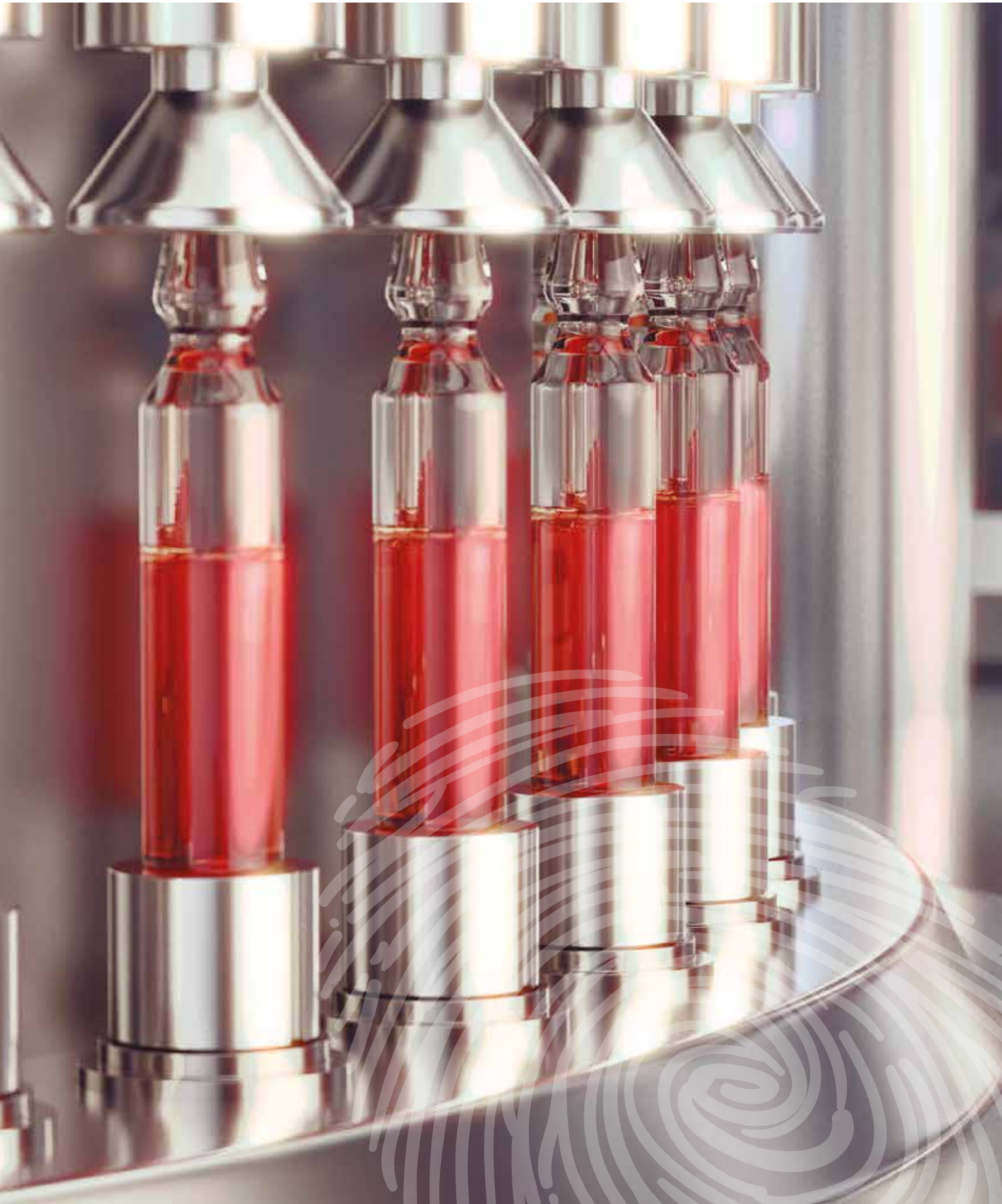
Training

Training is an integral part of up-scaling and retooling the quality assurance process. The following training programs were conducted during fiscal 2018-19.

- Data Integrity related training.
- Current GMP guideline training.
- Current industrial practices training.

External training by trained professional on Pharmaceutical quality system.





Intellectual capital



Human capital is the lifeblood of the business at Venus. The last mile execution of the key strategic vision of the top management lies with the talent pool of human resources. With a team size of 950+ aged on an average of 36 years, execution is driven by a combination for youth and domain expertise.

The year under review saw more of the same zeal and enthusiasm at delivering quality through disciplined execution of the strategic vision. The team is a sizeable pool of resources with around 35% of the team being seniors with years of sectoral knowledge and cognitive gender diversity.

The success formula is based on the learning and knowledge transfer model. This also aids team-building spirit and

bonding resulting in the sense of ownership for the brand and the quality standards set by the management. The quality assurance team inducted seven new members. The Company also inducted fresh blood into the junior and middle management ranks to infuse energy and new ideas into business operations.

The on-boarding process did see a few nuances changed in the form of updation in Presentation related to new changes etc. The Company has kept the mandate on regular and timely training intact with most training modules based on technical and functional topics.

To initiate an ambiance of collective growth, several fun activities such as painting contest on the occasion of

Health and Safety week, Karva Chauth celebrations, Diwali celebrations, and Lohri get-togethers were organised.

The entire process of human capital development is tuned towards creating a culture of continuous improvement encompassing employee engagement in Processes, Performance Management Systems, Reward and Recognition system through platforms such as Best Employee of the Month, Best in Punctuality.

In addition to the existing architecture, the Venus Service Commission is continuously trying to create an atmosphere of transparency to address and eliminate employee grievances in a time-bound manner.

Financial performance



The Company registered a subdued performance in 2018-19 with reduced business and a net loss; although it reported a healthier cash profit.

Statement of Profit and Loss

Revenue from operations declined from ₹372.41 crore in 2017-18 to ₹321.89 crore in 2018-19 owing to declining sales volumes, increasing competitive intensity and price erosion in some products.

Increased cost of APIs owing to the global supply chain disruption, spiked the cost of materials consumed eroding profits and profitability. However, reduced interest cost from ₹35.43 crore in 2017-18 to ₹25.41

crore in 2018-19 partially arrested the downfall in profits. The Company reported a Net Loss of ₹28.57 crore in 2018-19 against ₹30.69 crore in 2017-18.

Balance Sheet

Networth declined from ₹361.91 crore as on March 31, 2018 to ₹332.52 crore as on March 31, 2019; this was owing to the net loss registered during the year.

Internal Control Systems and their adequacy

Venus maintains a system of well-established policies and procedures for internal control of operations and activities. It continuously strives to integrate the

entire organisation – from strategic support functions like finance, human resource, and regulatory affairs to core operations like research, manufacturing and supply chain management.

The internal audit function is further strengthened in consultation with statutory auditors for monitoring statutory and operational issues. The Company has appointed independent agencies as internal auditors. The prime objective of this audit is to test the adequacy and effectiveness of all internal control systems and suggest improvements. Significant issues are brought to the attention of the audit committee for periodical review.

Significant changes i.e. change of 25% or more in the key financial ratios

In accordance with the amendments notified by SEBI in Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 9th May, 2018, the details of significant changes i.e. change of 25% or more in the key financial ratios as compared to the immediately previous financial year along with detailed explanations are reported here under:

Particulars	2018-19	2017-18	Change	Reason for the change
Debtors Turnover Ratio	8.46	7.88	0.54	Change in credit period
Inventory Turnover Ratio	2.26	2.70	(0.44)	Decrease in sales in comparison to estimates
Interest Coverage Ratio	0.18	0.22	(0.04)	No significant change
Current Ratio	1.01	1.13	(0.12)	Increase in short-term liability
Debt-Equity Ratio	0.56	0.51	0.05	No significant change
Operating Profit Margin (%)	1.44	2.12	(0.68)	Owing to hike in input costs
Net Profit Margin (%)	(8.88)	(8.24)	(0.64)	Owing to exceptional expenses
Return on Net Worth (%)	(8.59)	(8.48)	(0.11)	Owing to exceptional expenses

Risk management

Venus aims to foster a risk-aware culture by adopting an integrated approach to effective risk management. The Company's philosophy of risk management is underpinned by identifying, assessing, measuring and monitoring risks on an ongoing basis. It has an independent and dedicated risk management structure with clear goals compatible with its corporate vision and strategy. The risk management team is guided by well-established policies and procedures that are continuously benchmarked with national and global best practices.

Growth Risk

The Company needs to grow business volumes to be able to turn to winning ways.

Mitigation: Venus is cognizant of the need to grow business volumes substantially. In keeping with this necessity, the Company is focused on marketing products aggressively in the domestic and international markets.

While 150+ of its niche products generated robust growth over the previous year levels, the Company will focus on launching more products from its niche basket, which will assist in garnering good numbers.

The Company has implemented several initiatives to scale up domestic sales (institutional and retail) which have yielded heartening returns in the current year; this trend is expected to gather momentum in the coming years too. Besides, the new products launched during 2018-19 should gain traction in the coming years.

In the international market, the Company entered new geographies in 2018-19; the team's efforts would focus on gaining a larger share in these new markets even as it will continue to entrench its presence in traditional global markets.

These efforts should help in driving volumes in the current year.





Quality Risk

The Pharma industry has to adhere to stringent quality standards mandated by regulatory institutions; the inability to keep up with these norms can pose a serious risk of Brand Value dilution.

Mitigation: Venus Remedies has progressively kept pace with the regulatory standard set within domestic and international markets by institutionalising, and continually updating processes and technologies that are aligned to global benchmarks and requirements. The Validation Master Plan (VMP) that focuses on product quality with paramount emphasis is a testament to the Company's quality commitment. Proactive investments in superior equipment have enabled the Company's quality control laboratories, ensuring that its products meet global quality standards continuously.

Geographic Risk

Market-specific geographic concentration can seriously impede business continuity.

Mitigation: The Company has established its marketing footprint across 60+ nations global. In each country, the Company has forged ties with leading marketing agencies who possess extensive knowledge of the local market and its requirements, which helps in better reach. Moreover, about 95% of the distributors and importers

in international geographies have been with the Company for over ten years. In the domestic market, the Company's well-established retail network and long-nurtured relationships with institutional clients have paved the way for robust business continuity.

Finance Risk

The Pharma business is R&D intensive with huge requirements of funds that remain tied up with a long gestation period and lag in ROI.

Mitigation: The Company continues to focus on growing business liquidity by increasing sales volumes, which in turn would help in optimising the operational costs. It has made decent ground in this regard. Moreover, the Company sustained efforts in increasing sales volumes in the domestic and global markets should facilitate growing organisational liquidity going forward. Also, the Company does not have any significant capital expenditure - planned for the current year; it will allow the Company to utilise cash generation into strengthening its R&D initiatives prudently and further pare its debt burden

Better India Better World



With a theme of Better India, Better world Venus has interwoven social consciousness with business responsibility. Venus always works with commitment and dedication to serve the community.

The Company firmly believes that it can make a valuable contribution to the society by not only developing and marketing medicines but by putting our sincere efforts in ensuring employee health and safety at our operations, promoting access to healthcare, doing good for society in every possible way which touches the lives of people from all age groups, race and religions across the globe.

Awareness: The Company is committed to antibiotic stewardship through its campaign called PLEA (Preserving Life of Existing Antibiotics). Each year, PLEA volunteers reach out to more than 50,000 healthcare professionals in India and spread awareness on the judicious use of antibiotics and on maintaining a sanitary hospital ecology. Further, PLEA's social media campaigns collectively reached out to over 1 million people globally in 2018 and Venus aims to expand its reach in 2019.

Sanitation: Besides, the Company organizes various programs on regular basis with a focus on community cleanliness and hygiene issues. As part of an initiative under its Health, Sanitation and Hygiene Awareness Program, Venus constructed toilets for government schools in North India region and educated students with documentaries underlining the importance of health and sanitation.

Green cover: Venus lays significant emphasis on maintaining the ecological balance. Hence, the management encourages its team and visitors to plant trees. The expansive land parcels within its manufacturing units are populated various shrubs, herbs and decorative plants.

The Company has also created a herbarium at its Baddi unit comprising of medicinal plants which offer medicinal usage. Venus also undertook tree plantations.

Plea activities: Plea charitable trust organized the World Antibiotic Awareness Week 2018 (13 to 19 November) and engaged more than 1000 doctors in its pledge campaign for rational uses of antibiotics.

Under plea banner, the Company observed the World Health Hygiene day on 5th May 2019 in major hospitals of India. 34 CMEs were held during this Hand Hygiene Campaign.



DIRECTORS' REPORT

To the esteemed stakeholders of
Venus Remedies Limited

FINANCIAL PERFORMANCE:

The standalone and consolidated financial statements for the financial year ended March 31, 2019, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

(₹ in Millions)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Sales & Other Income	3,063.48	3,562.58	3,279.87	3,746.69
Financial Charges	251.46	354.42	254.05	354.27
Depreciation	329.53	327.27	339.80	338.33
Profit before Exceptional items	(193.01)	(234.23)	(207.65)	(275.32)
Profit before Tax	(282.62)	(234.23)	(297.26)	(275.32)
Profit After Tax (PAT)	(271.11)	(265.83)	(285.75)	(306.92)
Other Comprehensive Income	0.697	3.44	0.697	3.44
Total Comprehensive Income for the year	(270.41)	(262.39)	(285.05)	(303.48)

OPERATIONS & COMPANY'S STATE OF AFFAIRS

During the year under review, on Standalone basis your Company achieved a turnover ₹3063.48 millions and ₹3279.87 millions on Consolidated basis. There was decline in sale during 2018-19. The sales target of the company was adversely impacted due to various factors. The business of the company suffered many hardships including severe competition globally & several other external factors.

Venus Remedies Limited is a research driven Indian Pharmaceutical company with global footprints. We are eyeing fruition of breakthrough findings to make innovations enjoyable. Venus has rich portfolio of innovative and generic quality products for transforming patient's life. Company is focused in manufacturing high growth therapeutic segments like Anti-infective (antibiotics), oncology, neurology, pain management, skin & wound care and is amongst the very few R&D focused Pharmaceuticals companies in India, working on to eradicate growing Anti-Microbial Resistance (AMR) recognized by WHO as being severe medical crisis across the globe.

LISTING OF SHARES

The equity shares of the Company are listed on Bombay Stock Exchange Ltd. and National Stock Exchange (India) Ltd. The Company has paid the Annual listing fees for the financial year 2019-20 to both stock exchanges.

EXTRACT OF ANNUAL REPORT:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format MGT 9 is appended as annexure-1 to the Board's report.

MEETINGS OF THE BOARD OF DIRECTORS:

The Board met 4 times during the financial year 2018-19, the details are given in the Corporate Governance Report which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors pursuant to Section 134(3)(c) of the Companies Act, 2013 state as follows:

-
- a). in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
 - b). the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
 - c). the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
 - d). the directors had prepared the annual accounts on a going concern basis;
 - e). the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
 - f). the directors have devised a proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director under section 149(6) of the Companies Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Nomination & Compensation Committee has framed a policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel (KMP), senior management personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

Pursuant to Section 134(3) of the Companies Act, 2013, the nomination and remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the

Company's website www.venusremedies.com and also appended as Annexure 2 to the Board's report as Nomination and remuneration Policy.

AUDITORS

At 29th Annual General Meeting of the company, shareholders have appointed M/s Vinod Kumar & Associates, Chartered Accountants as the Statutory Auditors of the Company (Registration No. 002304N) as statutory auditors of the Company for a term of 5 years from the financial year 2018-19 onwards.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 30th AGM.

Further, the Company appointed M/s P. Chadha & Associates, Company Secretaries as the Secretarial Auditor of the Company for financial year 2018-19. The secretarial audit report for FY 2018-19 forms part of Annual Report. Qualifications, if any, in the Secretarial audit report are mentioned in the reports appended as Annexure 7.

Company is required to maintain the cost records as specified by the Central Government under sub section (1) of section 148 of Companies Act, 2013 and such accounts & records are duly maintained by the Company. M/s C. L. Bansal & Associates, Cost Accountants was appointed as cost auditors of the Company for financial year 2018-19.

PARTICULARS OF LOAN, GUARANTEE OR INVESTMENT:

Pursuant to Section 186 of Companies Act, 2013 and Schedule V of the Listing Regulations, disclosure on particulars relating to loans, advances, guarantees and investments, if any are provided as part of the financial statements.

PARTICULARS OF CONTRACT OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of Contracts or Arrangements made with related parties referred in section 188(1) of the Companies Act, 2013 disclosed in form AOC-2 as annexure-3 and also forms part of the financial statement in annual report. Related Party Transactions as per regulation 34(3) and schedule V of Listed Regulations are forming part of the Financial Statements.

TRANSFER TO RESERVES:

During the period of review Company has not transferred any amount to Reserves & Surplus.

DIVIDEND

The Board has not recommended the dividend for the year 2018-19.

SIGNIFICANT AND MATERIAL ORDERS:

There are no material changes or commitments, effecting the Financial position of the Company between the end of the Financial Year of the Company and date of this Report

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year period no specific events/ actions has taken place which has major bearing on the Company's affairs except following:

- i. Corporation bank has approached National Company Law Tribunal, Chandigarh, wherein the matter is not yet admitted.
- ii. State Bank of India, EXIM Bank, Dena Bank, IDBI Bank and Corporation Bank have approached Debt Tribunal, Chandigarh and the matters are pending for adjudication.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The prescribed particulars as required under section 134(3)(m) of the Companies Act 2013 read with Companies (Accounts) Rules, 2014 are set out in the annexure-4 & 5 forming a part of this report.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has in place comprehensive risk assessment and minimization procedures. The Company is exposed to inherent uncertainties owing to the sectors in which it operates. Many risks exist in a company's operating environment and they emerge on a regular basis. The risks faced by the Company and their minimization procedures are assessed categorically under the broad heads of High, Medium and Low risks. Further, the Company identifies risks and control systems are instituted to ensure that the risks in each business process are minimized/mitigated. The Board provides oversight and reviews the Risk

Management Policy on a regular basis.

SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

The Company has no Joint Venture or Associates as defined in the Companies Act, 2013. The company has one wholly owned foreign subsidiary in the name of Venus Pharma GmbH in Germany. The financial statement of the subsidiary forming part of this annual report in consolidated financial statement. Separate audited accounts are placed on the Company website www.venusremedies.com. In accordance with Section 129(3) of the Companies Act, 2013, statement on the performance and Financial position of the Subsidiary Company in the specified format AOC-1 is annexed to the Directors' Report as Annexure-6.

BOARD EVALUATION:

In line with the Corporate Governance Guidelines, Performance Evaluation was conducted for all Board Members, for the Board and its Committees. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in accordance with the Guidance Note on Board Evaluation issued by SEBI in January 2017. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

The evaluation of all the directors and board as a whole has made as per the Companies Act, 2013. Criteria and framework as adopted by the Board is explained in the Corporate Governance Report which forms part of the Annual Report.

KEY MANAGERIAL PERSONNEL:

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Sr. No.	Names	Designation
1	Mr. Pawan Chaudhary	Managing Director
2	Mrs. Neha Kodan	Company Secretary
3	Mr. Pawan Chaudhary	CFO

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of Sexual Harassment of women at work place. Company has complied with provisions relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at

Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, Company has not received any complaint of harassment.

SHARE CAPITAL

• ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

Company has not issued any shares with Differential Rights.

• ISSUE OF SWEAT EQUITY SHARE

During the year under review, Company has not issued any Sweat Equity shares or Employee Stock Options.

CORPORATE SOCIAL RESPONSIBILITY

For financial year 2018-19, Company does not cover under any of the parameter as mentioned under the preview of Section 135 of the Companies Act, 2013, and rules made thereunder. Company has prepared the policy on CSR which is available at Company's website www.venusremedies.com. Company has also constituted the CSR committee, details of which available in Corporate Governance which forms part of Annual Report.

CSR SPENDING OF THE YEAR:

1	2	3	4	5	6	7	8
Sr. No.	CSR project or activity identified	Sector in which the Project is covered./ Relevant Section of Schedule VII in which the project is covered	Project or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads*: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period*	Amount spent: Direct or through implementing agency

NIL/ N.A.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on the Management discussion and analysis is provided as a separate section in the annual report.

EVENT HAVING BEARING ON AFFAIRS OF THE COMPANY

The lenders of the company had approved corporate debt restructuring package of the company. However, post corporate debt restructuring unforeseen hardships continued due to severe global competition and other extraneous factors like rapidly changing government policies. The company could not escape from its manifestations as these policies have impacted the entire pharma industry that is facing a global recession, leading to poor cash flows and increased financial distress. The company is actively working to resolve the financial stress and exploring all means available to its disposal to settle defaults with the banks.

PLEDGE OF PROMOTER'S SHAREHOLDING

The promoters have pledged 4630000 shares as collateral security to bank for credit facility sanctioned to the Company.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company

DEPOSITS

Your Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

PARTICULARS OF EMPLOYEES

During FY 2018-19, no employee is taking remuneration ₹102 lakhs or more and employees employed for part of the year and in receipt of remuneration of ₹8.50 lakhs or more per month in accordance with the provisions of section 197(12) of the

Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014. Particulars of employees pursuant to section 134 (3) (q) of the Companies Act, 2013, read with rules thereunder, annexed as annexure – 8 to the Directors' Report.

CORPORATE GOVERNANCE:

The company operates not only within the regulatory framework, but is also guided by broader business ethics. The idea is to ensure good conscience, transparency, integrity and openness which would lead to accountability of the persons in charge of the company and bring benefits to investors, customers, creditors, employees and the society at large.

SHARE/ WARRANTS ISSUED DURING THE YEAR:

During the year Company has not issued or allotted any shares or warrants.

TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, the Unclaimed Dividend of ₹5,77,893/- relating to the financial years 2010-11 was transferred to the Investor Education and Protection Fund established by the Central Government. Unclaimed dividend for the year 2011-12 is due to be transferred to the Investor Education and Protection Fund on 27.09.2019.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has followed prescribed Indian Accounting Standards (Ind AS) in preparation of its financial statements.

CASH FLOW ANALYSIS

In conformity with the provisions of Clause 34(2) of SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the year ended on 31st March, 2019 forms an integral part of the Financial Statements.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Company has adopted Vigil Mechanism/ Whistle blower policy and same is available on Company Website www.venusremedies.com.

COMMITTEES OF THE BOARD:

A detailed note on the Board and committee meetings including the composition is given in the Corporate Governance Report which forms part of the Annual Report.

DIRECTORS

Mr. Rupinder Tewari (DIN 07009485), Non- Executive Independent Director of the Company has resigned due to professional occupancy w.e.f. 24th May 2019.

Mr. Ashutosh Jain (DIN-01336895) retires at the ensuing Annual General meeting and being eligible, has offered himself for re-appointment.

Mr. Brij Mohan Sharma has been appointed as additional Director (Non-Executive Independent Director) by the Board of Directors in their meeting held on 13th August 2019. The appointment of the said director is proposed to be regularised in 30th AGM of the company.

Dr Suresh Kumar Chadha (DIN -00449766) Non Executive Independent Director & Dr Gilbert Wenzel (DIN – 01492035) Non Executive Independent Directors are proposed to be re-appointed for the second consecutive term by Board of Directors in their meeting held on 13.08.2019.

Mr. Pawan Chaudhary as Managing Director and Mr. Peeyush Jain as Deputy Managing Director, re-appointed for 3 years w.e.f. 13.08.19.

CODE FOR PREVENTION OF INSIDER TRADING

On December 31, 2018, Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The same is available at Company's website www.venusremedies.com.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Internal Financial Control followed by the Company which helps in ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the Accounting records and timely preparation of reliable financial information.

The Company has appointed auditors for internal financial control. Auditors work in line with accounting standards. Various

policies and SOPs have been formed for various process. They are continuously monitor the efficacy of internal controls/ compliance with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management, control and governance processes.

ACKNOWLEDGMENTS

The Board sincerely thanks employees for their dedicated services at all levels. We also acknowledge the support and wise counsel extended to us by the analysts, bankers, government agencies and investors at large, the advisers on our panel, all concerned regulatory authorities, our business associates, suppliers, the medical fraternity, patients and last but not the least, our shareholders for their unflinching support, constant guidance and trust in Venus Remedies Limited.

For and on behalf of Board of Directors

For **VENUS REMEDIES LIMITED**

Pawan Chaudhary

Sd/-

Chairman & Managing Director

DIN-00435503

Date: 13.08.2019

Place: Panchkula

ANNEXURE TO DIRECTORS' REPORT

Annexure-1

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24232CH1989PLC009705
2.	Registration Date	15.09.1989
3.	Name of the Company	Venus Remedies Limited
4.	Category/Sub-category of the Company	Pharmaceutical Manufacturing
5.	Address of the Registered office & contact details	SCO-857, Cabin No. 10, NAC Manimajra, Chandigarh-160101. Ph- 0172-2933090, Fax: 0172-2565566, Website: www.venusremedies.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. Noble Heights. 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 Phone: 011-41410592, Fax: 011-41410591, email- delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Pharmaceutical product manufacturing	210	100

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1.	Venus Pharma GmbH AM bahnhof 1-3,D-59368, Werne, Germany	--	Subsidiary	100%	2(87)

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

Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	2330000	0	2330000	18.8786	2330000	0	2330000	18.8786	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	2300000	0	2300000	18.6356	2300000	0	2300000	18.6356	0.0000
	Sub Total (A)(1)	4630000	0	4630000	37.5142	4630000	0	4630000	37.5142	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	4630000	0	4630000	37.5142	4630000	0	4630000	37.5142	0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	1200	1200	0.0097	0	0	0	0.0000	-0.0097
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	58944	0	58944	0.4776	5000	0	5000	0.0405	-0.4371
(f)	Financial Institutions / Banks	54682	0	54682	0.4431	2069	0	2069	0.0168	-0.4263
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	113626	1200	114826	0.9304	7069	0	7069	0.0573	-0.8731
[2]	Central Government/ State Government(s)/ President of India									

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Central Government / State Government(s)	900	0	900	0.0073	0	0	0	0.0000	-0.0073
	Sub Total (B)(2)	900	0	900	0.0073	0	0	0	0.0000	-0.0073
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	4902389	266778	5169167	41.8828	5215050	157659	5372709	43.5320	1.6492
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	827357	0	827357	6.7036	943151	0	943151	7.6418	0.9382
(b)	NBFCs registered with RBI	0	0	0	0.0000	12541	0	12541	0.1016	0.1016
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	IEPF	0	0	0	0.0000	103007	0	103007	0.8346	0.8346
	Foreign Nationals	200	0	200	0.0016	200	0	200	0.0016	0.0000
	Hindu Undivided Family	276112	0	276112	2.2372	324884	0	324884	2.6323	0.3951
	Non Resident Indians (Non Repat)	63225	0	63225	0.5123	69053	0	69053	0.5595	0.0472
	Non Resident Indians (Repat)	218068	0	218068	1.7669	238102	0	238102	1.9292	0.1623
	Clearing Member	307281	0	307281	2.4897	219203	0	219203	1.7761	-0.7136
	Bodies Corporate	727052	7800	734852	5.9541	421769	300	422069	3.4198	-2.5343
	Sub Total (B)(3)	7321684	274578	7596262	61.5481	7546960	157959	7704919	62.4285	0.8804
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	7436210	275778	7711988	62.4858	7554029	157959	7711988	62.4858	0.0000
	Total (A)+(B)	12066210	275778	12341988	100.0000	12184029	157959	12341988	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	12066210	275778	12341988	100.0000	12184029	157959	12341988	100.0000	

B) Shareholding of Promoter-

Sr No.	Shareholder's Name	Shareholding at the beginning of the year - 2018			Shareholding at the end of the year - 2019			% change in shareholding during the year
		NO. OF SHARES HELD	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	NO. OF SHARES HELD	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	
1	Sunev Pharma Solutions Limited	2300000	18.6356	18.6356	2300000	18.6356	18.6356	0.0000
2	Pawan Chaudhary	1187000	9.6176	9.6176	1187000	9.6176	9.6176	0.0000
3	MANU CHAUDHARY	1143000	9.2611	9.2611	1143000	9.2611	9.2611	0.0000
	Total	4630000	37.5142	37.5143	4630000	37.5142	37.5143	0.0000

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

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	SUNEV PHARMA SOLUTIONS LIMITED	2300000	18.6356	-	-	2300000	18.6356
	AT THE END OF THE YEAR					2300000	18.6356
2	PAWAN CHAUDHARY	1187000	9.6176	-	-	1187000	9.6176
	AT THE END OF THE YEAR					1187000	9.6176
3	MANU CHAUDHARY	1143000	9.2611	-	-	1143000	9.2611
	AT THE END OF THE YEAR					1143000	9.2611

D) Shareholding Pattern of top ten Shareholders:

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

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	K.B.SHEKAR	63477	0.5143			63477	0.5143
	Transfer			06 Apr 2018	5860	69337	0.5618
	Transfer			20 Apr 2018	307	69644	0.5643
	Transfer			27 Apr 2018	4693	74337	0.6023
	Transfer			08 Jun 2018	7900	82237	0.6663
	Transfer			15 Jun 2018	267	82504	0.6685
	Transfer			22 Jun 2018	2733	85237	0.6906
	Transfer			18 Jan 2019	4000	89237	0.7230
	Transfer			22 Feb 2019	2000	91237	0.7392
	AT THE END OF THE YEAR					91237	0.7392

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
2	PUNEET MAHENDRA SHARMA	67357	0.5458			67357	0.5458
	AT THE END OF THE YEAR					67357	0.5458
3	VIVEK BHARATI	65000	0.5267			65000	0.5267
	AT THE END OF THE YEAR					65000	0.5267
4	ITI SECURITIES BROKING LIMITED - CLIENT ACCOUNT	38509	0.3120			38509	0.3120
	Transfer			06 Apr 2018	(6)	38503	0.3120
	Transfer			13 Apr 2018	23	38526	0.3122
	Transfer			20 Apr 2018	(275)	38251	0.3099
	Transfer			27 Apr 2018	5	38256	0.3100
	Transfer			18 May 2018	(11)	38245	0.3099
	Transfer			25 May 2018	28	38273	0.3101
	Transfer			01 Jun 2018	(38063)	210	0.0017
	Transfer			08 Jun 2018	7	217	0.0018
	Transfer			15 Jun 2018	(1)	216	0.0018
	Transfer			22 Jun 2018	316	532	0.0043
	Transfer			30 Jun 2018	27	559	0.0045
	Transfer			06 Jul 2018	(20)	539	0.0044
	Transfer			13 Jul 2018	(1)	538	0.0044
	Transfer			20 Jul 2018	6	544	0.0044
	Transfer			27 Jul 2018	(21)	523	0.0042
	Transfer			03 Aug 2018	(6)	517	0.0042
	Transfer			24 Aug 2018	(7)	510	0.0041
	Transfer			07 Sep 2018	(300)	210	0.0017
	Transfer			30 Nov 2018	2318	2528	0.0205
	Transfer			07 Dec 2018	(305)	2223	0.0180
	Transfer			14 Dec 2018	1	2224	0.0180
	Transfer			21 Dec 2018	(14)	2210	0.0179
	Transfer			25 Jan 2019	1	2211	0.0179
	Transfer			01 Feb 2019	55000	57211	0.4635
	Transfer			08 Feb 2019	(2000)	55211	0.4473
	Transfer			01 Mar 2019	30	55241	0.4476
	Transfer			08 Mar 2019	(31)	55210	0.4473
	Transfer			29 Mar 2019	60	55270	0.4478
	AT THE END OF THE YEAR					55270	0.4478
5	K.MOHAN	50000	0.4051			50000	0.4051
	AT THE END OF THE YEAR					50000	0.4051

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
6	SHIVADARSHAN K S	26435	0.2142			26435	0.2142
	Transfer			06 Apr 2018	5660	32095	0.2600
	Transfer			08 Jun 2018	6244	38339	0.3106
	Transfer			13 Jul 2018	4000	42339	0.3430
	Transfer			27 Jul 2018	21	42360	0.3432
	Transfer			03 Aug 2018	2979	45339	0.3674
	Transfer			21 Dec 2018	(2500)	42839	0.3471
	Transfer			11 Jan 2019	6500	49339	0.3998
	AT THE END OF THE YEAR					49339	0.3998
	7	ASHISH CHOUDHARY	40200	0.3257			40200
AT THE END OF THE YEAR						40200	0.3257
8	MALTI SECURITIES PVT LTD	40000	0.3241			40000	0.3241
	AT THE END OF THE YEAR					40000	0.3241
9	KARVY STOCK BROKING LIMITED-CLIENT ACCOUNT-NSE CM	50295	0.4075			50295	0.4075
	Transfer			06 Apr 2018	(3603)	46692	0.3783
	Transfer			13 Apr 2018	1267	47959	0.3886
	Transfer			20 Apr 2018	(603)	47356	0.3837
	Transfer			27 Apr 2018	1483	48839	0.3957
	Transfer			04 May 2018	746	49585	0.4018
	Transfer			11 May 2018	344	49929	0.4045
	Transfer			18 May 2018	(479)	49450	0.4007
	Transfer			25 May 2018	(52)	49398	0.4002
	Transfer			01 Jun 2018	(12462)	36936	0.2993
	Transfer			08 Jun 2018	5874	42810	0.3469
	Transfer			15 Jun 2018	(1219)	41591	0.3370
	Transfer			22 Jun 2018	(288)	41303	0.3347
	Transfer			30 Jun 2018	202	41505	0.3363
	Transfer			06 Jul 2018	(187)	41318	0.3348
	Transfer			13 Jul 2018	1324	42642	0.3455
	Transfer			20 Jul 2018	541	43183	0.3499
	Transfer			27 Jul 2018	(367)	42816	0.3469
	Transfer			03 Aug 2018	(1495)	41321	0.3348
	Transfer			10 Aug 2018	2220	43541	0.3528
Transfer			17 Aug 2018	(983)	42558	0.3448	
Transfer			24 Aug 2018	(504)	42054	0.3407	

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			31 Aug 2018	(989)	41065	0.3327
	Transfer			07 Sep 2018	(550)	40515	0.3283
	Transfer			14 Sep 2018	(1900)	38615	0.3129
	Transfer			21 Sep 2018	(33)	38582	0.3126
	Transfer			29 Sep 2018	798	39380	0.3191
	Transfer			05 Oct 2018	(2470)	36910	0.2991
	Transfer			12 Oct 2018	5551	42461	0.3440
	Transfer			19 Oct 2018	(53)	42408	0.3436
	Transfer			26 Oct 2018	(325)	42083	0.3410
	Transfer			02 Nov 2018	(9)	42074	0.3409
	Transfer			09 Nov 2018	(1044)	41030	0.3324
	Transfer			16 Nov 2018	20	41050	0.3326
	Transfer			23 Nov 2018	(4980)	36070	0.2923
	Transfer			30 Nov 2018	19547	55617	0.4506
	Transfer			07 Dec 2018	(6804)	48813	0.3955
	Transfer			14 Dec 2018	(11929)	36884	0.2988
	Transfer			21 Dec 2018	566	37450	0.3034
	Transfer			28 Dec 2018	197	37647	0.3050
	Transfer			04 Jan 2019	660	38307	0.3104
	Transfer			11 Jan 2019	290	38597	0.3127
	Transfer			18 Jan 2019	107	38704	0.3136
	Transfer			25 Jan 2019	86	38790	0.3143
	Transfer			01 Feb 2019	(48)	38742	0.3139
	Transfer			08 Feb 2019	2351	41093	0.3330
	Transfer			15 Feb 2019	(3020)	38073	0.3085
	Transfer			22 Feb 2019	1685	39758	0.3221
	Transfer			01 Mar 2019	360	40118	0.3251
	Transfer			08 Mar 2019	(203)	39915	0.3234
	Transfer			15 Mar 2019	(81)	39834	0.3228
	Transfer			22 Mar 2019	(1570)	38264	0.3100
	Transfer			29 Mar 2019	1104	39368	0.3190
	AT THE END OF THE YEAR					39368	0.3190
10	MEHEK MERCANTILE PVT LTD	40945	0.3318			40945	0.3318
	Transfer			27 Apr 2018	(8907)	32038	0.2596
	Transfer			07 Sep 2018	(30000)	2038	0.0165
	Transfer			08 Feb 2019	30000	32038	0.2596
	AT THE END OF THE YEAR					32038	0.2596

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
11	EDELWEISS CUSTODIAL SERVICES LTD	59425	0.4815			59425	0.4815
	Transfer			06 Apr 2018	1361	60786	0.4925
	Transfer			13 Apr 2018	8986	69772	0.5653
	Transfer			20 Apr 2018	(690)	69082	0.5597
	Transfer			27 Apr 2018	(4899)	64183	0.5200
	Transfer			04 May 2018	76	64259	0.5207
	Transfer			11 May 2018	(2)	64257	0.5206
	Transfer			25 May 2018	(21014)	43243	0.3504
	Transfer			01 Jun 2018	1947	45190	0.3661
	Transfer			08 Jun 2018	1491	46681	0.3782
	Transfer			15 Jun 2018	(1899)	44782	0.3628
	Transfer			22 Jun 2018	510	45292	0.3670
	Transfer			30 Jun 2018	3900	49192	0.3986
	Transfer			06 Jul 2018	200	49392	0.4002
	Transfer			13 Jul 2018	2759	52151	0.4225
	Transfer			27 Jul 2018	(375)	51776	0.4195
	Transfer			03 Aug 2018	(3290)	48486	0.3929
	Transfer			10 Aug 2018	100	48586	0.3937
	Transfer			17 Aug 2018	(100)	48486	0.3929
	Transfer			24 Aug 2018	(816)	47670	0.3862
	Transfer			07 Sep 2018	(3290)	44380	0.3596
	Transfer			14 Sep 2018	(1630)	42750	0.3464
	Transfer			21 Sep 2018	53	42803	0.3468
	Transfer			29 Sep 2018	2230	45033	0.3649
	Transfer			12 Oct 2018	(2473)	42560	0.3448
	Transfer			19 Oct 2018	28	42588	0.3451
	Transfer			26 Oct 2018	615	43203	0.3500
	Transfer			09 Nov 2018	(1700)	41503	0.3363
	Transfer			16 Nov 2018	(7500)	34003	0.2755
	Transfer			23 Nov 2018	(1605)	32398	0.2625
	Transfer			30 Nov 2018	(600)	31798	0.2576
	AT THE END OF THE YEAR					31798	0.2576
12	ANGEL BROKING LIMITED	42002	0.3403			42002	0.3403
	Transfer			06 Apr 2018	(7950)	34052	0.2759
	Transfer			13 Apr 2018	(1993)	32059	0.2598
	Transfer			20 Apr 2018	(7409)	24650	0.1997
	Transfer			27 Apr 2018	1391	26041	0.2110

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			04 May 2018	(236)	25805	0.2091
	Transfer			11 May 2018	(732)	25073	0.2032
	Transfer			18 May 2018	1917	26990	0.2187
	Transfer			25 May 2018	(2339)	24651	0.1997
	Transfer			01 Jun 2018	(1360)	23291	0.1887
	Transfer			08 Jun 2018	(1125)	22166	0.1796
	Transfer			15 Jun 2018	(1920)	20246	0.1640
	Transfer			22 Jun 2018	(1661)	18585	0.1506
	Transfer			30 Jun 2018	(1878)	16707	0.1354
	Transfer			06 Jul 2018	(1540)	15167	0.1229
	Transfer			13 Jul 2018	511	15678	0.1270
	Transfer			20 Jul 2018	9001	24679	0.2000
	Transfer			03 Aug 2018	(8777)	15902	0.1288
	Transfer			10 Aug 2018	(3734)	12168	0.0986
	Transfer			17 Aug 2018	854	13022	0.1055
	Transfer			24 Aug 2018	(1543)	11479	0.0930
	Transfer			31 Aug 2018	(1942)	9537	0.0773
	Transfer			07 Sep 2018	(1704)	7833	0.0635
	Transfer			14 Sep 2018	5140	12973	0.1051
	Transfer			21 Sep 2018	(745)	12228	0.0991
	Transfer			29 Sep 2018	(3010)	9218	0.0747
	Transfer			05 Oct 2018	(1316)	7902	0.0640
	Transfer			12 Oct 2018	1832	9734	0.0789
	Transfer			19 Oct 2018	3465	13199	0.1069
	Transfer			26 Oct 2018	(2566)	10633	0.0862
	Transfer			02 Nov 2018	(3)	10630	0.0861
	Transfer			09 Nov 2018	1105	11735	0.0951
	Transfer			16 Nov 2018	(1506)	10229	0.0829
	Transfer			23 Nov 2018	2329	12558	0.1018
	Transfer			30 Nov 2018	5365	17923	0.1452
	Transfer			07 Dec 2018	(6259)	11664	0.0945
	Transfer			14 Dec 2018	6023	17687	0.1433
	Transfer			21 Dec 2018	(3111)	14576	0.1181
	Transfer			28 Dec 2018	(3107)	11469	0.0929
	Transfer			31 Dec 2018	(898)	10571	0.0857
	Transfer			04 Jan 2019	(69)	10502	0.0851
	Transfer			11 Jan 2019	(3486)	7016	0.0568
	Transfer			18 Jan 2019	(660)	6356	0.0515

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			25 Jan 2019	(442)	5914	0.0479
	Transfer			01 Feb 2019	(650)	5264	0.0427
	Transfer			08 Feb 2019	(596)	4668	0.0378
	Transfer			15 Feb 2019	399	5067	0.0411
	Transfer			22 Feb 2019	1547	6614	0.0536
	Transfer			01 Mar 2019	1959	8573	0.0695
	Transfer			08 Mar 2019	(603)	7970	0.0646
	Transfer			15 Mar 2019	(3810)	4160	0.0337
	Transfer			22 Mar 2019	(360)	3800	0.0308
	Transfer			29 Mar 2019	373	4173	0.0338
	AT THE END OF THE YEAR					4173	0.0338
13	FIDUCIAN INDIA FUND	53944	0.4371			53944	0.4371
	Transfer			18 Jan 2019	(3944)	50000	0.4051
	Transfer			25 Jan 2019	(6600)	43400	0.3516
	Transfer			01 Feb 2019	(9400)	34000	0.2755
	Transfer			08 Feb 2019	(6300)	27700	0.2244
	Transfer			15 Feb 2019	(14700)	13000	0.1053
	Transfer			22 Feb 2019	(10000)	3000	0.0243
	Transfer			01 Mar 2019	(3000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
14	GIRISH KUMAR SHARDA	42679	0.3458			42679	0.3458
	Transfer			20 Apr 2018	(30000)	12679	0.1027
	Transfer			04 May 2018	(2679)	10000	0.0810
	Transfer			18 May 2018	(10000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

Note: 1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 12341988 Shares.

2. The details of holding has been clubbed based on PAN.

3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

E) Shareholding of Directors and Key Managerial Personnel:

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	SUNEV PHARMA SOLUTIONS LIMITED	2300000	18.6356	-	-	2300000	18.6356
	AT THE END OF THE YEAR					2300000	18.6356
2	PAWAN CHAUDHARY	1187000	9.6176	-	-	1187000	9.6176
	AT THE END OF THE YEAR					1187000	9.6176
3	MANU CHAUDHARY	1143000	9.2611	-	-	1143000	9.2611
	AT THE END OF THE YEAR					1143000	9.2611
4	PEEYUSH JAIN	0	0	-	-	0	0
	AT THE END OF THE YEAR					0	0
5	ASHUTOSH JAIN	0	0	-	-	0	0
	AT THE END OF THE YEAR					0	0
6	KMP	0	0	-	-	0	0
	AT THE END OF THE YEAR					0	0

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment for the financial year 2018-19.

Indebtedness 2018-19				
PARTICULARS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2514.43	340.10	-	2854.53
ii) Interest due but not paid	189.53	168.27	-	357.80
Total (i+ii)	2703.97	508.37	-	3212.33
Change in Indebtedness during the financial year				
* Addition	113.69	43.64	-	157.33
* Reduction	126.26	0.00	-	126.26
Net Change	-12.57	43.64	-	31.07
Indebtedness at the end of the financial year				
i) Principal Amount	2388.17	340.10	-	2728.27
ii) Interest due but not paid	303.22	211.91	-	515.13
Total (i+ii)	2691.39	552.01	-	3243.40

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager during FY 2018-19.

(Amount in ₹)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total
		Pawan Chaudhary	Manu Chaudhary	Peeyush Jain	Ashutosh Jain	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6272640	6044544	3638136	3311964	19267284
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	85809	-	52569	-	138378
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	
2	Stock Option	-	-	-	-	
3	Sweat Equity	-	-	-	-	
4	Commission - as % of -others, please specify	-	-	-	-	
5	Others, please specify	-	-	-	-	
	Total (A)	6358449	6044544	3690705	3311964	19405662.00
	*Ceiling as per the Act	As per the Companies Act 2013				

B. Remuneration to other directors during FY 2018-19.

(Amount in ₹)

SN.	Particulars of Remuneration	Name of Directors				Total
		S.K. Chadha	Rupinder Tewari	Pravindra Singh Chauhan	Gilbert Wezel	
1.	Independent Directors					
	Fee for attending board committee meetings	30000	15000	8250	NIL	53250
	Commission	NIL	NIL	NIL	NIL	
	Others, please specify	NIL	NIL	NIL	NIL	
	Total (1)	30000	15000	8250	NIL	53250
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	
	Commission	NIL	NIL	NIL	NIL	
	Others, please specify	NIL	NIL	NIL	NIL	
	Total (2)	NIL	NIL	NIL	NIL	
	Total (B)=(1+2)	30000	15000	8250	NIL	53250
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	
	Overall Ceiling as per the Act	As per the Companies Act 2013				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD DURING FINANCIAL YEAR 2018-19.

(Amount in ₹)

SN	Particulars of Remuneration	Key Managerial Personnel
		Company Secretary
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	720000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	others, specify...	-
5	Others, please specify	-
	Total	720000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

(Amount in ₹)

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			N.A.		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NOMINATION & REMUNERATION POLICY

INTRODUCTION:

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

OBJECTIVE

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in
- senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Recommend to the Board their appointment and removal;
- The Committee deals with all elements of the remuneration package of all Whole-time Directors and also administers the stock option plan of the Company;
- Evaluate the Board performance.

DEFINITIONS:

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company.

"Key Managerial Personnel" means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Wholetime Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

"Nomination and Remuneration Committee"

Appointment a Committee of Board of Directors of the Company,

constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations.

"Policy or This Policy" means, "Nomination and Remuneration Policy."

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Managerial Personnel" means:

The personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

POLICY FOR APPOINTMENT & REMOVAL OF DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment;
- ii. The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term;
- iii. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company;
- iv. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly;
- v. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an

Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act;

- vi. The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly);
- vii. The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company;
- viii. The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/ KMP/SENIOR MANAGEMENT PERSONNEL

- i. The Remuneration/ Compensation/ Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company;
- ii. The Non-Executive Independent Director may receive remuneration / compensation /commission as per the

provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force;

- iii. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration;
- iv. The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy;
- v. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION, REVIEW & AMENDMENT

- i. The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate;
- ii. The Nomination & Remuneration Committee or the Board may review the Policy as and when it deems necessary;
- iii. This Policy may be amended or substituted by the Nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

Annexure-3**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into during Financial Year 2018-19 by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Note: The above disclosures on material transactions are based on threshold limits prescribed under Companies Act, 2013 and rules thereunder. Wholly owned subsidiary is exempt for the purpose of Section 188(1) of the Companies Act, 2013.

Place: Panchkula
Date: 13.08.2019

For and on behalf of Board of Directors,
For **VENUS REMEDIES LIMITED**
Pawan Chaudhary
Chairman & Managing Director
DIN-00435503

Annexure 4

1. CONSERVATION OF ENERGY:

A) Steps Taken During The Year For Energy Conservation

1. LED lights replaced with ordinary CFL/incandescent bulbs. About 2000 number of LEDs replaced with CFL/incandescent bulbs and reduced the load upto 40KW.
2. New energy efficient compressed air system introduced and two air compressors replaced with capacity of 138CFM and 120CFM.
3. Conventional style nitrogen plant was replaced with new energy efficient design which is automatically shuts down after achieving desired pressure in the storage tank.
4. 01 no of 20 KVA online UPS replaced with unity power factor. Power factor of earlier UPS was 0.7 which consumed more power.
5. No. of capacitors added in capacitor bank to achieve desired power factor which ultimately conserves energy.

B) Impact of the above measures for reduction of energy consumption and consequent impact on the cost of reduction of goods:

The Company saved cost as well as energy through the measures outlined above.

C. Total energy consumption and energy consumption per unit of production:

FORM A

A. Power and Fuel Consumption:

A	Power & Fuel Consumption	2018-19	2017-18
1	Electricity		
a)	Purchased		
	Units	3804269	3804316
	Total Amount (₹)	27445215	27091644
	Rate / Unit (₹)	7.21	7.12
b)	Own Generation		
(i)	Through D.G. Set		
	Units	186234	159370
	Total Amount (₹)	4952301	3064239
	Rate / Unit (₹)	26.59	19.23
(ii)	Through Steam Turbine/ Generation	NIL	NIL
2	Fire Briquettes		
	Quantity (Kg)	11020	-
	Total Amount (₹)	77141	-
	Average rate (₹/ unit)	7.00	-
3	Furnace Oil and Diesel		
	Quantity (Ltrs)	147404	128729
	Total Amount (₹)	6418341	3281594
	Average rate (₹/ unit)	43.54	25.49
4	Other / Internal Generation	NIL	NIL

B. Consumption per unit of Production:

There are no specific standards as the consumption per unit depends on the product mix.

2. TECHNOLOGY ABSORPTION

FORM B

Research and Developments

1. Specific areas in which R & D carried out by the Company:

Being research and development driven global pharmaceutical company, we are actively involved in translating innovative concepts to workable solutions and as such pursuing many projects in niche areas which are rare in India .

Venus Medicine Research Center (VMRC) is a fully equipped interdisciplinary drug discovery and development center duly approved by Department of Scientific and Industrial Research (DSIR) Government of India. VMRC has established itself as an Intellectual Property wealth generation resource for the company. It is driven by a team of more than 30 intellectuals. A well qualified and experienced team of scientists conduct research in discovering the most needed and efficacious medicines which are safe and cost effective and also generating medical knowledge for evidence based healthcare. VMRC excels in translational research and pharmaceuticals having an in-depth experience and expertise into Novel Drug Delivery Systems, Nanomedicine and targeted oncology therapeutics. Thrust areas of research include antibiotics, oncology, neurology, emergency care medicine, pain management and wound care.

VMRC is committed to developing Therapeutics to meet the challenges of antimicrobial resistance and has come up with many solutions. Modern medicine has made several advancements and newer classes of antibiotics such as Cephalosporins, Fluoroquinolones and Carbapenems have been developed. These constitute of both first-line antibiotics like Penicillin and last-resort antibiotics like Carbapenems.

Thrust Areas of Research:

Our R&D approach towards uncluttered spaces and unique therapies has pushed us to develop novel solutions that fill the gap between challenging ailments and available molecules. With the objective of saving human life through innovations, we are focusing on:

Stealth Targeted Nanoparticles (STN) platform technology for oral delivery of BCS class III and IV drugs

Development of Novel Antibiotic Adjuvant Entity (AAE) to combat growing anti-microbial resistance

Novel Drug Delivery System (NDDS)

Target based Oncology Drug Delivery

Developing Diagnostic device for early detection

Venus is one of the few research companies working on AMR medicines for more than 10 years and has developed significant product pipeline under patent protection.

Antimicrobial Resistance (AMR) can be defined as resistance of a micro-organism to an antimicrobial medicine to which it was previously sensitive.

Antibiotic resistance refers to ability of the bacteria to render an antibiotic drug ineffective by developing mechanisms that counteract the functioning of antibiotic drugs. In other words, the antibiotic can no longer kill the bacteria and bacterial growth is not stopped.

This has severe life threatening implications as common infections like pneumonia that were otherwise treatable can now become fatal. Moreover, it challenges all the advances that we have made in modern medicine, making child birth and surgeries a much riskier proposition. At Venus, we provide a AMR surveillance portal for capturing and sharing resistance data.

Venus has a comprehensive software system for pan India AMR surveillance program . Implemented through a vast network across 15 states, 250 districts through 150 centers including various Healthcare Institutions/Hospitals/ Research Centers across India for data collection, feed and analysis of to understand trends of emerging resistance.

Venus has mapped emerging microbial resistance pattern for more than 40 antibiotics/combinations for close to 25000 strains and helps Physicians to take informed decision on designing therapy.

Significant breakthroughs have been achieved by VMRC in 'Antibiotic Adjuvant Entities' for notable resistance barriers like ESBLs, carbapenem resistant metallo-beta-actamases, MRSA, CREs bacterial biofilms and efflux.

Venus working on its proprietary platform technology of Stealth targeted Nanoparticle (STN) to develop oral antibiotics for poorly bio-available IV only antibiotics. The most advanced candidates are currently being evaluated in preclinical studies.

Modern Research Infrastructure

Dedicated Pilot Facilities for different forms of injections

Tech Research Laboratories of International standard following GLP

Well Developed Animal House approved by Committee for the Purpose of Control and Supervision on Experiments on Animals (CPCSEA)

Key drivers are:

- Innovative Solutions for incurable diseases
- Combating Antimicrobial resistance
- Reduction in treatment time and cost
- Improved QoL of patient
- Reduction in side effects
- Decreased frequency of drug administration

The Major functional divisions at VMRC include:

- **Formulation Development:** NDDS (Novel Drug Delivery System) based product development, Nanotechnology, Targeted Delivery, Sustained Delivery, Pulsatile Drug Delivery and development of Antibiotic adjuvant entity, Non infringing formulations products with Improved Bioavailability, Process Development and Technology Transfer.
- **Analytical Research:** Analytical method development and validation, Bioanalytical method development and validation, Drug drug interaction, Stability studies and Physio-chemical research, Elemental Analysis
- **Pre- Clinical:** Toxicity studies, Pk/Pd Studies, Proof of Mechanism, Proof of Concept, Safety Pharmacology, QTC studies, Histopathological Study, Pharmacokinetic research using Hollow Fiber Infection Model.
- **Cell Culture and Microbial Biotechnology (CCMB):** Genetic characterization of resistant strains, Novel

Biomarker and Therapeutic target identification of oncology drugs, micro-imaging studies on cellular functions, molecular imaging and imaging biomarkers, Semi-quantitative and quantitative gene expression, Protein profiling, cytotoxicity, Method validation for BET and Sterility, Microbio Assay, Clinical microbiology, TKC, Carcinogenicity and Mutagenicity Studies.

- **Clinical Research:** Early phase clinical studies (Phase I, II), Late phase clinical studies (Phase III and IV), Bridging phase trials, PK, BA/BE studies and Pharmacovigilance
- **Intellectual Property Protection and Commercialization Cell:** Patent filing, prior art search, patent maintenance and prosecution, NBA NOC handling, Technology evaluation for in licensing, Research valuation, Market survey and lead generation
- **Drug Regulatory Affairs:** Dossier preparation in eCTD, CTD, ACTD and Nees formats, filing and maintenance, variation filing, regulatory submissions for India DCGI, NDAC and International pre IND meetings, regulatory documents submission for tenders

IPR Wealth

Venus has been building a strategic portfolio of IP wealth which has not only catered the unmet medical needs, the efforts have brought extension of technologies in various products and applications. The effort in addition to economic benefit, have ensured a strategic and competitive benefit in the market place besides getting recognition for delivering unique solution for medical needs. The company has its well defined IP policy in place. Efforts of Venus Medicine Research Centre for innovations are well reflected in the number of patents filed so far.

2. Benefits derived as a result of the above R & D:

Venus Medicine Research Centre has enhanced the value in terms of recognition of our capabilities, commitment, sustainability and creativity besides laurels for the nation. We have focused our research and development on discovering and developing potential new medical solutions for unmet medical needs and hard to treat diseases. The benefit of translational medicine is increasingly being recognized worldwide. We combine the best of academia and corporate world. This attitude has led to the emergence of industry-

academic-government networks to facilitate collaboration. Venus has been building a strategic portfolio of IP wealth which has not only catered the unmet social needs, the effort have brought extension of technologies in various products and applications. The effort in addition to economic benefit, have ensured a strategic and competitive benefit in the market place.

3. Future plan of action:

Energizing R&D activities to realize the Mission 2020 to be recognized globally and expand focus from product development and IP wealth creation to wealth propagation and to deliver timely healthcare solutions for unmet medical needs focused on improving patient outcomes. This imperative will require focused flexible approach to reach out to customer, radically evolve the value proposition for future differentiated products and to integrate all resources in pursuit of developing, delivering, understanding and maintaining the best possible therapies and services to the global market. Aligning our priorities across these functions ensures that we develop potential therapeutics in a manner that not only addresses unmet medical needs abut also meets the changing demands of the market place.

Venus is looking strongly in development of a IP wealth cycle that would provide a seamless opportunities to gain predicted outcomes and balance risks.

The foremost priorities are given below.

- Development of VRT001-C using platform STN technology
- New product extensions (SKUs) for Trois (Herbal Nano Emulsion)
- Development work on VRP-001 using platform STN technology
- Participation in global scientific platforms and conferences for showcasing our Research work and commitment towards Antimicrobial Resistance.
- Research collaborations with Government and Private Organization working on AMR and propagating concepts of using Antibiotic Resistance Breakers (ARB) for reviving efficacy of old Antibiotics.

The annual spending on research would be kept incremental

in proportion to the increase in the sales as per the Company's plans:

Particulars	2018-19		2017-18	
	₹ in million	% to turnover	₹ in million	% to turnover
Recurring Expenditure (R&D)	146.53	4.86	306.39	8.63

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1) Efforts, in brief, made towards technology absorption, adaptation and innovation.

The Company fixes stringent targets for technology improvement and up-gradation based upon global competition and quality criteria. Scientists at Venus Remedies undertake extensive up-gradation programs to improve and acquire latest technology with far reaching beneficial effects from research to manufacturing to marketing. Venus Scientists work in close relation with the manufacturing team to ensure smooth understanding and transfer of technology for large scale manufacturing. A stringent quality standard is maintained by Venus scientists with respect to GXP (GMP, GLP, GCP, etc.). Venus does invest into technology/product in-licensing as well as collaborative development with the industry and academic.

In-licensed technology for Solid Tumor Detection from University of Illinois, Chicago, US which would help in early detection and stage of solid tumors. This technology would be helpful even in remote areas where advanced detection techniques are not available.

Venus Remedies continually invites, explore collaboration and partnership with the single most objective to alleviate human sufferings and make better tomorrow. Venus Medicine Research Centre (VMRC), a research unit of Venus Remedies Limited entered into joint product development collaboration with Institute of Nuclear Medicine & Science (INMAS), a unit of DRDO. Under this collaboration, VMRC shall be developing various products for use in defence/paramilitary forces. Venus has entered into a research collaboration with University of Illinois, Chicago, Punjab University, KGMC Lucknow, IMTECH, Punjab, GJU Hissar and Shoolini University, Himachal Pradesh.

2) Benefits derived as a result of the above efforts e.g. product development, import, substitutions etc.

Commercial Launch of new products including novel drugs for antimicrobial resistance, oncology therapeutics, pain control etc. have differentiated Venus from the league of generic drug makers. Strengthening of Company's Product Basket specially with innovative and potential blockbuster drugs Supply of high Quality, research products with great potential to strategic partners

Venus has carved a niche for itself in super specialty parenterals especially in Oncology and Antimicrobial resistance and is one of the leading IPR wealth generator among Indian Pharma sector.

Venus has been building a strategic portfolio of IP wealth which has not only catered the unmet social needs, the efforts have brought extension of technologies in various products and applications. The effort in addition to economic benefit, have ensured a strategic and competitive benefit in the market place besides getting recognition for delivering unique solution for medical needs.

3) Import of Technology

The Company has not imported any technology during the financial year under review.

Annexure -5

FORM C

3. Foreign Exchange Earnings and Outgo

(₹ in lacs)

Particulars	Currency	2018-19	2017-18
A. Earning in Foreign Exchange			
Sales	USD	138.64	99.84
	EURO	51.10	37.27
	GBP	23.19	19.66
R & D Activities	USD	1.11	0.22
	EURO	0.11	0.06
	GBP	0.33	-
B. Expenditure in Foreign Exchange			
Salary	USD	1.02	0.99
Traveling	USD	0.06	0.05
	EURO		0.02
Regulatory Fee for Patent / Products & Plant Registration / Export	USD	1.69	0.88
	EURO	0.06	0.13
Subscription / Publication	USD		
Commission / Incentive	USD	0.20	0.43
	EURO	0.01	0.09

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Lacs)

Particulars	Name of the subsidiary
Reporting period for the subsidiary	1st April 2018 to 31st March 2019
Reporting currency and Exchange rate	EURO The figures in the Balance Sheet for the year have been translated from Euro at the Closing RBI reference rate as on 31.03.2019 i.e 1 Euro = ₹77.7024. The figures in the Profit and Loss Account for the year have been translated from Euro at the Average RBI reference rate for the year ending 31.03.2019 i.e 1 Euro = ₹79.1623.
Share capital*	3840.68
Reserves & surplus	(1809.82)
Total assets	4190.14
Total Liabilities	4190.14
Investments	--
Turnover	8814.09
Profit before taxation	(146.39)
Provision for taxation	--
Profit after taxation	(146.39)
Proposed Dividend	--
% of shareholding	100%

Notes:

1.Names of subsidiaries which are yet to commence operations: NIL

2.Names of subsidiaries which have been liquidated or sold during the year: NIL

* Share Capital above includes money received against share capital amounting ₹ 3821.25 lacs.

Part "B": Associates and Joint Ventures: N.A.

For and on behalf of the Board of Directors

(Peeyush Jain)
Deputy Managing Director
DIN: 00440361

(Pawan Chaudhary)
Chairman cum Managing Director
DIN: 00435503

(Neha Kodan)
Company Secretary

(Ajeet Kapoor)
CGM Accounts

Date : 30.05.2019
Place : PANCHKULA

Form no. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014]

To,
The Members,
Venus Remedies Limited
(CIN: L24232CH1986PLC009705)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by M/s Venus Remedies Limited (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliance and expressing my opinion thereon.

Based on our verification of the Companies books, papers, minutes book, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 complied with statutory provisions listed hereunder and also that company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

(A) We have examined the books, papers, minute books, forms and returns filed and other records maintained by Venus Remedies Limited and produced before us for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However,

a) the Company has paid managerial remuneration in excess of limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act. Further, the Company as initiated the required approvals as per the Companies Act, 2013;

b) The Company has gone for Debt Restructuring and the CDR Cell has approved its CDR package. The company could not serve the interest and principal repayments amounting to ₹7052.61 lacs to the financial institution, bank or debenture holders;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

-
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - We have also examined compliance with the applicable clauses of the following:
 - a) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings;
 - b) The Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations 2015;

During the period under review, the Company has generally complied with the provision of the Acts, Rules, Regulations, Guidelines & Standards and the company has received there was no prosecution initiated against or show cause notice received by the Company under the Acts as mentioned above.

During the period under review, the provision of the following Regulations (as enumerated in the prescribed format of Form MR-3) were not applicable to the Company:

- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014; and
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

During the period under review, the Company carried on the business of Pharmaceuticals. As per Management Representation, the Company has complied with the provisions of following Acts and Rules made there under. The company has complied with the following acts specifically applicable to the pharmaceutical Industry.

- i. Drugs and Cosmetics Act, 1940
- ii. Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
- iii. Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974
- iv. Food Safety And Standards Act, 2006
- v. The Indian Copyright Act, 1957
- vi. The Patents Act, 1970
- vii. The Trade Marks Act, 1999
- viii. The Pharmacy Act 1948
- ix. Drugs Control Act 1950
- x. Goods and Services Tax Act, 2017
- xi. Industrial (Development & Regulation) Act, 1951

We further report that the board of directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the relevant act. However, the Company has paid

managerial remuneration in excess of limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act Further, the Company as initiated the required approvals as per the Companies Act, 2013;

Further, The Company has gone for Debt Restructuring and the CDR Cell has approved its CDR package. The company could not serve the interest and principal repayments amounting to ₹7052.61 lacs to the financial institution, bank or debenture holders;

We further report that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that during the audit period no specific events/ actions has taken place which has major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except following:

- i. Corporation bank has approached National Company Law Tribunal, Chandigarh, wherein the matter is not yet admitted.
- ii. State Bank of India, EXIM Bank, Dena Bank and Corporation Bank have approached Debt Tribunal, Chandigarh and the matters are pending for adjudication.

We further report that there are adequate systems and process in the company commensurate with the size and operations the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines referred to above.

Place: Chandigarh
Date: 30.05.2019

For **P. Chadha & Associates**
Company Secretaries

(Prince Chadha)
ACS 32856, CP 12409

Prince Chadha
B.Com, ACS
House No. 48, Sector 41-A

P. Chadha & Associates
Company Secretaries
Chandigarh - 160036

Phone (R) 0172 – 2625004, (M) 7508635880, E – mail: - prince.chadha88@gmail.com

To,
The Members,
Venus Remedies Limited
(CIN: L24232CH1986PLC009705)

Our report of even date is to be read along with this letter:

- Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of law, rules, regulations and happening of event etc.
- The compliance of provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verifications of procedures on test basis.
- The Secretarial Audit reports is neither an assurances as to the future viability neither of Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Chandigarh
Date: 30/05/2019

For **P. CHADHA & ASSOCIATES**
PRACTISING COMPANY SECRETARY

(PRINCE CHADHA)
ACS 32856, CP 12409

Annexure-8

PARTICULARS OF EMPLOYEES REMUNERATION

Particulars of employees pursuant to section 134(3)(q) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014

The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2018-19	<table border="1"> <tr><td>Mr. Pawan Chaudhary</td><td>35.68:1</td></tr> <tr><td>Mrs. Manu Chaudhary</td><td>33.92:1</td></tr> <tr><td>Mr. Peeyush Jain</td><td>20.71:1</td></tr> <tr><td>Mr. Ashutosh Jain</td><td>18.59:1</td></tr> <tr><td>Mr. Pawan Chaudhary</td><td>(0.22)%</td></tr> <tr><td>Mrs. Manu Chaudhary</td><td>No change</td></tr> <tr><td>Mr. Peeyush Jain</td><td>0.06%</td></tr> <tr><td>Mr. Ashutosh Jain</td><td>No change</td></tr> <tr><td>Mrs. Neha</td><td>13.20%</td></tr> </table>	Mr. Pawan Chaudhary	35.68:1	Mrs. Manu Chaudhary	33.92:1	Mr. Peeyush Jain	20.71:1	Mr. Ashutosh Jain	18.59:1	Mr. Pawan Chaudhary	(0.22)%	Mrs. Manu Chaudhary	No change	Mr. Peeyush Jain	0.06%	Mr. Ashutosh Jain	No change	Mrs. Neha	13.20%
Mr. Pawan Chaudhary	35.68:1																		
Mrs. Manu Chaudhary	33.92:1																		
Mr. Peeyush Jain	20.71:1																		
Mr. Ashutosh Jain	18.59:1																		
Mr. Pawan Chaudhary	(0.22)%																		
Mrs. Manu Chaudhary	No change																		
Mr. Peeyush Jain	0.06%																		
Mr. Ashutosh Jain	No change																		
Mrs. Neha	13.20%																		
The % of increase in remuneration of each director, Chief Financial officer, Chief Executive officer, Company Secretary or Manager, if any, in the Financial year 2018-19	7.91%																		
The percentage increase in the median remuneration of the employees in the financial year	891																		
Total no. of employees as on 31.03.2019	Average Salary increase in employees is 5.70%.																		
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There were no change in the remuneration of the managerial personnel from last financial year. There is no exceptional circumstances for increase in the managerial remuneration																		
the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Managing Director of the Company is the highest paid director and no other employee is getting remuneration higher than the Managing Director.																		
affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year is as per the Remuneration policy of the Company.																		

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is about maintaining and preserving the highest standards of integrity, transparency and accountability. The company operates not only within the regulatory framework, but is also guided by broader business ethics. The idea is to ensure good conscience, transparency and openness which would lead to accountability of the persons in charge of the company and bring benefits to investors, customers, creditors, employees and the society at large. We believe that retaining

and enhancing stakeholder trust is essential for sustained corporate growth

2. BOARD OF DIRECTORS :

A. Composition, Category, attendance and number of other Directorships of the Directors are furnished below:

As at March 31, 2019, the Board consisted of 8 members. The Composition, category of directors and directorships held in other companies by the Directors on the Board of the Company was as under:

Name of Director	Category of Director	No. of out-side Directorships in Indian Public Companies and Listed Companies	No. of Board Committee other than Venus Remedies Limited In Which Chairman/ Member	No. of Board Meetings attended	Attendance at last AGM	Number of shares/ convertible securities held
Mr. Pawan Chaudhary (Chairman & Managing Director)	Promoter, Whole-time Director	1	Nil	4	Yes	11,87,000
Mrs. Manu Chaudhary (Joint Managing Director)	Promoter, Whole-time Director	1	Nil	4	No	11,43,000
Mr. Peeyush Jain (Dy. Managing Director)	Whole-time Director	Nil	Nil	4	Yes	-
Mr. Ashutosh Jain (Executive Director)	Whole-time Director	1	Nil	4	Yes	-
Dr. S. K. Chadha (Independent Director)	Independent Non-Executive	Nil	Nil	4	No	-
Dr. Gilbert Wenzel (Independent Director)	Independent Non-Executive	Nil	Nil	1	No	-
Dr. Rupinder Tewari* (Independent Director)	Independent Non-Executive	Nil	Nil	3	No	-
Mr. Pravindra Singh Chauhan (Independent Director)	Independent Non-Executive	Nil	Nil	3	Yes	-
**Mr. Brij Mohan Sharma (Independent Director)	Independent Non-Executive	N.A.	N.A.	N.A.	-	-

* Dr. Rupinder Tewari has resigned w.e.f. 24.05.2019 due to professional occupancy and he has provided the confirmation that there is no other material reason.

** Mr. Brij Mohan Sharma has been appointed as Additional Director in BOD meeting dated 13.08.2019.

B. Details of Board Meetings held during the year:

Sr.No.	Date	Board Strength	No. of Directors present
1.	28.05.2018	8	7
2.	13.08.2018	8	6
3.	14.11.2018	8	8
4.	14.02.2019	8	6

C. The key skills/ expertise/ competencies identified by the Board of directors as required in context of Company's business and the sector.

Financial	Understanding of financial functions, financial reporting, proficient planning process, capital allocation, evaluation of risk and opportunities.
Management and Leadership	Strong management and Leadership experience, demonstrating strengths and making logistical decisions that drive organization toward the established vision.
Diversity	Diversity of thought, experience, knowledge, skills, gender, culture, personality traits, value and attitudes.
Strategy and planning	Strategic planning and formulating business strategies, implementing them, and evaluating their impact based on organizational objectives. Experience in guiding and leading management teams
Global & Domestic Business understanding and Marketing skills	Experience of global and domestic business market with regard to economic conditions, cultures, environment and regulatory jurisdictions. Making strategies to grow sale and market share, brand recognition.
Research & Development	Ability to handle large data sets and perform high-level data analysis, Technophile, A knack for finding new drug discovery targets, Business skills and awareness of industry trends, Understanding legal and regulatory issues.
Corporate Governance	Experience in developing, upholding and preserving of good corporate governance keeping the best interest of each stakeholder with corporate ethics and values.

C. Inter-se relationships among directors:

Mr. Pawan Chaudhary and Mrs. Manu Chaudhary are husband and wife. Mr. Peeyush Jain and Mr. Ashutosh Jain are brothers of Mrs. Manu Chaudhary. Except this, there are no inter-se relationship among the Directors.

D. Familiarization programme imparted to Directors:

Company has implemented familiarization programmes for its directors. Details of familiarization programmes imparted to directors are uploaded on Company's website www.venusremedies.com

E. Independent Directors' term:

The Independent Directors fulfill the criteria of independence as per the provisions of Listing Agreement, Companies Act, 2013 and SEBI (Listing obligations and Disclosure requirements) Regulations 2015 and have given declaration of Independence. Dr. Rupinder Tewari, Dr. Suresh Kumar Chadha and Dr. Gilbert Wenzel, Independent directors were appointed for the tenure of 5 years from the AGM held on 30.12.14 till the conclusion of AGM to be held in the year 2019. Mr. Pravindra Singh Chauhan is appointed as the Independent Director for five years w.e.f. 24.09.2018. Dr Rupinder Tewari Resigned w.e.f. 24.05.2019.

A separate meeting of Independent Directors was held on 14.11.2018. Dr. Rupinder Tewari, Dr. Suresh Kumar Chadha, Mr. Pravindra Singh Chauhan and Dr. Gilbert Wenzel attended the meeting.

F. Succession Planing:

Company has effective plans for orderly succession for appointment to the board of directors and senior management.

G. Code of Conduct

The Company has established a code of conduct for its management and senior officials. The company has placed the code of conduct on its website www.venusremedies.com

Affirmation that Board of Directors have followed the code of conduct for the financial year ended on 31.03.2019 is annexed with the report.

H. Information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration during the Financial Year 2018-19.

I. Board Confirmation on Independent directors:

In the opinion of Board of Directors, Independent directors fulfill the conditions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The independent directors are not connected to Management in any way, they are Independent of the Management of the Company.

3. AUDIT COMMITTEE:

Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

A) The Audit Committee performs the following functions:

- a) Overseeing the Company's financial process and disclosure of financial information to ensure that the financial statement is correct;
- b) Recommending the appointment and removal of external and internal auditor, fixation of audit fee and approval for payment of any services;
- c) Reviewing with the management annual financial statement before submission to the Board;
- d) Reviewing significant audit finding with the management and external and internal auditors, the adequacy of internal control system.;
- e) Scrutiny of inter-corporate loans & Investments, if any;
- f) Approval of related party transaction;
- g) Discussing with internal auditors any significant finding and follow up on such issues;
- h) Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern;
- i) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- j) Examining reasons for substantial default in the payment to depositors, debenture holders, shareholders and creditors, if any;
- k) Recommendation for appointment, remuneration and terms of appointment of auditors;
- l) To evaluation of internal financial controls and risk management systems;
- m) To review the functioning of the whistle blower mechanism;
- n) To review management letters / letters of internal control weaknesses issued by the statutory auditors.
- o) Carrying out any other function in the terms of reference of Audit Committee as mentioned in the SEBI regulations and Companies Act, 2013.

B) Composition:

The Committee is comprised of three directors having financial and management expertise. The committee is headed by Non-Executive Independent Director of the Company. Chairman of the audit committee was present at the last annual general meeting.

Sr. No.	Name of Director/ Member	Designation	Category
1	Mr. Pravindra Singh Chauhan	Chairman	Non-Executive Independent
2	Dr. S.K. Chadha	Member	Non-Executive Independent
3	Mr. Pawan Chaudhary	Member	Managing Director

Company Secretary of the Company act as the Secretary to the audit committee.

C) During the year five Audit Committee Meetings were held:

S.No.	Date of Meeting	No. of Directors present
1.	28.05.2018	3
2.	26.06.2019	3
3.	13.08.2018	3
4.	14.11.2018	3
5.	14.02.2019	2

4. NOMINATION & REMUNERATION COMMITTEE

A) Role of Nomination and Remuneration committee is as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- Recommend to the Board their appointment and removal;
- The Committee deals with all elements of the remuneration package of all Whole-time Directors and also administers the stock option plan of the Company;
- Evaluate the Board performance.
- Carrying out any other function as mentioned in the SEBI regulations and Companies Act, 2013.

B) Composition & Attendance:

The Nomination & Remuneration Committee comprises of Non Executive and Independent Directors.

Sr. No.	Name of Director/ Member	Designation	Category
1	Mr. Pravindra Singh Chauhan	Chairman	Non-Executive Independent
2	Mr. S.K. Chadha	Member	Non-Executive Independent
3	*Dr. Rupinder Tewari	Member	Non-Executive Independent

*Resigned w.e.f. 24.05.2019.

Company Secretary of the Company act as the Secretary to the Nomination & Remuneration Committee.

C) During the year two Nomination & Remuneration Committee Meetings were held:

S.No.	Date of Meeting	No. of Directors present
1.	13.08.2018	2
2.	14.02.2019	2

D) Remuneration of Directors

Name of Director	Salary	Sitting Fee	Perquisites	Commission	Total
Mr. Pawan Chaudhary	6272640	Nil	85809	Nil	6358449
Mrs. Manu Chaudhary	6044544	Nil	Nil	Nil	6044544
Mr. Peeyush Jain	3638136	Nil	52589	Nil	3690705
Mr. Ashutosh Jain	3311964	Nil	Nil	Nil	3311964
Mr. Pravindra Singh Chauhan	Nil	8250	Nil	Nil	8250
Dr. S. K. Chadha	Nil	30000	Nil	Nil	30000
Dr. Rupinder Tewari	Nil	15000	Nil	Nil	15000
Dr. Gilbert Wenzel	Nil	Nil	Nil	Nil	Nil

- a) None of the non-executive directors are holding any shares or convertible instruments in the Company.
- b) The non-executive directors are paid only sitting fees for attending the Board /Committee meetings.
- c) There is no provision for performance linked incentives to directors.
- d) There was no pecuniary relation and transactions between the Non-executive directors and the company during the year.
- e) The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force;
- f) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration;
- g) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy;
- h) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

E) Evaluation Criteria:

The Nomination & Remuneration Committee lays down the criteria for performance of the Directors. The criteria for performance evaluation of Directors covers parameters such as decision taken in the interest of the organization objectively, assist the Company in implementing the Corporate Governance, monitor performance of organization based on agreed goals and financial performance, actively participate in the affairs of the Company as Board member and/or committees. Policy on performance evaluation available on Company's website www.venusremedies.com.

F) POLICY FOR REMUNERATION TO DIRECTORS/KMP/ SENIOR MANAGEMENT PERSONNEL

- i. The Remuneration/ Compensation/ Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company;

G) Criteria for making payment to Non-Executive/ Independent Directors

With changes in the Corporate Governance norms, the Non-executive/ Independent Directors bring in a wider perspective in the deliberations and decision-making of the Board which adds value to the Company. They also play a crucial role in the Independent functioning of the Board.

The Non-Executive/ Independent Directors shall be entitled to

receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/ Committee meetings and commission as detailed hereunder:

H) Payment to Independent Directors:

An Independent Director shall not be entitled to any stock option and shall receive Sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof, as may be permissible under the Companies Act, 2013 and any other applicable law at the discretion of the Board.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.

The above said policies are available at the company's website www.venusremedies.com

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The stakeholders' Relationship Committee has been constituted to approve transfer, transmission, sub-division, issue of duplicate/split/consolidation of shares/debentures, demat/remat and for redressal of Investor complaints on all matters.

A) Role of Stakeholders Relationship Committee is as follows:

- i. Resolving the grievances of the share holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii. Review of measures taken for effective exercise of voting rights by shareholders.
- iii. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The committee meets fortnightly or as may be required,

during the year twenty eight meetings of stakeholders' Relationship Committee held.

The present composition of stakeholders' Relationship Committee:

Sr. No	Name of Director/ Member	Designation	Category
1	*Dr. Rupinder Tewari	Member	Non-Executive Independent
2	Mr. Peeyush Jain	Member	Whole time director
3	Mr. Pravindra Singh Chauahn	Chairman	Non-Executive Independent

*Resigned w.e.f. 24.05.2019.

Company Secretary of the Company act as the Secretary to stakeholders' Relationship Committee.

Name & Designation of compliance officer: Ms. Neha Arora, Company Secretary & Compliance Officer.

Stakeholders' Grievance Received during the financial year 2018-19:

- (1) Pending during the beginning of the year-NIL
- (2) Received during the year-25.
- (3) Disposed of during the year-25,.
- (4) Remaining unresolved at the end of the year-NIL.

No grievance pending to the satisfaction of shareholders.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with rules made thereunder, Company constituted the CSR committee with following members:

Name	Designation	Category
Dr. S.K. Chadha	Chairman	Non- Executive Independent
Mr. Pawan Chaudhary	Member	Whole time director
Mr. Peeyush Jain	Member	Whole time director

Function of the committee:

- a) To formulate and recommend to the board, a CSR which shall indicate the activities to be undertaken by the company as specified in schedule VII of the Companies Act 2013.

- b) Recommend the amount to be incurred on CSR activities.
- c) Monitor CSR activities of the Company time to time.
- d) Prepare a transparent mechanism for ensuring implementation of project/ programmes/ activities to be undertaken by the company.

During the review period, one meeting was held on 14.02.2019, all committee members attended the said meeting. CSR policy is available on company's website www.venusremedies.com

7. GENERAL BODY MEETINGS

Details of General Meetings held in last three years:

Financial Year	Meeting	Date	Time	Location	Special Resolution Passed
2015-2016	AGM	29.09.2016	10.00 AM	Bal Bhawan, Sector- 23, Chandigarh	<ol style="list-style-type: none"> To issue 900000 equity shares to promoter of the company on preferential basis. To approve remuneration paid to Mr. Pawan Chaudhary exceeding limits under Companies Act, 2013 To approve remuneration paid to Mrs. Manu Chaudhary exceeding limits under Companies Act, 2013 To approve remuneration paid to Mr. Peeyush Jain exceeding limits under Companies Act, 2013 To approve remuneration paid to Mr. Ashutosh Jain exceeding limits under Companies Act, 2013 To fix maximum remuneration to be paid to Mr. Pawan Chaudhary for three financial years starting from 1st April, 2016 To fix maximum remuneration to be paid to Mrs. Manu Chaudhary for three financial years starting from 1st April, 2016 To fix maximum remuneration to be paid to Mr. Peeyush Jain for three financial years starting from 1st April, 2016 To fix maximum remuneration to be paid to Mr. Ashutosh Jain for three financial years starting from 1st April, 2016
2016-2017	EGM	21.03.2017	10.00 AM	Bal Bhawan, Sector- 23, Chandigarh	To raise further capital by way of QIP upto an amount of ₹25 crores.
2016-2017	AGM	29.09.2017	10.00 AM	Pelican, Industrial Area, Phase-2, Chandigarh	To Increase the authorized share capital of the company and made changes in Memorandum and articles of association to give effect to change in authorized share capital.

Financial Year	Meeting	Date	Time	Location	Special Resolution Passed
2017-2018	AGM	24.09.2018		Hotel Pelican, Industrial Area, Phase-2, Chandigarh	To approve the Material Related Party Transactions

E-voting & ballot voting were conducted during the year 2017-18 and Mr. Prince Chadha was appointed as the scrutiner for the aforesaid purpose.

Details of the voting for AGM dated 24.09.2018 is as under:

Special resolution No. 9: Assent- 99.93%; Dissent-0.07%

E-voting & ballot voting procedure is in compliance with the provisions of the Companies Act, 2013 and rules made thereunder, procedure is also mentioned in the AGM Notice.

Special resolution proposed for the current AGM: As per the Notice of Annual General Meeting dated 30.09.2019.

8. DISCLOSURES

(a) Related party Transaction:

Related party transactions entered during the financial year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Transactions with related parties during the period are disclosed in Notes to the Accounts. The related party transactions are in compliance with the IND AS 24 and disclosed under then notes to Accounts forming part of this annual report.

Policy to deal with Related Party Transactions and material subsidiary are uploaded on Company's Website www.venusremedies.com

(b) Compliance:

There were no penalties, strictures imposed on the company by stock exchanges, SEBI or any other statutory authorities during the last three years.

(c) The Company has established the Vigil Mechanism and whistler Blower Policy and company affirm that no personnel has been denied access to the audit committee.

The said policies are uploaded on Company's Website www.venusremedies.com

- (d) The Company has complied with all the statutory requirements and not adopted any non mandatory requirements of Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.
- (e) Disclosure of commodity price risk and commodity hedging activities: Not applicable as company does not deal in commodities.
- (f) Details of Funds utilized: During the Financial year 2018-19 no preferential allotment was made by the Company.
- (g) As required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Auditors' certificate on corporate governance annexed to the report.

Code for Prevention of Insider Trading

In line with the amendments, Company has adopted the amended Code of conduct as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 amended on December 31, 2018 by Securities and Exchange Board prescribing various new requirements with effect from April 1, 2019 to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The code has been available of Company's website www.venusremedies.com

- (i) The preparation of financial statements are as per the accounting standards notified by the Ministry of Corporate affairs issued by the Institute of Chartered Accountants.
- (j) Company's wholly owned subsidiary Venus Pharma GmbH is unlisted and incorporated outside India, which is

a material subsidiary. Venus does not have any unlisted material subsidiary incorporated in India. Company has framed a material subsidiary policy and uploaded the same on its website www.venusremedies.com

(k) Policy to deal with Related Party Transactions and material subsidiary are uploaded on Company's Website www.venusremedies.com

(l) Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as director of the company by board/ Ministry of Corporate Affairs or any other statutory authority, has been annexed to the Corporate Governance report.

(m) There is no such instances where where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the financial year 2018-19.

(n) Fees Paid to Statutory Auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Type of Services	Fees paid(Amt. In ₹) During FY 2017-18	Fees paid (Amt. In ₹) During FY 2018-19
Statutory Audit fee (Including Limited Review report)	5,00,000	5,00,000
Tax Audit fees	1,00,000	1,00,000
Total	6,00,000	6,00,000

(o) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is a mentioned in Directors report forming part of this annual report.

9. DEMAT SUSPENSE ACCOUNT:

Company does not have any share in demat suspense account or unclaimed suspense account.

10. MEANS OF COMMUNICATION

- Publication of Quarterly results: Generally published in newspaper- Financial express & Business Standard.

Financial results are also published on company's website www.venusremedies.com

- Company website also display the official news releases.
- Presentation made to institutional investor or to the analysts: No such presentations are issued by the company.
- Management Discussion & Analysis :Published as a part of Annual Report under Director's Report.
- Shareholders Information Section Published as part of Annual Report under Corporate Governance Report
- Information to stock exchange : All the material developments in the company informed to stock exchanges where the shares of the company are listed
- Company Website: The Company has its own website viz.
 - www.venusremedies.com
 - www.vmrindia.com, www.venuspharmagmbh.de,

where information relating to financial results, launch of new products and official releases to news agencies are made available.

11. GENERAL SHAREHOLDERS INFORMATION

a) AGM details :

Date	: 30.09.2019
Venue	: The Pelican Hotel, 25/8, Industrial Cum Business Park, Phase-2, Chandigarh-160002
Time	: 10 A.M.
Book Closure Dates	: 24th September 2019 to 30th September 2019 (Both days inclusive)

b) Financial Calendar for 2019-20

Tentative dates	: 1st April 2019 to 31st March 2020
First Quarter results	: On or before August 14, 2019
Second Quarter results	: On or before November 14, 2019
Third Quarter results	: On or before February 14, 2020
Fourth Quarter results	: On or before May 30, 2020

c) Dividend Payment date

The Board has not recommended dividend for the Financial Year 2018-19

d) Listing of Stock Exchange

The Company's securities(Equity share) are listed on the following Stock Exchanges,

Name	Address
BSE Limited	The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 023 Scrip Code : 526953
NSE	The National Stock Exchange of India Limited 5th Floor, Exchange Plaza, Bandar (E, Mumbai) Scrip Code: VENUSREM

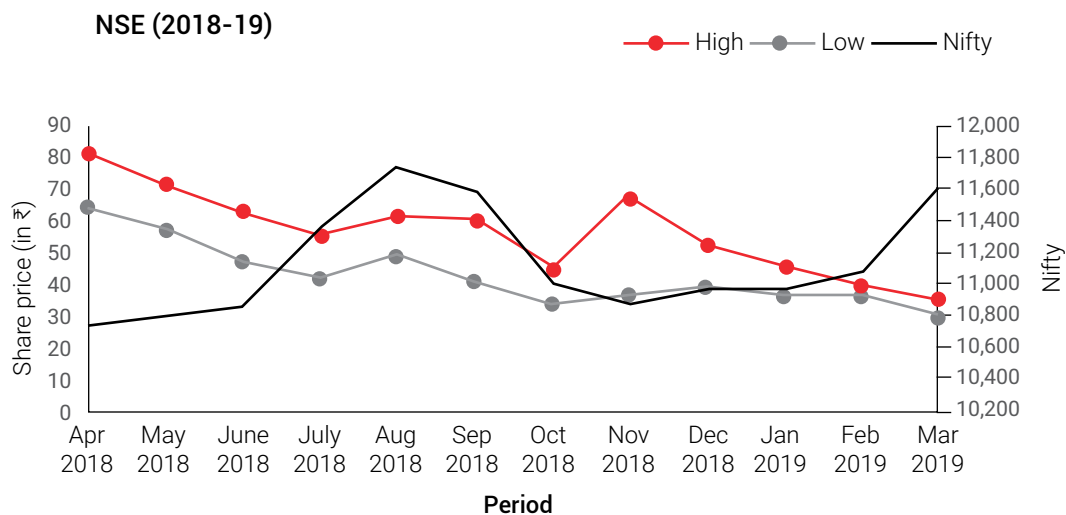
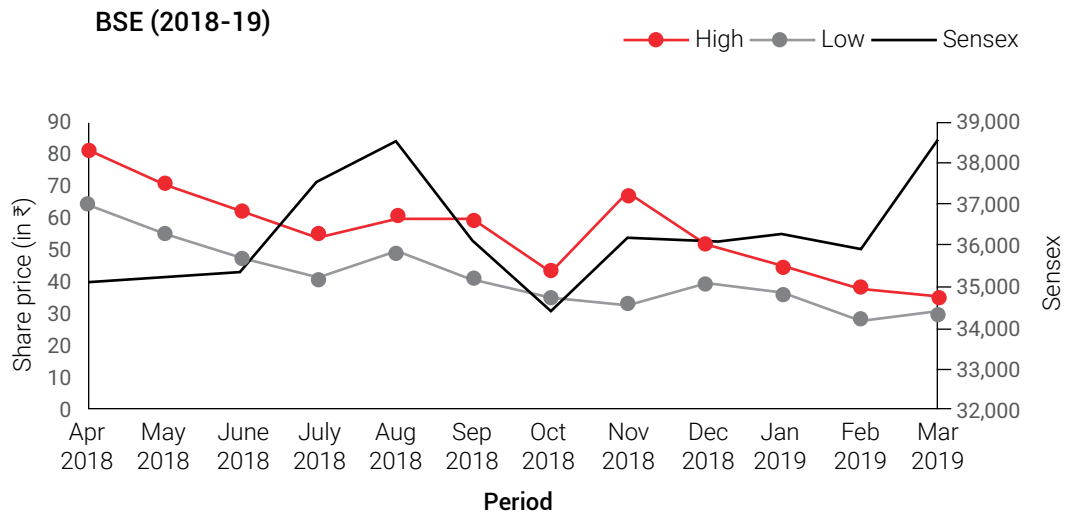
The Company has paid the annual listing fees for the year 2018-19 the exchanges where securities are listed.

Corporate Identification Number : (CIN): L24232CH1989PLC009705

e) Market Price data

Market price data (High/Low) during each month in the year 2018-19

Month	BSE				NSE			
	High	Low	Total Traded Quantity	Sensex	High	Low	Total Traded Quantity	Nifty 50
April 2018	81.85	65.05	289183	35160.36	81.60	65.10	1871547	10739.35
May 2018	71.80	56.10	167800	35322.38	71.55	57.50	784369	10806.60
June 2018	63.00	47.95	221090	35423.48	63.00	46.60	992363	10856.70
July 2018	55.60	41.50	257200	37606.58	55.10	42.25	1139518	11356.50
August 2018	61.35	49.90	691214	38645.07	61.55	49.35	1369506	11738.50
September 2018	59.90	42.00	363248	36227.14	60.55	41.10	496834	11589.10
October 2018	43.85	34.60	197895	34442.05	44.50	33.35	486454	11008.30
November 2018	67.90	33.00	347673	36194.3	68.00	36.80	4815123	10876.75
December 2018	52.60	39.70	153325	36068.33	52.35	39.40	659637	10967.30
January 2019	45.50	36.75	74896	36256.69	45.30	37.10	311661	10961.85
February 2019	39.00	29.00	167271	35867.44	39.60	29.10	492639	11069.40
March 2019	36.00	30.85	105810	38672.91	36.00	30.65	488159	11623.90



f) Registrar & Transfer Agent

Link Intime India Pvt Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058

E-mail: delhi@linkintime.com

Phone ; 011 - 4141 0592/93/94, Fax ; 011-41410591

g) Share Transfer System:

In order to make the process easy and fast, the board has delegated the powers to Registrar & Transfer Agent. Share certificates in case of transfer are generally returned to the transferee(s) within a period of 15 days. Company has also formed the Stakeholder Relationship Committee to look into transfer/ transmission/ demat/ remat/ duplicate issue of shares and for traceless of shareholders' complaints.

h) Shareholding Pattern as on 31.03.2019:

Sr. No.	Description	No. of holders*	Shares	%
1	Promoters Individuals	2	2330000	18.88
2	Promoters – Body Corporate	1	2300000	18.64
3	Foreign portfolio Investors	1	5000	0.04
4	Financial Institutions/Banks	1	2069	0.02
5	NBFC	2	12541	0.10
6	Individuals- Public	17184	6315860	51.17
7	Body Corporates	169	422069	3.42
8	Foreign Nationals	1	200	0.00
9	NRIs	381	307155	2.49
10	Clearing Members	76	219203	1.78
11	HUF	556	324884	2.63
12	IEPF	1	103007	0.83
	TOTAL	18375	12341988	100.00

* Folios with same PAN are clubbed as one.

i) Distribution of Shareholding as on 31st March 2019

Sr. No.	SHAREHOLDING OF SHARES			SHAREHOLDER	PERCENTAGE OF TOTAL	TOTALSHARES	PERCENTAGE OF TOTAL.
1	1	to	500	16263	86.4823	2176108	17.6317
2	501	to	1000	1350	7.1789	1075884	8.7173
3	1001	to	2000	629	3.3449	968043	7.8435
4	2001	to	3000	218	1.1593	547828	4.4387
5	3001	to	4000	85	0.452	307991	2.4955
6	4001	to	5000	73	0.3882	341460	2.7667
7	5001	to	10000	115	0.6115	846886	6.8618
8	10001	to	*****	72	0.3829	6077788	49.2448
	Total			18805	100	12341988	100

j) Dematerialization of shares and liquidity

As on 31.03.2019, 12184029 equity shares representing 98.72% of total share capital of the company are in dematerialized form with NSDL and CDSL. Trading of shares only permitted in demat form. 100% promoters holding is in demat form.

Mode	No. of Shares	Percentage
DEMAT	12184029	98.72%
PHYSICAL	157959	1.28%
Total	12341988	100%

National Securities Depository Limited

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.
E-Mail : info@nsdl.co.in, Website: www.nsdl.co.in

Central Depository Services (India) Limited

Marathon Futurex, A Wing,
25th Floor, Mafarjal Mills Compound,
N.M. Joshi Marg, Lower Parel,
Mumbai-400013
Website: www.centraldepository.com

k) Unclaimed Dividend

As per the section 124 of the companies Act, 2013 and rules there under, the company is required to transfer unpaid dividend which have remained unpaid/unclaimed for a period of 7 years from the date of declaration to Investor Education and Protection fund.

The details of unpaid Dividend and their due dates for transfer to Investor Education and Protection fund are as below:

Financial year	Unclaimed dividend as on 31.03.2019	Due date of Transfer to Investor Education and Protection Fund
2011-2012	₹6,98,067	27.09.2019
2012-2013	₹8,25,906	29.09.2020

During the year Company has transferred unclaimed dividend for the financial year 2010-11 amounting ₹577893.00 to IEPF.

l) Share Transferred to IEPF:

During the year Company transferred 1,02,107 Equity Shares to IEPF on account of dividend unclaimed for seven consecutive years.

M) Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on equity:

The Company has not issued GDRs/ADRs.

N) Commodity price risk or foreign exchange risk and hedging activities:

During the year there is no major foreign exchange risk due to the natural hedging on account of imports & exports.

O) Plant Location

1. Unit-I Plot 51-52, Industrial Area, Phase-I, Panchkula-134 113, India

2. Unit-II: Hill Top Industrial Estate, Jharmajri EPIP, Phase-I (Extn.), Village- Bhatoli Kalan, Baddi (H.P), India- 173 205

P) Address for correspondence

Shareholders are requested to contact the following:

Mrs. Neha Arora
Company Secretary & Compliance Officer
Venus Remedies Limited
51-52, Ind. Area, Ph.-I, Panchkula (Haryana)-134113.
Ph-0172-2933090, 94
E.mail:complianceofficer@venusremedies.com,
investorgrievance@venusremedies.com
Website: www.venusremedies.com

Q) Registered Office :

Venus Remedies Limited
SCO 857, 2nd Floor, Cabin No. 10,
NAC, Manimajra, Chandigarh-160101.

12 NOMINATION FACILITY:

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit to the company the prescribed Form.

13) COMMUNICATION TO SHAREHOLDERS

All the quarterly reports, financial results, press releases are posted on our website www.venusremedies.com. Financial results are generally published in Business standard and Financial Express news papers.

14) COMPLIANCE WITH MANDATORY REQUIREMENTS

Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (l) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations.

15) DECLARATION AS REQUIRED UNDER REGULATION 34(3) AND SCHEDULE V OF THE LISTING REGULATIONS

Your Company has made compliance with all the requirement of corporate governance report of sub-paras (2) to (10) of Schedule V under regulations 34(3) and 53(f) of listing regulations.

DECLARATION REGARDING AFFIRMATION TO THE CODE OF CONDUCT

In accordance with regulation 26(3) of SEBI(Listing Obligation & Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Directors and Senior Management personnel of the Company have affirmed compliance to the Venus Remedies Limited Code of Conduct for the financial year ended on 31.03.2019.

For **Venus Remedies Limited**

Sd/-

Pawan Chaudhary

(Chairman & Managing Director)

Place: Panchkula

Date: 30.05.2019

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of the Board,
Venus Remedies Limited

We have examined the compliance of conditions of Corporate Governance by Venus Remedies Ltd. for the year ended 31st March, 2019, as stipulated in SEBI(Listing Obligation & Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and the Management, we certify that the Company has complied with the conditions of corporate governance.

Based on the certificate received from Share Transfer Agent and the minutes of the Share Transfer and Shareholders' Grievance Committee, we state that no investor grievance is pending for a period exceeding six months.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **P. Chadha & Associates**
Company Secretaries

Sd/-

Prince chadha
Membership no. 32856

Date : 30.05.2019
Place: Chandigarh

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

To,

The Board of Directors
Venus Remedies Limited
SCO-857, C. No. 10, 2nd Floor,
NAC, Manimajra, Chandigarh-160101

I/We have examined the relevant registers, records, forms, returns and disclosures received from Venus Remedies Limited having CIN L24232CH1989PLC009705 and having registered office at SCO-857, C. No. 10, 2nd Floor, NAC, Manimajra Chandigarh-160101, (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verification (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN
1	Mr. Pawan Chaudhary	00435503
2	Dr. (Mrs.) Manu Chaudhary	00435834
3	Mr. Peeyush Jain	00440361
4	Mr. Ashutosh Jain	01336895
5	Dr. Suresh Kumar Chadha	00449766
6	*Dr. Rupinder Tewari	07009485
7	Mr. Pravindra Singh Chaudhan	08068504
8	Dr. Gilbert Wenzel	01492035

*Resigned w.e.f. 24.05.2019.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **P. Chadha & Associates**
Company Secretaries

Sd/-

Prince chadha

Membership no. 32856

Date : 30.05.2019

Place: Chandigarh

FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of

VENUS REMEDIES LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

QUALIFIED OPINION

We have audited the Standalone Ind AS financial statements of VENUS REMEDIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March 2019, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph below, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

BASIS FOR QUALIFIED OPINION

- (a) The capital work in progress consist of new office building under construction. The carrying amount of which as on 31st March, 2019 is ₹6476.42 Lakhs.

The construction work on the building is stopped in previous years. The company intends to complete the building in the future years and use it for their marketing office and training centre. The company expects to complete this building and accordingly no impairment study was carried out by the company.

In light of above, the consequential impact of impairment loss, if any, on the standalone Ind AS Financial Statements is currently not ascertainable.

(Refer Note no.1 to Standalone Ind AS Financial Statements)

- (b) The lenders of the company has approved corporate debt restructuring package of the company in financial year 2014-15. However, the company has defaulted in repayment of borrowing to lenders and was unable to comply with terms of repayment approved by lenders in corporate debt restructuring package.

The company has provided interest expenses of ₹2612.41 Lakhs upto 3rd quarter of financial year 2018-19 on all loans. However, the company has reversed the interest expenses of ₹834.23 Lakhs on loans for which interest is not applied by the banks in their accounts and also not provided interest of ₹299.71 Lakhs pertaining to 4th Quarter of financial year 2018-19 for such loans. As a result, interest expenses of ₹1133.94 Lakhs pertaining to financial year 2018-19 has not been provided in the books.

(Refer Note no. 28 to Standalone Ind AS Financial Statements)

We further report that, without considering items mentioned at paragraphs (a) above, the effects of which could not be determined, had the qualification made by us in paragraph (b) above been considered during the year ended 31 March 31, 2019, finance costs would have been ₹3648.56 Lakhs (as against the reported figure of ₹2514.62 Lakhs), the loss for the year would have been ₹3845.02 Lakhs (as against the reported loss of ₹2711.08 Lakhs), other equity in the balance sheet as on 31st March , 2019 would have been ₹31727.05 Lakhs (as against the reported figure of ₹32860.99 Lakhs) and other financial liabilities (current) as on 31 March, 2019 would have been ₹11804 Lakhs (as against the reported figure of ₹10670.06 Lakhs).

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued

by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

KEY AUDIT MATTERS

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

OTHER MATTERS

The standalone Ind AS financial statements of company for the year ended 31st March, 2018, were audited by another auditor who expressed an unmodified opinion on those standalone Ind AS financial statements on 28th May, 2018.

Our opinion is not modified in respect of above matter.

INFORMATION OTHER THAN THE STANDALONE IND AS FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Ind AS financial statements and our auditors' report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement

of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Standalone Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) Except for the effects of the matter described in the "Basis for Qualified opinion" paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) Except for the effects of the matter described in the "Basis for Qualified opinion" paragraph above, in our opinion, the aforesaid Standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the 'Basis for Qualified Opinion' paragraph above.

(h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its Standalone Ind AS financial statements - Refer Note 46 to the Standalone Ind AS financial statements;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
- iv. The disclosures in the Standalone Ind AS financial statements regarding holdings as well as dealings

in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these Standalone Ind AS financial statements since they do not pertain to the financial year ended 31 March 2019.

3. With respect to the matter to be included in the Auditors' Report under section 197(16):

- (i) In our opinion and according to the information and explanations given to us, the company has paid/provided managerial remuneration of ₹194.05 Lakhs during the year ended 31st March, 2019 for which the company has filed applications to seek the approval from Central Government under section 197 of the Companies Act, 2013.

The central government has communicated that the application made to it shall abate considering the Companies (Amendment) Act, 2017 and closed the applications. The central government also clarified that the onus of compliance with provisions of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017 lies with the company.

The Company is yet to take steps to comply the provisions and the said managerial remuneration so paid/provided is subject to the approvals to be obtained in accordance with the provisions of section 197 of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017 till date. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Sd/-
Mukesh Dadhich
Partner
M.No. 511741

Date: 30th May, 2019
Place: Panchkula

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the Standalone Ind AS financial statements for the year ended 31 March 2019, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on physical verification as confirmed by the management. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) The Company has been regular in following the procedures of physical verification of inventories which is reasonable and adequate in relation to the size of the company and the nature of its business.

In our opinion and on the basis of our examination of inventory records, we are of the opinion that the company is maintaining proper records of inventory and no material discrepancies were observed on physical verification done by the management.

- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships and other parties, mentioned in the register maintained under section 189 of the Companies Act, 2013. Since, the company has not granted any loans, provisions of clause (iii) (a) to (iii) (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act, with

respect to the loans and investments made, securities and guarantees given.

- (v) The Company has not accepted any deposit from the public. Thus, paragraph 3(v) of the Order is not applicable.
- (vi) On the basis of records produced we are of the opinion that prima facie cost records and accounts prescribed by the central government under section 148 of the act in respect of the products of "the company" covered under the rules under said section have been maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts and records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, duty of excise, service tax, Goods and Service Tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income tax, sales tax, service tax, Goods and Service Tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2019 for a period of more than six months from the date they became payable

- (b) According to the information and explanations and records of the company, the dues outstanding of income-tax, sales- tax, wealth-tax, service tax, Goods and Service Tax, custom duty, excise duty, value added tax and cess which have not been deposited by the company on account of any dispute are as follow:

Nature of statute	Nature of the dues	Period to which the amount relates	Forum where dispute is pending	Demand Amount (₹In lakhs)
Income Tax Act, 1961	Income Tax	AY 2011-12	Commissioner of Income tax appeals	16.04

(viii) In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of loans or borrowings to banks which were persisting as on 31 March, 2019 are as under. ₹ In Lakhs

Name of the Bank	Period of Default*			Demand Amount (₹In lakhs)	
	0-1 years	1-2 years	2-3 years	TOTAL default amount	Interest**
Amount of default as at the balance sheet date*					
ANADHRA BANK	-	-	-	-	0.15
COPORATION BANK	255.20	208.42	125.36	588.98	316.19
DENA BANK	-	12.48	217.86	230.34	-
EXIM BANK	51.85	571.15	665.50	1288.5	1113.26
IDBI	315.42	564.57	631.51	1511.5	1361.60
SBI	-	4.91	541.60	546.51	11.14
Working Capital (IDBI)	-	-	-	-	84.42

*Based on Corporate debt restructuring approved by bank.

** Period of default is unascertainable, based on information provided to us.

The Company did not have any dues to debenture holders during the year.

(ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

The Company is yet to take steps to comply the provisions and the said managerial remuneration so paid/ provided is subject to the approvals to be obtained in accordance with the provisions of section 197 of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017 till date.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided managerial remuneration of ₹194.05 Lakhs during the year ended 31st March, 2019 for which the company has filed applications to seek the approval from Central Government under section 197 of the Companies Act, 2013.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

The central government has communicated that the application made to it shall abate considering the Companies (Amendment) Act, 2017 and closed the applications. The central government also clarified that the onus of compliance with provisions of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017 lies with the company.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Sd/-
Mukesh Dadhich
Partner
M.No. 511741

Date: 30th May, 2019
Place: Panchkula

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Ind AS financial statements of VENUS REMEDIES LIMITED ("the Company") as of 31 March 2019 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to

obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to Standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Ind AS financial statements included obtaining an understanding of internal financial controls with reference to Standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Standalone Ind AS financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE IND AS FINANCIAL STATEMENTS

A company's internal financial control with reference to Standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made

only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Ind AS financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE IND AS FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference to Standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone Ind AS financial statements and such internal financial controls with reference to Standalone Ind AS financial statements were operating effectively as at 31 March 2019, based on the internal control with reference to Standalone Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Sd/-
Mukesh Dadhich
Partner
M.No. 511741

Date: 30th May, 2019
Place: Panchkula

BALANCE SHEET

STANDALONE BALANCE SHEET AS AT 31st March, 2019

(₹ in Lakhs)

Particulars	Note No.	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	1	18015.64	19062.34
(b) Capital Work In Progress	1	6476.42	6476.42
(c) Intangible Assets	1	16673.15	17930.40
(d) Financial Assets			
(i) Investment	2	13.89	13.89
(ii) Other Non Current Financial Assets	3	3048.18	2936.03
(e) Other non - current assets	4	3629.37	3576.56
Total Non- Current Assets		47856.65	49995.64
(2) Current Assets			
(a) Inventories	5	14093.70	13597.65
(b) Financial Assets			
(i) Trade Receivables	6	3139.37	4415.12
(ii) Cash and Cash Equivalents	7	49.97	18.75
(iii) Bank balances other than (ii) above	8	77.72	344.90
(iv) Other Financial Assets	9	623.62	600.13
(C) Current Tax Assets	10	2846.11	2835.67
(D) Other Current Assets	11	4528.40	3041.20
Total Current Assets		25358.90	24853.43
Total Assets		73215.54	74849.07
EQUITY AND LIABILITY			
Equity			
(a) Equity Share Capital	12	1234.20	1234.20
(b) Other Equity	13	32860.99	35565.10
Total Equity		34095.19	36799.30
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	11608.43	13685.79
(ii) Other Financial Liabilities	15	45.43	50.22
(b) Provisions	16	532.42	449.75
(c) Deferred Tax Liabilities (Net)	17	1488.22	1603.33
Total Non- Current Liabilities		13674.50	15789.09
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	10891.86	11722.69
(ii) Trade Payables	19		
(a) Total outstanding dues of micro enterprises and small enterprises		292.57	76.38
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		3048.68	2642.31
(iii) Other Financial Liabilities	20	10670.06	7593.39
(b) Other Current Liabilities	21	90.83	93.95
(c) Provisions	22	451.86	131.97
Total Current Liabilities		25445.86	22260.68
Total Equity and Liability		73215.54	74849.07

Significant Accounting Policies and Notes on Accounts 1 to 48

Notes and Significant Accounting Policies referred to above and annexed there to form an integral part of Balance Sheet. This is the Balance Sheet referred to in our Report of even date.

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants

FRN No. 002304 N

(Mukesh Dadhich)

Partner

M. No. 511741

Place : PANCHKULA

Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director

DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director

DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

PROFIT & LOSS

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31st March, 2019

(₹ in Lakhs)

Sr. No	Particulars	Note No.	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
I	Revenue from operations	23	30184.17	35507.20
II	Other Income	24	450.67	118.59
III	Total Revenue (I +II)		30634.84	35625.79
IV	Expenses:			
	Cost of materials consumed	25	18976.39	20572.17
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	26	(798.05)	(29.62)
	Employee Benefit Expenses	27	3026.11	2782.40
	Finance Costs	28	2514.62	3544.25
	Depreciation and Amortization Expenses	29	3295.26	3272.72
	Selling, Manufacturing & Administration Expenses	30	4085.33	4762.28
	Research & Development Expenses	31	1465.30	3063.84
	Total Expenses (IV)		32564.97	37968.04
V	Profit before exceptional items and Taxes	(III - IV)	(1930.13)	(2342.25)
VI	Exceptional Items	32	896.06	-
VII	Profit before Taxes		(2826.19)	(2342.25)
	Income Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		(115.11)	316.02
VIII	Net Profit/(Loss) for the period		(2711.08)	(2658.27)
IX	Other Comprehensive Income			
	(I) Items that will not be classified to Profit & loss accounts net of Income tax		6.97	34.38
	(I) Items that will be classified to Profit & loss accounts net of Income tax		-	-
	Total Comprehensive income for the period		(2704.11)	(2623.89)
X	Earning per equity share:			
	(1) Basic		(21.97)	(21.54)
	(2) Diluted		(21.97)	(21.54)

Notes and Significant Accounting Policies referred to above and annexed there to form an Integral part of Statement of Profit & Loss. This is the Statement of Profit & Loss referred to in our Report of even date.

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants

FRN No. 002304 N

(Mukesh Dadhich)

Partner

M. No. 511741

Place : PANCHKULA

Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director

DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director

DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

CHANGES IN EQUITY

STANDALONE STATEMENT OF CHANGES IN EQUITY for the period ended on 31st March, 2019

(₹ in Lakhs)

Sr. No	Particulars	31.03.2019		31.03.2018	
		No. Of Shares	₹ In Lakhs	No. Of Shares	₹ In Lakhs
A	Equity Share Capital (Refer Note. 12)				
	Balance at the beginning of the reporting period	12341988	1234.20	12341988	1234.20
	Changes in equity share capital during the year			-	-
	Balance at the end of the reporting period	12341988	1234.20	12341988	1234.20

B Other Equity (Refer Note. 13)

Particulars	RESERVE AND SURPLUS			OTHER COMPREHENSIVE INCOME	TOTAL OTHER EQUITY
	Securities Premium	General Reserve	Retained Earning	Remeasurement of Net Dues Benefit	
Balance at 01.04.2018	7560.08	21146.30	6821.40	37.32	35565.10
Profit for the Year			(2711.08)		(2711.08)
Movement in other comprehensive income				6.97	6.97
Movement in retained earnings			44.29	(44.29)	-
Balance at 31.03.2019	7560.08	21146.30	4154.61	0.00	32860.99

Nature and purpose Of each reserve

- Securities Premium- The amount received in excess of the face value of equity is recognized in securities premium These will be utilized in accordance with the provision of the Companies act 2013.
- General Reserve- The reserve arises on transfer portion of the net profit pursuant of the earlier of the Companies act 1956. Mandatory transfer to general reserve is not required under the Companies act 2013.
- Retained Earnings- Retained earning is the accumulated amount of profit or loss earned by the company till date.

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants

FRN No. 002304 N

(Mukesh Dadhich)

Partner

M. No. 511741

Place : PANCHKULA

Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director

DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director

DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

CASH FLOW

STANDALONE STATEMENT OF CASH FLOW FOR THE PERIOD ENDED ON 31st March, 2019

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
A)	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before tax & extraordinary items	(2,826.19)	(2,342.25)
	Adjustment for Depreciation	3295.26	3272.72
	Interest Expense	2206.12	3363.00
	Increase in long term provision for gratuity and leave encashment	89.63	20.50
	Provision for doubtful debts	294.70	-
	Adjustment reversing effect on profit of non-cash non-operating activities	175.15	(123.98)
	Exchange Fluctuation	(111.89)	(34.01)
	Interest Received	(29.03)	(24.90)
	Operating Profit before working capital changes	3093.74	4131.08
	Adjustments for increase /decrease in Current Assets	(1036.12)	(161.96)
	Decrease / Increase in Current Liabilities/ Provisions	2307.16	1189.10
	Net Cash Flow from operating activities (A)	4364.78	5158.23
B)	CASH FLOW FROM INVESTING ACTIVITIES		
	Capitalization of Expenses(NET)	(991.31)	(1327.31)
	Increase/ Decrease in Capital work in progress	-	148.85
	Interest Received	29.03	24.90
	Proceeds from loans and advances	(164.95)	5.44
	Net Cash Flow from Investing Activities (B)	(1127.23)	(1148.12)
C)	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Security Deposit (Net)	(4.79)	
	Proceeds from Term Loan (Net)	(431.77)	(909.72)
	Proceeds from Short term Borrowing(Net)	(830.83)	152.99
	Interest Expense	(2206.12)	(3204.63)
	Net Cash from Financing Activities (C)	(3473.51)	(3961.36)
	Net Increase in Cash & Cash Equivalents (A+B+C)	(235.96)	48.75
	Cash & Cash Equivalents as at 31.03.2018	363.65	
	Cash & Cash Equivalents as at 31.03.2019	127.69	
	Cash & Cash Equivalents as at 31.03.2017		314.90
	Cash & Cash Equivalents as at 31.03.2018		363.65

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants

FRN No. 002304 N

(Mukesh Dadhich)

Partner

M. No. 511741

Place : PANCHKULA

Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director

DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director

DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

1. CORPORATE INFORMATION

Venus Remedies Limited (the 'Company') is a public limited Company with registered office situated at Chandigarh and is listed on the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India (NSE). The Company is one of the handful player in pharmaceutical sector to launch world global injectable manufacturers. It has world-class manufacturing facilities in Panchkula and Baddi (in India) and Werne (in Germany) and research and development center in Venus Medicine Research Centre(in India)

2 BASIS OF ACCOUNTING AND STATEMENT OF COMPLIANCE

These standalone financial statements of the company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (hereinafter referred to as the Ind As as notified under section 133 of the Companies Act 2013 (the Act read with rule 4 of the Companies (Indian Accounting Standards) Rules 2015 as amended and other relevant provisions of the Act and accounting principles generally accepted in India. These standalone financial statements were authorized for issue by the company's Board of Directors on May 30, 2019.

3. FUNCTIONAL AND PRESENTATION CURRENCY

These standalone financial statements are presented in Indian rupees which is the functional currency of the Company. The figures in the Balance Sheet and Profit & Loss Account for the year have been rounded off to nearest lakhs.

4. BASIS OF MEASUREMENT

These standalone financial statements are prepared under the historical cost convention, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below and on the basis of going concern. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of

12 months.

5. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that estimates used in the preparation of the financial statement are prudent and reasonable. Examples of such estimates include valuation of inventories, sales return, employees costs, assessment of recoverable amounts of deferred tax assets, provisions against litigations and contingencies.

- **Inventories**

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

- **Recoverability of advances / receivables**

At each balance sheet date, based on historical default rates observed over expected life, the Management assesses the expected credit losses on outstanding receivables and advances.

- **Impairment of investments in subsidiaries**

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- **Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

judgments and the use of estimates regarding the outcome of future events.

6. RECENT ACCOUNTING PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019:

a. Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The Company does not expect any impact from New Ind AS 116.

b. Ind AS 12- Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

(1) The entity has to use judgement, to determine whether

each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty.

(2) The entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount.

(3) The entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company has evaluated and does not expect any significant impact of the amendment on its Standalone Financial Statements.

c. Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its Standalone Financial Statements.

d. Ind AS 19- Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its Standalone Financial Statements.

e. Ind AS 23-Borrowing Cost

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect this amendment to have any significant impact on its Standalone Financial Statements.

7. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared using the significant accounting policies and measurement bases summarized below.

a. Current / Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in Schedule 3 of the Act. Based on the nature of products & time between the acquisition of the assets for processing and their realisation in cash & cash equivalents, the company has ascertained its operating cycle upto 12 months for the purpose of current/non-current classification of assets & liabilities

b. Property, Plant and Equipment & Depreciation (IND AS 16)

- Items of property, Plant and equipment at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises: its purchase price, including import duties and non - refundable purchase taxes after deducting trade discounts and rebates.
- Expenses incurred up to date of putting them in commercial use.
- The Company is following the useful life method of depreciation as per the useful life specified Schedule II to the Act. The Carrying amount of assets is being depreciated over the remaining useful life of the assets. On assets sold, discarded etc, during the year depreciation is provided up to the date of sale/discard. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets.
- The residual value and useful life is reviewed at each financial year.

- Carrying value of PPE are reviewed for impairment when events or changes in circumstances indicates that the carrying value may not be recoverable.
- Capital work in progress in respect of assets which are not ready for their intended use are carried at cost comprising of direct costs related incidental expenses and attributable interest.

c. Intangible Assets (IND AS 38)

- Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The company amortizes its intangible assets over a period of 20 years.
- The cost of an Intangible Assets comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities) and any directly attributable expenditure on making the asset ready for its intended use.
- Research cost & related expenditure are recognised in Statement of Profit and Loss in the period in which such expenditure is incurred.
- Intangible Assets with finite lives are amortized on a straight-line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Standalone Statement of Profit and Loss.

d. Investment in Subsidiary(IND AS 27)

The company has elected to recognise its Investments in equity instruments in subsidiaries at cost less impairment loss ,if any in accordance with option available in Ind AS 27 'Separate Financial Statements'.

e. Inventories(IND AS 2)

Method of valuation of inventories adopted are as under:-

- Stock Raw Material and Packing Material: - At cost price.
- Stock of Work-in-Progress:- At material cost plus apportioned manufacturing overheads.
- Stock of Finished Goods:- At material cost plus apportioned

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

manufacturing overheads and other costs incurred in bringing the inventories to their present location and condition or Net Realizable value, whichever is lower.

- Spares and consumables: - At cost.

f. Trade Receivables(IND AS 109)

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109 'Financial Instruments', which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

g. Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

h. Financial Instruments (IND AS 109)

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

- Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs through profit or loss.
- An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue cost.

Subsequent measurement of financial assets and financial

liabilities:

- All financial liabilities and Financial Assets are subsequently measured at Fair value through profit & loss.

Derecognition

- The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.
- The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

i. Revenue Recognition (IND AS 115)

- Revenue is recognised when control of the products being sold has transferred to the customer and when there are no longer any unfulfilled obligations to the customer. This is generally on delivery to the customer but depending on individual customer terms, this can be at the time of dispatch, delivery or upon formal customer acceptance. This is considered the appropriate point where the performance obligations in our contracts are satisfied as company no longer have control over the inventory Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and Indirect Taxes. No element of financing is present in the pricing arrangement. Settlement terms range from cash-on-delivery to credit terms ranging up to 90 days.
- Dividend income is recognized at the time when the right to receive is established by the entity.
- Other income is accounted for on mercantile basis unless otherwise stated in other IND AS.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

j. Employee Benefits(IND AS-19)

• Current employee benefits

a) Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be incurred when the liabilities are settled.

b) Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

• Post Retirement Employee Benefits

a) Post- retirement benefits plan are determined on the basis of an actuary valuation by an independent actuary. Liability recognised in the balance sheet in respect of defined benefit obligation is the present value of the defined benefit obligation at the end of reporting period.

b) The company has adopted a policy of compensated earned leave which are accumulating in nature and is determined by actuarial valuation at each reporting date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date.

c) Gratuity liability accounted for on the basis of actuarial valuation as per Ind AS 19 'Employee Benefits'. Liability recognized in the Standalone Balance Sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period. The present value of defined benefit is determined by discounting the estimated future cash outflows by reference to market yield at the end of each reporting period. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation .This

cost is included in employee benefit expense in the Standalone Statement of Profit and Loss. Actuarial gain / loss pertaining to gratuity are accounted for as OCI.

k. Impairment of Assets(IND AS 36)

The Company assess for impairment of all its Tangible and Intangible assets on annual basis and an assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit & loss account in the year in which an asset is identified as impaired if there is any indication that asset may be impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount. Accounting policies not specially referred to are consistent with generally accepted accounting principles.

l. Foreign Currency Transactions(IND AS-21)

- Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

- Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

- Any income/expense arising from foreign currency transactions is dealt in the statement of profit and loss account for the year.

m. Borrowing Cost(IND AS 23)

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of costs of such assets till such time as the assets is ready for its intended use. All other borrowing costs are recognized as an expense in the period in which incurred.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

n. Government Grants(IND AS 20)

- The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received. Government grants related to revenue are recognized on a systematic basis in the statement of Profit and Loss over the period necessary to match them with the related costs which they are intended to compensate.
- Income from export incentives such as duty drawback, merchandise export import scheme are recognized on accrual basis

o. Provisions, Contingent Liabilities & Contingent Assets(IND AS 37)

- Provisions involving substantial degree of estimation in management are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes for
 - i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or
 - ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- Contingent assets are neither recognized nor disclosed except when realization of income is virtually certain, related asset is disclosed.

p. Income Tax (IND AS 12)

Income tax expenses comprises current and deferred tax. It is recognized in statement of profit and loss

- Current Tax: Provision is made for income tax based on the liability as computed after taking credit for allowance

and exemptions. Adjustments in books are made only after the completion of the assessment.

- Deferred Tax: Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for the taxation purposes. Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.
- MAT: Minimum Alternative Tax payable under the provisions of the income tax Act, 1961 is recognized as an asset in the year in which credit becomes eligible and is set off in the year in which the Company becomes liable to pay income taxes at the enacted tax rates and shall be reversed in the year in which it lapses.

q. Earning per Share (Ind AS -33)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares, unless the effect of potential dilutive equity shares is antidilutive.

r. Operating Cycle:

Based on the nature of product /activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and Non-current.

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 1 PROPERTY PLANT & EQUIPMENTS

(₹ in Lakhs)

Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deletion during the year	Value at the end	WDV as on 31.03.2019	WDV as on 31.03.2018
Tangible Assets											
1	Land	922.94	-	-	922.94	-	-	-	-	922.94	922.94
2	Building	5231.22	0.57	-	5231.79	1543.96	181.29	-	1725.25	3506.54	3687.26
3	Building for R & D	1302.70	-	-	1302.70	465.70	44.69	-	510.39	792.31	837.00
4	Plant & Machinery	9514.75	348.96	61.52	9802.20	3752.29	514.65	35.28	4231.66	5570.54	5762.46
5	R & D Pilot Plant	1542.15	41.68	-	1583.82	451.07	82.66	-	533.73	1050.10	1091.08
6	R & D Equipment	5489.39	181.86	-	5671.25	2273.40	410.09	-	2683.49	2987.76	3215.99
7	Computer, I.T and Communication Equipment	2952.40	275.33	-	3227.73	2566.95	187.94	-	2754.89	472.84	385.46
8	D G Set	215.47	0.37	-	215.85	187.24	13.16	-	200.40	15.44	28.24
9	Electrical Installation	1025.74	19.54	-	1045.28	671.53	93.35	-	764.88	280.40	354.21
10	Furniture & Fixture	768.43	0.39	172.38	596.44	517.52	60.47	172.38	405.62	190.83	250.91
11	Lab Equipment	3097.69	123.42	102.32	3118.79	1517.79	315.17	100.30	1732.65	1386.13	1579.90
12	Office Equipment/ Security Equipment	582.10	7.91	-	590.00	468.32	44.69	-	513.01	76.99	113.78
13	Pollution Control	632.87	-	-	632.87	201.25	36.97	-	238.21	394.66	431.63
14	Vehicles	463.89	4.96	153.21	315.64	463.89	0.23	160.11	304.01	11.63	-
15	Other Fixed Assets	726.26	10.44	20.64	716.06	324.77	52.64	17.89	359.52	356.53	401.49
	TOTAL	34468.00	1015.43	510.06	34973.36	15405.66	2038.01	485.95	16957.72	18015.64	19062.34
	(PREVIOUS YEAR)	33145.20	1327.31	4.51	34468.00	13394.69	2015.48	4.51	15405.66	19062.34	19750.50

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 1 PROPERTY PLANT & EQUIPMENTS

(₹ in Lakhs)

Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Dep. Of Asset w/o till 31.03.2019	Value at the end	WDV as on 31.03.2019	WDV as on 31.03.2018
II	Capital Work-in-progress										
1	Building Under Construction	6476.42								6476.42	6476.42
	TOTAL	6476.42								6476.42	6476.42
	(PREVIOUS YEAR)	6625.27								6476.42	6625.27
III	Intangible Assets										
1	Patent IPR Technologies	21822.86	-	-	21822.86	9704.55	808.77	-	10513.32	11309.54	12118.31
2	Product & Process Development	10609.70	-	-	10609.70	4797.62	448.47	-	5246.09	5363.61	5812.08
	TOTAL	32432.56	-	-	32432.56	14502.16	1257.25	-	15759.41	16673.15	17930.40
	(PREVIOUS YEAR)	32432.56	-	-	32432.56	13244.92	1257.25	-	14502.16	17930.40	19187.64

The capital work in progress consist of new office building under construction. The carrying amount of which as on 31st March, 2019 is ₹6476.42 Lakhs. The construction work on the building is stopped in previous years. The company intends to complete the building in the future years and use it for their marketing office and training centre. The company expects to complete this building and accordingly no impairment study was carried out by the company.

NOTE : 2 INVESTMENT

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Investment in Equity instruments		
	Wholly owned subsidiary (At cost- Unquoted)		
	Venus Pharma GMBH	13.89	13.89
	Total	13.89	13.89

NOTE : 3 OTHER NON CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Share Application Money In		
	WOS (Venus Pharma GmbH)	2859.72	2859.72
2	Security Deposit	188.45	76.31
	Total	3048.18	2936.03

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 4 OTHER NON CURRENT ASSETS

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Advances For Capital Goods	394.60	341.79
2	Advance For In Licensing of Technology	3234.77	3234.77
	Total	3629.37	3576.56

NOTE: 5 INVENTORIES

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Raw Material	8079.87	8546.57
2	Work-in-Progress	3282.28	2564.97
3	Finished Goods	2323.41	2416.23
4	Consumables	8.79	8.62
5	Goods-in-transit		
	a) Raw Material	380.63	35.72
	b) Packing Material	18.72	25.53
	Total	14093.70	13597.65

5.1 Inventory is hypothecated to Bank for working capital facility

NOTE : 6 TRADE RECEIVABLES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Trade receivable Considered good – Unsecured	3139.37	4415.12
2	Trade receivable Considered doubtful– Unsecured	294.70	-
	Less: Provision for doubtful debts	294.70	-
	Total	-	-
	Total (1+2)	3139.37	4415.12

6.1 Includes Due from Related party. Refer Note No. 42

6.2 Trade Receivable is hypothecated to Bank for working capital facility

NOTE : 7 CASH & CASH EQUIVALENT

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Balances with Banks		
	In current Accounts	45.18	7.08
2	Cash Balance	2.68	10.24
3	Foreign Exchange in Hand	2.11	1.43
	Total	49.97	18.75

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 8 OTHER BANK BALANCES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Fixed Deposits		
	Fixed Deposit being Margin Money	62.48	323.85
2	Bank Balance		
	Unclaimed Dividend	15.24	21.05
	Total	77.72	344.90

8.1 In fixed deposit Accounts with original maturity less than 3 months amounting to ₹35.73 Lakhs

8.2 Fixed Deposits of ₹62.48(Previous year ₹323.85) is held with bank as margin money for Bank guarantees/Letter of Credit

NOTE : 9 OTHER FINANCIAL ASSETS

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Advance to Staff	4.35	1.77
2	Other Loans & Advances	619.27	598.37
	Total	623.62	600.13

NOTE : 10 CURRENT TAX ASSETS

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Tax Credit Receivable	2818.23	2818.23
2	TDS Receivables	27.88	17.44
	Total	2846.11	2835.67

NOTE : 11 OTHER CURRENT ASSETS

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Balance with Government Authorities	2507.79	1450.08
2	Advance to suppliers	1505.32	1107.13
3	Prepaid expenses	109.11	110.03
4	Export incentive Recoverable	406.18	373.96
	Total	4528.40	3041.20

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 12 EQUITY SHARE CAPITAL

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	AUTHORIZED SHARE CAPITAL		
	20000000 Equity Shares of ₹10/- each.	2,000.00	2,000.00
	(Previous Year 20000000 Equity Shares of ₹10/- each)		
		2,000.00	2000.00
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL		
	12341988 Equity Shares of ₹10/- each, Fully paid up (Previous year 12341988 Equity Shares of 10/- each)	1234.20	1234.20
	Total	1234.20	1234.20

12.1 The details of Shareholders holding more than 5% shares:

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
		No. of Shares (%)	No. of Shares (%)
1	Sunev Pharma Solutions Limited	2300000 (18.64%)	2300000 (18.64%)
2	Pawan Chaudhary	1187000 (9.62%)	1187000 (9.62%)
3	Manu Chaudhary	1143000 (9.26%)	1143000 (9.26%)

12.2 The reconciliation of the number of shares outstanding is set out below:

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
		No. of Shares (In Lakhs)	No. of Shares (In Lakhs)
1	Equity Shares at the beginning of the year	123.42	123.42
	Equity Shares at the end of the year	123.42	123.42

RIGHTS, PREFERENCE AND RESTRICTION ATTACHED TO SHARES

The Company has one class of equity shares having a par value of ₹10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors are subject to shareholders approval in ensuing AGM except in case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all the preferential amount in proportion to their shareholding.

NOTE : 13 OTHER EQUITY

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Securities Premium		
	As per last Balance Sheet	7560.08	7560.08
	Add: Securities Premium collected on share issue	-	-
	Total A	7560.08	7560.08

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
2	General Reserve		
	As per last Balance Sheet	21146.30	21146.30
	Total B	21146.30	21146.30
3	Retained Earnings		
	As per last Balance Sheet	6858.72	9482.61
	Add: Profit for the period	(2711.08)	(2658.27)
	Add : Reclassification of actuarial gains/ loss in respect of employee benefit scheme as other comprehensive Income	6.97	34.38
	Total C	4154.61	6858.72
	Total (a+b+c)	32860.99	35565.10

NOTE : 14 BORROWINGS

A. Secured Loans

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Term Loans (Secured by first charge on Fixed Assets & second charge on current assets of the company & personal guarantee of the promoter directors)	6086.89	8598.80
2	Long Term Maturities of Vehicle loan obligation (Secured by way of hypothecation vehicle financed)	1.47	3.33
	Total	6088.36	8602.13

14.1 Maturity Profile of Term Loans are as set below: (₹ in Lakhs)

1-2 Years	2-3 Years
2869.00	3227.00

14.2 Maturity Profile of Vehicle Loan obligation are as set below: (₹ in Lacs)

1-2 Years
1.47

14.3 Refer Note No.40

B. Unsecured Loans

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Foreign Currency Convertible Bonds	4553.89	4117.47
2	Loan from Directors	966.19	966.19
	Total	5520.07	5083.66

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 15 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Security Received	45.43	50.22
	Total	45.43	50.22

NOTE : 16 PROVISIONS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Provision For Employees Benefit		
	Provision for Gratuity	331.12	279.73
	Provision for Leave Encashment	201.30	170.02
	Total	532.42	449.75

NOTE : 17 DEFERRED TAX LIABILITY (NET)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Deferred Tax Liability	1488.22	1603.33
	Total	1488.22	1603.33

	Component of Deferred tax (Asset)/ Liabilities		
	Deferred tax (Assets)/Liabilities in relation to		
	Opening Balance as at 31.03.2018		
	-Property Plant & Equipment	1702.47	
	-Provisions	(99.14)	
	Changes Recognized in Profit & Loss account		
	-Property Plant & Equipment	1007.61	
	-Provisions	(1,122.72)	
	Closing Balance as at 31.03.2019		
	-Property Plant & Equipment	2710.08	
	-Provisions	(1,221.86)	
	Total	1,488.22	

Tax Reconciliation			
Particulars	As at 31.03.2019 (₹)	As at 31.03.2018 (₹)	
Profit before tax	(2879.91)	(2658.28)	
Applicable tax rate	19.24%	19.06%	
Computed tax expense	-	-	
Tax effect of :	-	-	
- Exempted Income	-	-	
- Expense disallowed	-	-	
Total	-	-	

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

Particulars	As at 31.03.2019 (₹)	As at 31.03.2018 (₹)
Tax adjustment related to earlier year	-	-
Current tax Provision- A	-	-
Deffered tax Provision-B	(115.11)	316.02
Profit & Loss (A+B)	(115.11)	316.02
Effective rate	4.00%	-11.89%

NOTE: 18 BORROWINGS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Working Capital Loan from Bank- Secured	10891.86	11722.69
	Secured by first charge on current assets of the company & second charge on fixed assets & further secured by personal Guarantee of Promoter Director		
	Total	10891.86	11722.69

NOTE : 19 TRADE PAYABLES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Total outstanding dues of micro enterprises and small enterprises	292.57	76.38
2	Total outstanding dues of creditors other than micro enterprises and small enterprises	3048.68	2642.31
	Total	3341.25	2718.69

NOTE: 20 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Current Maturities of Long Term debts	6,899.93	4817.98
2	Current Maturities of Vehicle Loan Obligation	1.58	1.53
3	Creditors for Capital Expenditure	48.26	48.61
4	Unclaimed Dividends	15.24	21.05
5	Creditor For Expenses	211.38	288.34
6	Employee Dues	302.43	375.65
7	Interest due but not paid	3032.22	1895.33
8	Other Payable	159.03	144.91
	Total	10670.06	7593.39

NOTE : 21 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Statutory Dues	90.83	93.95
	Total	90.83	93.95

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 22 PROVISIONS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Provision for Gratuity	39.04	56.25
2	Provision for Leave Encashment	13.47	14.46
3	Provision for MIT	399.35	61.26
	Total	451.86	131.97

NOTE : 23 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Sales of products	29579.75	35025.42
2	Income from research activities	156.71	186.02
3	Other Operating Revenue	447.70	295.76
	Total	30184.17	35507.20

23.1 Other Operating Revenue includes ₹447.70 Lacs received / receivable from Government as Export Incentives.

23.2 Effective April 1,2018, the company has adopted Ind AS115 – Revenue from Contracts with Customers, using the cumulative effect method and the comparative information is not restated. The adoption of the standard did not have any material impact on the financial statements of the Company.

NOTE : 24 OTHER INCOME

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Bank Interest	29.03	24.90
2	Rent Received	30.01	29.30
3	Net Gain on Foreign currency	373.16	46.52
4	Other Income	18.47	17.87
	Total	450.67	118.59

NOTE : 25 COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
	Opening Stock		
	- Raw Material	8546.57	8914.59
	Add : Purchases	19232.19	20204.15
	Total	27778.77	29118.74
	Less : Exceptional Items(Refer Note 32)	722.50	-
	Less : Closing Stock	8079.87	8546.57
	Total	18976.39	20572.17

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 26 CHANGE IN INVENTORIES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Opening Stock		
	- Finished Goods	2416.23	2378.75
	-Work In Progress	2564.97	2572.83
	Total (A)	4981.20	4951.58
2	Closing Stock		
	- Finished Goods	2323.41	2416.23
	- Work in progress	3282.28	2564.97
	Less : Exceptional Items(Refer Note No 32)	173.55	-
	Total (B)	5605.69	4981.20
	Change in Inventories (A-B)	(798.05)	(29.62)

NOTE : 27 EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Salaries & Wages	2770.09	2542.96
2	Contribution to Provident Fund and other funds	153.23	167.35
3	Staff Welfare Expenses	102.79	72.10
	Total	3026.11	2782.40

27.1 Reconciliation of Defined benefit Obligation

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Gratuity		
	Fair Value Of Plan Assets	-	-
	Present value of obligation	370.16	335.98
	Amount recognised in balance Sheet	370.16	335.98
2	Leave Encashment		
	Fair Value Of Plan Assets	-	-
	Present value of obligation	214.77	184.48
	Amount recognised in balance Sheet	214.77	184.48

As per IND AS-19 "Employee Benefits", the disclosures as defined in Indian Accounting Standard are given below: The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognised each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

27.2 Expenses recognised during the year

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Gratuity		
	Current Service Cost	49.87	45.66
	Interest Cost	25.20	25.53
	Net Actuarial (gain)/loss recognised in the period	-	-
	Expense recognised in the P&L Statement	75.07	71.20
2	Leave Encashment		
	Current Service Cost	78.67	61.57
	Interest Cost	13.84	13.95
	Net Actuarial (gain)/loss recognised in the period	(37.69)	(48.38)
	Expense recognised in the P&L Statement	54.82	27.13

27.3 Amount Recognised in other Comprehensive Income

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Gratuity		
	Actuarial (Gain)/Loss – Due to experience variance	(6.97)	(34.38)
	Net(Income)/Expense for the period recognized in Other Comprehensive Income	(6.97)	(34.38)
2	Leave Encashment		
	Actuarial (Gain)/Loss – Due to experience variance	-	-
	Net(Income)/Expense for the period recognized in Other Comprehensive Income	-	-
	Actuarial Assumptions		
	(Financial)		
	Discount Rate	7.5%	
	Estimated rate of increase in salary	5%	
	Rate of return on plan assets	-	
	(Demographic)		
	Mortality basis	Indian Assured Lives Mortality (2012-14) Ult.	
	Attrition	0.1	
	Disability	No explicit allowance	

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

(₹ in Lakhs)

Sensitivity Analysis			
	Change in Valuation Assumption	Gratuity – PV of liability obligations	Leave – PV of liability obligations
	Discount rate Δ (-1%)	39494271	22797281
	Discount rate Δ (0%)	37015849	21476559
	Discount rate Δ (+1%)	34802312	20288389
	Salary Esc. Rate Δ (-1%)	34743436	20254067
	Salary Esc. Rate Δ (0%)	37015849	21476559
	Salary Esc. Rate Δ (+1%)	39516563	22810149

NOTE : 28 FINANCIAL COST

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Interest Expenses	2206.12	3363.00
2	Exchange difference as an adjustment to borrowing cost	261.26	12.51
3	Other Borrowing Cost	47.24	168.74
	Total	2514.62	3544.25

28.1 The lenders of the company has approved corporate debt restructuring package of the company in financial year 2014-15. However, the company has defaulted in repayment of borrowing to lenders and failed to comply with terms of repayment approved by lenders in corporate debt restructuring package.

The company has provided interest expenses of ₹2612.41 Lakhs Upto 3rd quarter of financial year 2018-19 on all loans. However, the company has reversed the interest expenses of ₹ 834.23 Lakhs on loans for which interest is not applied by the banks in their accounts and also not provided interest of ₹299.71 Lakhs pertains to 4th Quarter of financial year 2018-19. Therefore, interest expenses of ₹1133.94 Lakhs pertaining to financial year 2018-19 has not been provided in the books.

NOTE: 29 DEPRECIATION & AMORTISED EXPENSES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Depreciation	2038.01	2015.48
2	Amortisation of Intangible Assets	1257.25	1257.25
	Total	3295.26	3272.72

NOTE : 30 OTHER EXPENSES

A. Manufacturing Expenses

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Power & Fuel	349.92	301.69
2	Consumables	143.69	74.55
3	Repair & Maintenance		
	- Building	43.69	26.10

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
	- Electrical	23.37	21.02
	- Plant & Machinery	44.94	69.31
4	Other Manufacturing Expenses	112.90	94.84
	Total	718.51	587.51

B. Administration Expenses

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Rent	1.32	1.45
2	Rates, Fee & Taxes	11.52	15.12
3	Insurance	32.29	28.74
4	Legal and Professional Expenses	42.01	34.89
5	Postage, Telex & Telegram	5.46	4.00
6	Printing & Stationery	23.70	22.75
7	Telephone Expenses	21.08	21.15
8	Traveling & Conveyance:		
	- Staff	87.59	55.39
	- Directors	13.65	31.01
	- Others	6.38	6.89
9	Running, Repair & Maintenance :		
	- Vehicles	64.13	77.91
	- Computer	12.24	5.56
	- Others	9.62	9.59
10	Auditors' Fees	6.00	6.00
11	Directors Remuneration	194.59	194.73
12	Other Administrative Expenses	67.13	243.41
13	Other Corporate Expenses	74.03	106.21
	Total	672.74	864.78

C. Selling and Distribution Expenses

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Discount / Commission	276.06	1413.60
2	Other Selling Expenses	1292.16	606.69
3	Advertisement & Sales Promotion	386.04	536.48
4	Sample Distribution	247.04	236.34
5	Incentive to Field Force	122.83	117.71
6	Traveling and conveyance Field Staff (Incl. Hotel)	369.96	399.17
	Total	2694.08	3309.99
	GRAND TOTAL	4085.33	4762.28

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

NOTE : 31 RESEARCH AND DEVELOPMENT EXPENSES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Remuneration of R & D Staff	436.71	452.16
2	R & D Expenses	187.21	164.84
3	Material used for Development of new products	214.82	184.43
4	R & D Consumables	56.66	68.93
5	IPR , Patent , Technology & Dossiers expenses	569.90	2193.49
	Total	1465.30	3063.84

NOTE : 32 EXCEPTIONAL ITEMS:

Exceptional items resulted due to contamination, expiry and obsolescence of inventory and changed regulatory requirements.

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Raw material	682.57	-
2	Packing Material	39.93	-
3	Finished Goods	173.55	-
	Total	896.06	-

33.

The financial statements were approved by the board of directors on 30th May, 2019 .

34.

The sitting fees paid to non-executive directors is ₹0.53 lacs and ₹0.552 as at March 31, 2019 and 2018, respectively.

35.EARNING PER SHARE (IND AS-33)

The calculation of Earning per share (EPS) are based on the earnings and number of shares as computed below:

(₹ in Lakhs)

Particulars	No. of shares in Lacs as on 31.03.19	No. of shares in Lacs as on 31.03.18
Profit after Tax	₹ (2711.08)	₹ (2658.28)
Weighted average number of shares in calculating the basic EPS	12.34	12.34
Weighted average number of shares in calculating Diluted EPS	12.34	12.34
Earning per share (Face value ₹10 /each)		
Earning per share Basic in ₹	(21.97)	(21.54)
Earning per share Diluted in ₹	(21.97)	(21.54)

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

36. Fair value of cash and current deposits, trade and other current receivable, trade payable, other current liabilities, current loans from banks and other institution approximate their carrying amount due to current maturities of these instruments.

37. As per the provisions of FCCB agreement, the FCCB was to be converted into equity shares by 01-02-2015. However, the bond holder have not exercise their option to convert the bonds into equity shares. Therefore, the company has made t h e provision of interest amount in the books of accounts.

38. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Amount due to vendor	311.16	76.38
Interest due and payable for the year	2.55	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	2.55	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

39. Section 135 of the Companies Act, 2013, is not applicable for the company during the financial year 2018-19 as the profit of last three financial year calculated as per section 198 of the companies act was less than ₹5 crores .

40. Exceptional item stated in the statement which resulted due to contamination, expiry and obsoleting of inventory and changed regulatory guidelines.

Detail are as follows:

Particulars	Current Year (₹ in Lakhs)
Raw Material	682.57
Packing Material	39.93
Finished Goods	173.55

41. The Company has defaulted in the repayment of loans or borrowings to banks which were persisting as on 31 March, 2019 are as under.

Name of the Bank	Period of Default*			TOTAL	Interest**
	0-1	1-2	2-3		
Amount of default as at the balance sheet date*					
ANADHRA BANK	-	-	-	-	0.15
COPORATION BANK	255.20	208.42	125.36	588.98	316.19
DENA BANK	-	12.48	217.86	230.34	-
EXIM BANK	51.85	571.15	665.50	1288.50	1113.26
IDBI	315.42	564.57	631.51	1511.5	1361.60
SBI	-	4.91	541.60	546.51	11.14
Working Capital (IDBI)	-	-	-	-	84.42

*Based on Corporate debt restructuring approved by bank.

** Period of default is unascertainable.

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

42. PAYMENTS TO AUDITORS :

(₹ in Lakhs)

Sr. No	Particulars	Current Year	Previous Year
1	Statutory Audit Fees (Including Limited Review Fees)	5.00	5.00
2	Tax Audit Fees	1.00	1.00
	Total	6.00	6.00

43. RELATED PARTY DISCLOSURES:

As per IND AS- 24, the disclosures of transactions with related parties during the year are given below.

Names of related parties and description of relationship:

1.	Wholly Owned Subsidiary	Venus Pharma GmbH
2.	Entity in which Director is interested	Sunev Pharma Solutions Limited Spine Software Systems Pvt Limited
3.	Director's Relative	Saransh Chaudhary Mr. Pawan Chaudhary Mrs. Manu Chaudhary
4.	Key Management Personnel	Mr. Peeyush Jain Mr. Ashutosh Jain Mrs. Neha Kodan

(₹ in Lakhs)

Nature Of Transaction	Transaction during the Year			Outstanding Balance		
	Subsidiaries	Entity in which Director is interested	Key managerial Personnel	As on 31-03-2019	Payable – P Receivable - R	As on 31-03- 2018
Revenue of operation	6405.97 (4275.92)	-	-	76.03**	R	115.63-R
Rent Received	-	30.34 (29.36)	-	16.037	R	35.44-R
Purchases and Others	225.26 (132.65)	- (24.94)	-	-	-	-
IT Services	-	24.77 (200.77)	-	-	-	14.36-P
Purchase of Software	-	223.28 -	-	-	-	-
Remuneration to Directors /KMP	-	-	194.06 (201.09)	11.78	P	9.05-P
Advance Given for purchase of goods.	-	107.60	-	123.73	-	-
Salary	-	36 (36)	-	1.31	P	2.40-P
Advance for in Licensing for Technology	-	-	-	3234.77	R	3234.77

* Previous year figures have been shown in bracket

** Includes exchange fluctuation effect.

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

44. FINANCIAL RISK MANAGEMENT:

The Company has exposure to the following risks arising from financial instruments:

- i. **Credit risk:** Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Company is exposed to credit risk arising from trade receivables. All financial assets are initially considered performing and evaluated periodically for expected credit loss. A default on a financial asset is when there is a significant increase in the credit risk which is evaluated based on the business environment. The assets are written off when the Company is certain about the non-recovery.
- a) a. Trade receivables - The Company has an established credit policy and a credit review mechanism. The concentration of credit risk arising from trade receivables is limited due to large customer base. Management believes that the unimpaired amounts that are past due are collectible in full, based on historical payment behaviour and analysis of customer credit risk.
- b) Financial instruments and cash deposits – Company periodically reviews the credit risk arising from balances / deposits with banks, other financial assets and current investments, if any, and manage the same accordingly.
- ii. **Liquidity risk:** Liquidity risk is the risk that the Company may encounter difficulty in meeting its obligations.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

Current Financial Liabilities	31.03.2019		31.03.2018	
	Carrying Amount	Less than 1 year	Carrying Amount	Less than 1 year
Borrowings	10891.86	10891.86	11722.69	11722.69
Trade Payables	3341.25	3341.25	2718.69	2718.69
Other Financial Liabilities	10670.06	10670.06	7593.39	7593.39

iii. Market risk:

Market risk is the risk that the fair value of the future cash flows will fluctuate because of changes in the market prices such as currency risk, interest rates risk and commodity price risk.

- a) Currency risk - The company's operates outside Indian territory also and there is foreign exchange risk to the Company.
- b) Interest rate risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate risk can also impact the provision for retiral benefits. The Company generally utilises fixed rate borrowings and therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of change in the market interest rates. The Company is not exposed to significant interest rate risk as at the respective reporting dates.
- c) Commodity risk - The Company has no such risk.

45. The company has paid a sum of ₹3234.77 Lakhs to inventor for acquiring rights, title and interest in and to the invention and the patent applications in previous financial years. These invented products are already in the market since 5 years and the company has exclusive worldwide marketing rights for these products in terms of agreement entered with inventor. Now, the patent has been granted to inventor in financial year 2018-19. The company will recognised these Patent IPR technologies based on valuation done by registered valuer in the year when patent will transfer in the name of the company in terms of agreement entered in previous financials years and latest understanding between inventor and the company.

NOTES ON STANDALONE FINANCIAL STATEMENT

AS AT 31ST MARCH 2019

46. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	Current Year	Previous Year
Contingent Liabilities		
a) Letter of Credit / Bank Guarantees – Inland	179.49	146.70
b) Bank Guarantees foreign	26.06	13.64
c) Letter of credit – Foreign	30.84	-
d) Tax demand pending in appeal	16.34	16.34

47. The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

48. The company operates only in one business segment viz “Pharmaceutical Formulation” and is engaged in manufacturing and trading of medicines

In terms of our annexed report of even date

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants

FRN No. 002304 N

(Mukesh Dadhich)

Partner

M. No. 511741

Place : PANCHKULA

Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director

DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director

DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

VENUS PHARMA GMBH GERMANY

Sr. No.	Particulars	31.03.2019		31.03.2018	
		Euro in lacs	₹ in lacs	Euro in lacs	₹ in lacs
1	Share capital	0.25	19.43	0.25	20.16
2	Reserves & surplus	(23.29)	(1,809.82)	(21.37)	(1,722.98)
3	Total assets	53.93	4190.14	44.64	3598.73
4	Total Liabilities	53.93	4190.14	44.64	3598.73
5	Turnover	111.34	8814.09	81.82	6130.82
6	Profit before taxation	(1.92)	(146.39)	(5.41)	(410.91)
7	Provision for taxation	NIL	NIL	NIL	NIL
8	Profit after taxation	(1.92)	(146.39)	(5.41)	(410.91)
9	Proposed Dividend	NIL	NIL	NIL	NIL

INDEPENDENT AUDITORS' REPORT

To the Members of

VENUS REMEDIES LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

QUALIFIED OPINION

We have audited the accompanying consolidated Ind AS Financial Statements of **VENUS REMEDIES LIMITED** (hereinafter referred to as "the holding Company") and its subsidiary listed in Annexure I (the holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor, referred to in the Other Matters paragraph below, except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph below, the aforesaid consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

BASIS FOR QUALIFIED OPINION

- (a) The capital work in progress consist of new office building under construction. The carrying amount of which as on 31st March, 2019 is ₹6476.42 Lakhs.

The construction work on the building is stopped in previous years. The holding company intends to complete the building in the future years and use it for their marketing office and training centre. The holding company expects to complete

this building and accordingly no impairment study was carried out by the holding company.

In light of above, the consequential impact of impairment loss, if any, on the Consolidated Ind AS Financial Statements is currently not ascertainable.

(Refer Note no.1 to consolidated Ind AS Financial Statements)

- (b) The lenders of the holding company has approved corporate debt restructuring package of the holding company in financial year 2014-15. However, the holding company has defaulted in repayment of borrowing to lenders and was unable to comply with terms of repayment approved by lenders in corporate debt restructuring package.

The holding company has provided interest expenses of ₹2612.41 Lakhs upto 3rd quarter of financial year 2018-19 on all loans. However, the holding company has reversed the interest expenses of ₹834.23 Lakhs on loans for which interest is not applied by the banks in their accounts and also not provided interest of ₹299.71 Lakhs pertaining to 4th Quarter of financial year 2018-19 for such loans. As a result, interest expenses of ₹1133.94 Lakhs pertaining to financial year 2018-19 has not been provided in the books.

(Refer Note no. 27 to consolidated Ind AS Financial Statements)

We further report that, without considering items mentioned at paragraphs (a) above, the effects of which could not be determined, had the qualification made by us in paragraph (b) above been considered during the year ended 31 March, 2019, finance costs would have been ₹3674.45 Lakhs (as against the reported figure of ₹2540.51 Lakhs), the loss for the year would have been ₹3991.41 Lakhs (as against the reported loss of ₹2857.47 Lakhs), other equity in the balance sheet as on 31st March, 2019 would have been ₹30884.29 Lakhs (as against the reported figure of ₹32018.23 Lakhs) and other financial liabilities (current) as on 31 March, 2019 would have been ₹12062.35 Lakhs (as against the reported figure of ₹10928.41 Lakhs).

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI'), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

KEY AUDIT MATTERS

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

OTHER MATTERS

- a) The consolidated Ind AS Financial Statements of Group for the year ended 31st March, 2018, were audited by another auditor who expressed an unmodified opinion on those consolidated Ind AS Financial Statements on 28th May, 2018.
- b) We did not audit the Ind AS financial statements / financial information of a subsidiary whose financial statements / financial information reflect total assets of ₹4190.14 Lakhs as at 31st March, 2019, total revenues of ₹8814.09 Lakhs and net cash flows amounting to ₹118.73 Lakhs for the year ended on that date, as considered in the consolidated financial statements.

These Ind AS financial statements / financial information have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion is not modified in respect of above matters.

INFORMATION OTHER THAN THE CONSOLIDATED IND AS IND AS FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the Ind AS Financial Statements and our auditors' report thereon.

Our opinion on the consolidated Ind AS Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entity included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS Financial Statements that give a true

and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS Financial Statements by the Directors of the holding Company, as aforesaid.

In preparing the consolidated Ind AS Financial Statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate

in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated Ind AS Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS Financial Statements, including the disclosures, and whether the consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated Ind AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us and by the other auditor in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated Ind AS financial statements.

We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS Financial Statements.
- b) Except for the effects of the matter described in the "Basis for Qualified opinion" paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS Financial Statements.
- d) Except for the effects of the matter described in the "Basis for Qualified opinion" paragraph above, in our opinion, the aforesaid consolidated Ind AS Financial

Statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors of the holding Company, as on 31 March 2019 and taken on record by the Board of Directors of holding company, none of the directors of the holding company is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to Ind AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure A.
 - g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the 'Basis for Qualified Opinion' paragraph above.
2. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated Ind AS Financial Statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group. Refer Note 40 to the consolidated Ind AS Financial Statements.
 - ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the holding Company during the year ended 31 March 2019.
 - iv. The disclosures in the consolidated Ind AS Financial Statements regarding holdings as well as dealing in specified banks notes during the period from 8 November 2016 to 30 November 2016 have not been made in the consolidated Ind AS Financial Statements since they do not pertain to the financial year ended 31 March 2019.
3. With respect to the matter to be included in the Auditors' report under Section 197(16):

In our opinion and according to the information and explanations given to us, the holding company has paid/provided managerial remuneration of ₹194.05 Lakhs during the year ended 31st March, 2019 for which the holding company has filed applications to seek the approval from Central Government under section 197 of the Companies Act, 2013.

The central government has communicated that the application made to it shall abate considering the Companies (Amendment) Act, 2017 and closed the applications. The central government also clarified that the onus of compliance with provisions of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017 lies with the holding company.

The holding Company is yet to take steps to comply the provisions and the said managerial remuneration so paid/provided is subject to the approvals to be obtained in accordance with the provisions of section 197 of the

Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017 till date. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Mukesh Dadhich
Partner
M.No. 511741

Date: 30th May, 2019
Place: Panchkula

ANNEXURE I:

List of subsidiary consolidated as at 31 March 2019

1. Venus Pharma Gmbh

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated Ind AS Financial Statements of **VENUS REMEDIES LIMITED** ("the Holding Company") as of 31 March 2019, we have audited the internal financial controls with reference to the Ind AS Financial Statements of the Holding Company.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Holding company, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Ind AS Financial Statements criteria established by the Holding company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective entity's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated Ind AS Financial Statements of the Holding Company, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan

and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS Financial Statements included obtaining an understanding of internal financial controls with reference to consolidated Ind AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control system with reference to consolidated Ind AS Financial Statements of the Holding Company.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated Ind AS Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated Ind AS Financial Statements in accordance with generally accepted accounting principles, and

that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated Ind AS Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED IND AS FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated Ind AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated Ind AS Financial Statements to future periods are subject to the risk that the internal financial control with reference to consolidated Ind AS Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Holding Company have, in all material respects, an adequate internal financial controls system with reference to consolidated Ind AS Financial Statements and such internal financial controls with reference to consolidated Ind AS Financial Statements were operating effectively as at 31 March 2019, based on the internal control with reference to consolidated Ind AS Financial Statements criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Mukesh Dadhich
Partner
M.No. 511741

Date: 30th May, 2019
Place: Panchkula

CONSOLIDATED BALANCE SHEET

AS AT 31ST March, 2019

(₹ in Lakhs)

Particulars	Note No.	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	1	19643.93	20857.20
(b) Capital Work In Progress	1	6476.42	6476.42
(c) Intangible Assets	1	16801.04	18063.18
(II) Other Non Current Financial Assets	2	188.45	76.31
(e) Other non - current assets	3	3629.37	3576.56
Total Non- Current Assets		46739.21	49049.67
(2) Current Assets			
(a) Inventories	4	14272.54	13817.40
(b) Financial Assets			
(I) Trade Receivables	5	3804.11	4727.27
(ii) Cash and Cash Equivalents	6	203.31	53.37
(iii) Bank balances other than (ii) above	7	77.72	344.90
(iv) Other Financial Assets	8	556.55	1029.62
(C) Current Tax Assets	9	2846.11	2835.67
(D) Other Current Assets	10	4783.04	3218.28
Total Current Assets		26543.37	26026.51
Total Assets		73282.58	75076.18
EQUITY AND LIABILITY			
Equity			
(a) Equity Share Capital	11	1234.20	1234.20
(b) Other Equity	12	32018.23	34956.72
Total Equity		33252.43	36190.92
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(I) Borrowings	13	11601.80	13743.88
(ii) Other Financial Liabilities	14	45.43	50.22
(b) Provisions	15	532.42	449.75
(c) Deferred Tax Liabilities (Net)	16	1488.22	1603.33
Total Non- Current Liabilities		13667.86	15847.18
(2) Current Liabilities			
(I) Borrowings	17	11280.37	12125.80
(ii) Trade Payables	18		
(a) Total outstanding dues of micro enterprises and small enterprises		292.57	76.38
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		3307.70	2856.93
(iii) Other Financial Liabilities	19	10928.41	7741.04
(b) Other Current Liabilities	20	101.38	105.97
(c) Provisions	21	451.86	131.97
Total Current Liabilities		26362.29	23038.08
Total Equity & Liability		73282.58	75076.19

Significant Accounting Policies and Notes on Accounts 1 to 45

Notes and Significant Accounting Policies referred to above and annexed there to form an integral part of Balance Sheet. This is the Balance Sheet referred to in our Report of even date.

FOR **VINOD KUMAR & ASSOCIATES**
Chartered Accountants
FRN No.002304 N

For and on behalf of the Board of Directors

(Mukesh Dadhich)
Partner
M. No. 511741

(Peeyush Jain)
Deputy Managing Director
DIN: 00440361

(Pawan Chaudhary)
Chairman cum Managing Director
DIN: 00435503

Place : PANCHKULA
Date : 30.05.2019

(Neha Kodan)
Company Secretary

(Ajeet Kapoor)
CGM Accounts

CONSOLIDATED STATEMENT OF PROFIT & LOSS

FOR THE PERIOD ENDED ON 31ST MARCH, 2019

(₹ in Lakhs)

Sr. No	Particulars	Note No.	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
I	Revenue from operations	22	32189.29	37241.42
II	Other Income	23	609.41	225.47
III	Total Revenue (I +II)		32798.70	37466.89
IV	Expenses:			
	Cost of materials consumed	24	18967.39	20483.91
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	(771.90)	24.03
	Employee Benefit Expenses	26	4210.21	3930.94
	Finance Costs	27	2540.51	3542.65
	Depreciation and Amortization Expenses	28	3398.00	3383.27
	Selling, Manufacturing & Administration	29	5065.73	5791.41
	Research & Development Expenses	30	1465.30	3063.85
	Total Expenses (IV)		34875.23	40220.05
V	Profit before exceptional items and Taxes	(III - IV)	(2076.53)	(2753.16)
VI	Exceptional Items	31	896.06	-
VII	Profit before Taxes		(2972.58)	(2753.16)
	Income Tax expense:		-	-
	(1) Current tax		-	-
	(2) Deferred tax		(115)	316.02
	(3) Mat Credit		-	-
VIII	Net Profit/(Loss) for the period		(2857.47)	(3069.18)
IX	Other Comprehensive Income			
	(I) Items that will not be classified to Profit & loss accounts net of Income tax		6.97	34.38
	(I) Items that will be classified to Profit & loss accounts net of Income tax		-	-
	Total Comprehensive income for the period		(2850.50)	(3034.80)
X	Earning per equity share:			
	(1) Basic		(23.15)	(24.87)
	(2) Diluted		(23.15)	(24.87)

Notes and Significant Accounting Policies referred to above and annexed there to form an Integral part of Statement of Profit & Loss . This is the Statement of Profit & Loss referred to in our Report of even date.

FOR **VINOD KUMAR & ASSOCIATES**
Chartered Accountants
FRN No. 002304 N

For and on behalf of the Board of Directors

(Mukesh Dadhich)
Partner
M. No. 511741

(Peeyush Jain)
Deputy Managing Director
DIN: 00440361

(Pawan Chaudhary)
Chairman cum Managing Director
DIN: 00435503

Place : PANCHKULA
Date : 30.05.2019

(Neha Kodan)
Company Secretary

(Ajeet Kapoor)
CGM Accounts

CONSOLIDATED STATEMENT OF CASH FLOW

FOR THE PERIOD ENDED ON 31st March, 2019

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
A)	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before tax & extraordinary items	(2,972.58)	(2,753.16)
	Adjustment for Depreciation	3398.00	3383.27
	Interest Expense	2232.00	3382.53
	Increase in long term provision for gratuity and leave encashment	89.63	20.50
	Adjustment of excess MAT Transferred to General Reserve	294.70	-
	Operating activity	175.15	(123.98)
	Exchange Fluctuation	(92.90)	(13.39)
	Interest Received	(24.16)	(24.90)
	Operating Profit before working capital changes	3099.83	3870.87
	Adjustments for increase /decrease in Current Assets	(1,680.26)	(161.95)
	Decrease / Increase in Current Liabilities/ Provisions	3113.13	(590.22)
	Net Cash Flow from operating activities (A)	4532.71	3118.70
B)	CASH FLOW FROM INVESTING ACTIVITIES		
	Capitalization of Expenses(NET)	(992.44)	(1,327.31)
	Increase/ Decrease in Capital work in progress	-	148.85
	Interest Received	24.16	24.90
	Proceeds from loans and advances	(164.95)	5.44
	Net Cash Flow from Investing Activities (B)	(1,133.23)	(1,148.12)
C)	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from term Loans	(449.09)	(851.63)
	Proceeds from Short term Borrowing(Net)	(830.83)	152.99
	Interest Expense	(2,232.00)	(3,224.16)
	Dividend Paid		
	Net Cash from Financing Activities (C)	(3,516.71)	(3,922.80)
	Net Increase in Cash & Cash Equivalents (A+B+C)	(117.24)	(1,952.22)
	Cash & Cash Equivalents as at 31.03.2018	398.26	-
	Cash & Cash Equivalents as at 31.03.2019	281.03	-

AUDITOR'S REPORT

As per our separate report of even date

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants

FRN No. 002304 N

(Mukesh Dadhich)

Partner

M. No. 511741

Place : PANCHKULA

Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director

DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director

DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

CONSOLIDATED CHANGES IN EQUITY

FOR THE PERIOD ENDED ON 31ST MARCH, 2019

(₹ in Lakhs)

Sr. No	Particulars	31.03.2019		31.03.2018	
		No. Of Shares	₹ In Lakhs	No. Of Shares	₹ In Lakhs
A	Equity Share Capital (Refer Note. 11)				
	Balance at the beginning of the reporting period	12341988	1234.20	12341988	1234.20
	Changes in equity share capital during the year			-	-
	Balance at the end of the reporting period	12341988	1234.20	12341988	1234.20

B Other Equity (Refer Note. 12)

Particulars	RESERVE AND SURPLUS			OTHER COMPREHENSIVE INCOME	TOTAL OTHER EQUITY
	Securities Premium	General Reserve	Retained Earning	Remeasurement of Net Dues Benefit	
Balance at 01.04.2018	7560.08	21146.30	5198.91	37.32	33942.61
Profit for the Year		926.12	(2857.47)		(1931.36)
Securities premium collected on share issue					
Movement in other comprehensive income				6.97	6.97
Movement in retained earnings			44.29	(44.29)	-
Balance at 31.03.2019	7560.08	22072.42	2385.73	0.00	32018.23

Nature and purpose Of each reserve

- Securities Premium- The amount received in excess of the face value of equity is recognized in securities premium These will be utilized in accordance with the provision of the Companies act 2013
- General Reserve- The reserve arises on transfer portion of the net profit pursuant of the earlier of the Companies act 1956. Mandatory transfer to general reserve is not required under the Companies act 2013
- Retained Earnings- Retained earning is the accumulated amount of profit or loss earned by the company till date.

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants

FRN No. 002304 N

(Mukesh Dadhich)

Partner

M. No. 511741

Place : PANCHKULA

Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director

DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director

DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

SIGNIFICANT ACCOUNTING POLICIES TO THE CONSOLIDATED FINANCIAL STATEMENTS

AS ON 31ST MARCH, 2019

1. CORPORATE INFORMATION

Venus Remedies Limited together with its wholly owned subsidiary "Venus Pharma GMBH" (collectively called 'The group') is engaged in manufacture of pharmaceutical products. The Venus Remedies Limited (the 'Company') is a public limited Company with registered office situated at India and is listed on the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India (NSE) and Venus Pharma GMBH with registered office situated in Germany.

2. SIGNIFICANT ACCOUNTING POLICIES:

A. Statement of Compliance:

The Consolidated financial statements of 'The group' have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (hereinafter referred to as the Ind As as notified under section 133 of the Companies Act 2013 (the Act read with rule 4 of the Companies (Indian Accounting Standards) Rules 2015 as amended and other relevant provisions of the Act and accounting principles generally accepted in India.

B. Basis of consolidation:

- a) The financial statements of 'The group' are combined on a line-by-line basis, intra group transactions, balances & any unrealized gains arising from intra-group transactions are eliminated in accordance with IND AS 110, "Consolidated Financial Statements".
- b) In case of foreign subsidiary, being non-integral foreign operations, revenue items are consolidated at average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year.

- c) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- d) The difference between the proceeds from disposal of investment in a subsidiary and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated statement of Profit and loss account as the profit or loss on disposal of investment in subsidiary.
- b) The Company accounts for its share in the change in the net assets of the associates, post acquisition, after eliminating unrealized profits and losses resulting from transactions between the Company and its associated to the extent of its share, through its profit and loss account to the extent such change is attributable to the associated' profit and loss account and through its reserves for the balance, based on available information.
- c) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

3. OTHER SIGNIFICANT ACCOUNTING POLICIES:

These are set out under "Significant Accounting Policies" as given in the Standalone Financial Statements of Venus Remedies Limited.

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 1 PROPERTY, PLANT & EQUIPMENTS (PARENT COMPANY)

(₹ in Lakhs)

Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deletion during the year	Value at the end	WDV as on 31.03.2019	WDV as on 31.03.2018
I	Tangible Assets										
1	Land	922.94	-	-	922.94	-	-	-	-	922.94	922.94
2	Building	5231.22	0.57	-	5231.79	1543.96	181.29	-	1725.25	3506.54	3687.26
3	Building for R & D	1302.70	-	-	1302.70	465.70	44.69	-	510.39	792.31	837.00
4	Plant & Machinery	9514.75	348.96	61.52	9802.20	3752.29	514.65	35.28	4231.66	5570.54	5762.46
5	R & D Pilot Plant	1542.15	41.68	-	1583.82	451.07	82.66	-	533.73	1050.10	1091.08
6	R & D Equipment	5489.39	181.86	-	5671.25	2273.40	410.09	-	2683.49	2987.76	3215.99
7	Computer, I.T and Communication Equipment	2952.40	275.33	-	3227.73	2566.95	187.94	-	2754.89	472.84	385.46
8	D G Set	215.47	0.37	-	215.85	187.24	13.16	-	200.40	15.44	28.24
9	Electrical Installation	1025.74	19.54	-	1045.28	671.53	93.35	-	764.88	280.40	354.21
10	Furniture & Fixture	768.43	0.39	172.38	596.44	517.52	60.47	172.38	405.62	190.83	250.91
11	Lab Equipment	3097.69	123.42	102.32	3118.79	1517.79	315.17	100.30	1732.65	1386.13	1579.90
12	Office Equipment/ Security Equipment	582.10	7.91	-	590.00	468.32	44.69	-	513.01	76.99	113.78
13	Pollution Control	632.87	-	-	632.87	201.25	36.97	-	238.21	394.66	431.63
14	Vehicles	463.89	4.96	153.21	315.64	463.89	0.23	160.11	304.01	11.63	-
15	Other Fixed Assets	726.26	10.44	20.64	716.06	324.77	52.64	17.89	359.52	356.53	401.49
	TOTAL	34468.00	1015.43	510.06	34973.36	15405.66	2038.01	485.95	16957.73	18015.64	19062.34
	(PREVIOUS YEAR)	33145.20	1327.31	4.51	34468.00	13394.69	2015.48	4.51	15405.66	19062.34	19750.50

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 1 PROPERTY, PLANT & EQUIPMENTS (PARENT COMPANY)

(₹ in Lakhs)

Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Dep. Of Asset w/o till 31.03.2019	Value at the end	WDV as on 31.03.2019	WDV as on 31.03.2018
II	Capital Work-in-progress										
1	Building Under Construction	6476.42								6476.42	6476.42
	TOTAL	6476.42								6476.42	6476.42
	(PREVIOUS YEAR)	6625.27								6476.42	6625.27
III	Intangible Assets										
1	Patent IPR Technologies	21822.86	0.00	-	21822.86	9704.55	808.77	-	10513.32	11309.54	12118.31
2	Product & Process Development	10609.70	-	-	10609.70	4797.62	448.47	-	5246.09	5363.61	5812.08
	TOTAL	32432.56	0.00	-	32432.56	14502.16	1257.25	-	15759.41	16673.15	17930.40
	(PREVIOUS YEAR)	32432.56	-	-	32432.56	13244.92	1257.25	-	14502.16	17930.40	19187.64

The capital work in progress consist of new office building under construction. The carrying amount of which as on 31st March, 2019 is ₹6476.42 The construction work on the building is stopped in previous years. The company intends to complete the building in the future years and use it for their corporate office and market centre. The company expects to complete this building and accordingly no impairment study was carried out by the company.

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 1 PROPERTY, PLANT & EQUIPMENTS (SUBSIDIARY COMPANY)

(₹ in Lakhs)

Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2019	WDV as on 31.03.2018
I	Tangible										
1	Land	217.46			217.46	-	-		-	217.46	225.63
2	Building	2,062.21			2,062.21	763.01	61.87		824.88	1,237.33	1,348.01
3	Building Premises	43.82			43.82	43.82	-		43.82	0.00	0.00
4	Out Door Facilities	201.65			201.65	88.95	13.44		102.39	99.26	116.94
5	Plant & Machinery	171.72			171.72	162.66	8.83		171.49	0.23	9.40
6	Plant & Equipment – I	12.83		1.21	11.62	11.73	0.77	1.21	11.29	0.33	1.32
7	Plant & Equipment – II	68.53			68.53	31.00	6.60		37.61	30.92	38.93
8	Plant & Equipment – III	3.15			3.15	1.60	0.42		2.01	1.14	1.61
9	Plant & Equipment – IV	40.97		1.39	39.57	17.19	3.89	1.39	19.68	19.90	24.40
10	Plant & Equipment – V	7.64			7.64	6.79	0.31		7.10	0.54	0.89
11	Plant & Equipment – VI	13.85			13.85	6.43	1.93		8.36	5.49	7.70
12	Plant & Equipment – VII	14.76			14.76	2.81	1.05		3.87	10.90	12.40
13	Warehouse Equipment – I	0.72			0.72	0.72	-		0.72	0.00	0.00
14	Warehouse Equipment – II	18.25			18.25	13.96	1.22		15.18	3.07	4.45
15	Computer	2.80		2.49	0.31	2.80	-	2.49	0.31	0.00	0.00
16	Computer	0.15			0.15	0.15	-		0.15	0.00	0.00
17	Miscellaneous Fixed Assets	11.17	1.13		12.30	9.86	0.71		10.58	1.72	0.67
18	Office Equipment / F & F	9.01			9.01	9.01	-		9.01	0.00	0.00
19	CAR	6.99		6.99	-	6.99	-	6.99	-	0.00	0.81
20	Vehicle	12.21			12.21	10.58	1.63		12.21	0.00	1.69
	SUB TOTAL (A)	2919.89	1.13	12.09	2908.94	1,190.06	102.67	-	1,280.64	1628.29	1794.86
II	Intangibles										
1	Intellectual Property Rights	386.77			386.77	258.81	0.07		258.88	127.89	132.77
	SUB TOTAL (B)	386.77	-	-	386.77	258.81	0.07	12.09	258.88	127.89	132.77

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 2 OTHER NON CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Security Deposit	188.45	76.31
	Total	188.45	76.31

NOTE : 3 OTHER NON CURRENT ASSETS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Advances For Capital Goods	394.60	341.79
2	Advance for In Licensing of Technology	3,234.77	3234.77
	Total	3629.37	3576.56

NOTE: 4 INVENTORIES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Raw Material	8,079.87	8546.57
2	Work-in-Progress	3,282.28	2564.97
3	Finished Goods	2,338.18	2461.94
4	Consumables	8.79	8.62
5	Goods-in-transit		
	a) Raw Material	380.63	35.72
	b) Packing Material	18.72	25.53
	c) Finished Goods	164.06	174.04
	Total	14272.54	13817.40

4.1 Inventory is hypothecated to Bank for working capital facility

NOTE: 5 TRADE RECEIVABLES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Trade receivable Considered good – Unsecured	3,804.11	4727.07
2	Trade receivable Considered doubtful – Unsecured	294.70	-
	Less: Provision for Trade Receivable	294.70	-
	Total	-	-
	Total (1+2)	3804.11	4727.07

5.1 Trade Receivable is hypothecated to Bank for working capital facility

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 6 CASH & CASH EQUIVALENT

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Balances with Banks		
	In current Accounts	198.50	41.17
2	Cash Balance	2.70	10.77
3	Foreign Exchange in Hand	2.11	1.43
	Total	203.31	53.37

NOTE : 7 OTHER BANK BALANCES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Fixed Deposits		
	Fixed Deposit being Margin Money	62.48	323.85
2	Bank Balance		
	Unclaimed Dividend	15.24	21.05
	Total	77.72	344.90

7.1 In fixed deposit Accounts with original maturity less than 3 months amounting to ₹35.73 Lacs

7.2 Fixed Deposits of ₹62.48 (Previous year ₹323.85) is held with bank as margin money for Bank guarantees/Letter of Credit

NOTE : 8 OTHER FINANCIAL ASSETS

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Advance to Staff	4.35	1.77
2	Other Loans & Advances	552.20	1027.85
	Total	556.55	1029.62

NOTE : 9 CURRENT TAX ASSETS

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Tax Credit Receivable	2,818.23	2818.23
2	TDS Receivables	27.88	17.44
	Total	2846.11	2835.67

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 10 OTHER CURRENT ASSETS

(Unsecured , Considered Good)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Balance with Government Authorities	2,762.42	1627.16
2	Advance to suppliers	1,505.32	1107.13
3	Prepaid expenses	109.11	110.03
4	Export Incentive Recoverable	406.18	373.96
	Total	4783.04	3218.28

NOTE : 11 EQUITY SHARE CAPITAL

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	AUTHORIZED SHARE CAPITAL		
	20000000 Equity Shares of ₹10/- each.	2,000.00	2,000.00
	(Previous Year 20000000 Equity Shares of ₹10/- each)		
		2,000.00	2000.00
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL		
	12341988 Equity Shares of ₹10/- each, Fully paid up (Previous year 12341988 Equity Shares of ₹10/- each)	1,234.20	1234.20
	Total	1234.20	1234.20

11.1 The details of Shareholders holding more than 5% shares:

(₹ in Lakhs)

Sr. No	Name Of Shareholders	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
		No. of Shares (%)	No. of Shares (%)
1	Sunev Pharma Solutions Limited	2300000 (18.64%)	2300000 (18.64%)
2	Pawan Chaudhary	1187000 (9.62%)	1187000 (9.62%)
3	Manu Chaudhary	1143000 (9.26%)	1143000 (9.26%)

11.2 The reconciliation of the number of shares outstanding is set out below:

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
			No. of Shares
1	Equity Shares at the beginning of the year	12341988	12341988
2	Add: Shares issued during the year		-
	Equity Shares at the end of the year	12341988	12341988

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

RIGHTS, PREFERENCE AND RESTRICTION ATTACHED TO SHARES

The Company has one class of equity shares having a par value of ₹10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors are subject to shareholders approval in ensuing AGM except in case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all the preferential amount in proportion to their shareholding.

NOTE : 12 OTHER EQUITY

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Securities Premium		
		7,560.08	7560.08
	Total A	7560.08	7560.08
2	General Reserve		
	As per last Balance Sheet	21,146.30	21146.30
	Add : Addition during the year	-	0.00
	Less : Assets W/off	-	0.00
	Total B	21146.30	21146.30
3	Foreign Exchange Translation Reserve		
	As per Last Balance Sheet	1,014.11	655.29
	Add: During the year		
	Total (1+2)	(87.99)	358.82
	Total	926.12	1014.11
3	Includes Due from Related party		
		5,236.23	8271.03
	Add: Profit for the period	(2,857.47)	(3069.18)
	- Taxes on Dividend	-	-
	Add : Reclassification of actuarial gains/ loss in respect of employee benefit scheme as other comprehensive Income	6.97	34.38
	Total C	2385.73	5236.23
	Total (a+b+c)	32018.23	34956.73

NATURE AND PURPOSE OF EACH RESERVE

Securities Premium- The amount received in excess of the face value of equity is recognized in securities premium These will be utilized in accordance with the provision of the Companies act 2013

General Reserve- The reserve arises on transfer portion of the net profit pursuant of the earlier of the Companies act 1956. Mandatory transfer to general reserve is not required under the Companies act 2013

Retained Earnings- Retained earning is the accumulated amount of profit or loss earned by the company till date

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 13 BORROWINGS

A. Secured Loans

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Term Loans (Secured by first charge on Fixed Assets & second charge on current assets of the company & personal guarantee of the directors)	6,127.65	8656.89
2	Long Term Maturities of Vehicle loan obligation (Secured by way of hypothecation vehicle financed)	1.47	3.33
	Total	6129.12	8660.22

13.1 Maturity Profile of Term Loans are as set below: (₹ in Lakhs)

1-2 Years 2-3 Years

2884.78 3243.46

1	Term Loans (Secured by first charge on Fixed Assets & second charge on current assets of the company & personal guarantee of the directors)	881.74	8656.89
2	Long Term Maturities of Vehicle loan obligation (Secured by way of hypothecation vehicle financed)	1.47	3.33

1-2 Years

1.47

B. Unsecured Loans

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Foreign Currency Convertible Bonds	4,553.89	4117.47
2	Loan from Directors	918.79	966.19
	Total	5472.67	5083.66
	Total (A + B)	11601.80	13743.88

NOTE : 14 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Security Received	45.43	50.22
	Total	45.43	50.22

NOTE : 15 PROVISIONS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Provision For Employees Benefit		
	Provision for Gratuity	331.12	279.73
	Provision for Leave Encashment	201.30	170.02
	Total	532.42	449.75

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 16 DEFERRED TAX LIABILITY (NET)

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Deferred Tax Liability	1,488.22	1603.33
	Total	1488.22	1603.33

NOTE : 17 BORROWINGS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Working Capital Loan from Bank- Secured	11,280.37	12125.80
	Secured by first charge on current assets of the company & second charge on fixed assets & further secured by personal Guarantee of Directors.		
	Total	11280.37	12125.80

NOTE : 18 TRADE PAYABLES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Micro, Small and Medium Enterprises*	292.57	76.38
2	Others	3,307.70	2856.93
	Total	3600.27	2933.31

NOTE: 19 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Current Maturities of Long Term debts	6,915.14	4817.98
2	Current Maturities of Vehicle Loan Obligation	1.58	1.53
3	Creditors for Capital Expenditure	48.26	48.61
4	Unclaimed Dividends	15.24	21.05
5	Creditor For Expenses	211.38	235.04
6	Employee Dues	302.43	375.65
7	Interest due but not paid	3,032.22	1895.33
8	Other Payable	402.16	345.86
	Total	10928.41	7741.04

NOTE: 20 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Statutory Dues	101.38	105.97
	Total	101.38	105.97

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE: 21 PROVISIONS

(₹ in Lakhs)

Sr. No	Particulars	Figures as at the end of 31.03.2019	Figures as at the end of 31.03.2018
1	Provision for Gratuity	39.04	56.25
2	Provision for Leave Encashment	13.47	14.46
3	Provision for MIT	399.35	61.26
	Total	451.86	131.97

NOTE : 22 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Sales of products	31,584.88	36759.64
2	Income from research activities	156.71	186.02
3	Other Operating Revenue	447.70	295.76
	Total	32189.29	37241.42

22.1 Other Operating Revenue includes 447.70 Lacs received / receivable from Government as Export Incentives.

22.2 Effective April 1,2018, the company has adopted Ind AS115 – Revenue from Contracts with Customers, using the cumulative effect method and the comparative information is not restated. The adoption of the standard did not have any material impact on the financial statements of the Company.

NOTE : 23 OTHER INCOME

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Bank Interest	29.03	24.90
2	Rent Received	30.01	29.82
3	Net Gain on Foreign currency	354.16	-
4	Other Income	196.20	170.75
	Total	609.41	225.47

NOTE : 24 COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
	Opening Stock		
	- Raw Material	8,546.57	8914.59
	Add : Purchases	19,223.20	20115.89
	Total	27769.77	29030.48
	Less : Exceptional Items(Refer note -31)	722.50	-
	Less : Closing Stock	8,079.87	8546.57
	Total	18967.39	20483.91

2 Inventory is hypothecated to Bank for working capital facility

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 25 CHANGE IN INVENTORIES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Opening Stock		
	- Finished Goods	2,457.15	2473.32
	-Work In Progress	2,564.97	2572.83
	Total (A)	5022.12	5046.15
2	Closing Stock		
	- Finished Goods	2,338.18	2457.15
	- Work in progress	3,282.28	2564.97
	Less: Exceptional Items(refer note-31)	173.55	-
	Total (B)	5620.47	5022.12
	Change in Inventories (A-B)	(771.90)	24.03

NOTE : 26 EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Salaries & Wages	3,743.48	3483.36
2	Contribution to Provident Fund and other funds	360.89	373.94
3	Staff Welfare Expenses	105.83	73.65
	Total	4210.21	3930.94

26.1 Reconciliation of Defined benefit Obligation

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Gratuity		
	Fair Value Of Plan Assets	-	-
	Present value of obligation	370.16	335.98
	Amount recognised in balance Sheet	370.16	335.98
2	Leave Encashment		
	Fair Value Of Plan Assets	-	-
	Present value of obligation	214.77	184.48
	Amount recognised in balance Sheet	214.77	184.48

As per IND AS-19 "Employee Benefits", the disclosures as defined in Indian Accounting Standard are given below: The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognised each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

26.2 Expenses recognised during the year

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Gratuity		
	Current Service Cost	49.87	45.66
	Interest Cost	25.20	25.53
	Net Actuarial (gain)/loss recognised in the period	-	-
	Expense recognised in the P&L Statement	75.07	71.20
2	Leave Encashment		
	Current Service Cost	78.67	61.57
	Interest Cost	13.84	13.95
	Net Actuarial (gain)/loss recognised in the period	(37.69)	(48.38)
	Expense recognised in the P&L Statement	54.82	27.13

26.3 Amount Recognised in other Comprehensive Income

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Gratuity		
	Actuarial (Gain)/Loss – Due to experience variance	(6.97)	(34.38)
	Net(Income)/Expense for the period recognized in Other Comprehensive Income	(6.97)	(34.38)
2	Leave Encashment		
	Actuarial (Gain)/Loss – Due to experience variance	-	-
	Net(Income)/Expense for the period recognized in Other Comprehensive Income	-	-
	Actuarial Assumptions		
	(Financial)		
	Discount Rate	7.5%	
	Estimated rate of increase in salary	5%	
	Rate of return on plan assets	-	
	(Demographic)		
	Mortality basis	Indian Assured Lives Mortality (2012-14) Ult.	
	Attrition	0.1	
	Disability		No explicit allowance

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

Sensitivity Analysis		
Change in Valuation Assumption	Gratuity – PV of liability obligations	Leave – PV of liability obligations
Discount rate Δ (-1%)	39494271	22797281
Discount rate Δ (0%)	37015849	21476559
Discount rate Δ (+1%)	34802312	20288389
Salary Esc. Rate Δ (-1%)	34743436	20254067
Salary Esc. Rate Δ (0%)	37015849	21476559
Salary Esc. Rate Δ (+1%)	39516563	22810149

NOTE : 27 FINANCIAL COST

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Interest Expenses	2211.54	3382.53
2	Exchange difference as an adjustment to borrowing cost	261.26	(13.39)
3	Other Borrowing Cost	67.71	173.51
	Total	2540.51	3542.65

27.1 The lenders of the company has approved corporate debt restructuring package of the company in financial year 2014-15. However, the company has defaulted in repayment of borrowing to lenders and failed to comply with terms of repayment approved by lenders in corporate debt restructuring package.

27.2 The company has provided interest expenses of ₹2612.41 Lakhs Upto 3rd quarter of financial year 2018-19 on all loans. However, the company has reversed the interest expenses of ₹834.23 Lakhs on loans for which interest is not applied by the banks in their accounts and also not provided interest of ₹299.71 Lakhs pertains to 4th Quarter of financial year 2018-19. Therefore, interest expenses of ₹1133.94 Lakhs pertaining to financial year 2018-19 has not been provided in the books.

NOTE: 28 DEPRECIATION & AMORTISED EXPENSES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Depreciation	2140.68	2125.96
2	Amortisation of Intangible Assets	1257.32	1257.31
	Total	3398.00	3383.27

NOTE : 29 OTHER EXPENSES

A. Manufacturing Expenses

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Power & Fuel	486.21	428.61
2	Consumables	282.26	189.46
3	Repair & Maintenance		
	- Building	60.22	43.94
	- Electrical	23.37	21.02
	- Plant & Machinery	60.08	87.62
4	Other Manufacturing Expenses	135.43	116.11
	Total	1,047.57	886.76

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

B. Administration Expenses

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Rent	9.91	9.60
2	Rates, Fee & Taxes	21.52	24.56
3	Insurance	42.74	44.66
4	Legal and Professional Expenses	138.62	114.67
5	Postage, Telex & Telegram	6.43	4.92
6	Printing & Stationery	27.68	25.49
7	Telephone Expenses	26.08	25.57
8	Traveling & Conveyance:	-	-
9	- Staff	87.59	55.39
10	- Directors	13.65	31.01
11	- Others	6.38	6.89
12	Running, Repair & Maintenance :	-	-
13	- Vehicles	74.04	87.52
14	- Computer	20.01	15.17
15	- Others	11.72	12.01
16	Auditors' Fees	10.46	10.12
17	Directors Remuneration	194.59	194.73
18	Other Administrative Expenses	112.07	268.09
19	Other Corporate Expenses	74.03	106.21
	Total	877.49	1,036.59

C. Selling and Distribution Expenses

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Discount / Commission	276.06	1489.78
2	Other Selling Expenses	1727.22	1084.42
3	Advertisement & Sales Promotion	386.38	536.60
4	Sample Distribution	247.04	236.34
5	Incentive to Field Force	122.83	117.71
6	Traveling and conveyance Field Staff (Incl. Hotel)	381.13	403.20
	Total	3140.66	3868.05
	GRAND TOTAL	5065.73	5791.41

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

NOTE : 30 RESEARCH AND DEVELOPMENT EXPENSES

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Remuneration of R & D Staff	436.71	452.16
2	R & D Expenses	187.21	164.84
3	Material used for Development of new products	214.82	184.43
4	R & D Consumables	56.66	68.93
5	IPR , Patent , Technology & Dossiers expenses	569.90	2193.49
	Total	1465.30	3063.85

NOTE : 31 EXCEPTIONAL ITEMS

Exceptional items resulted due to contamination, expiry and obsolescence of inventory and changed regulatory requirements.

(₹ in Lakhs)

Sr. No	Particulars	For the Period Ended 31.03.2019	For the Period Ended 31.03.2018
1	Raw material	682.57	-
2	Packing Material	39.93	-
3	Finished Goods	173.55	-
	Total	896.06	-

32. RELATED PARTY DISCLOSURES:

As per IND AS- 24, the disclosures of transactions with related parties during the year are given below.

Names of related parties and description of relationship:

1.	Entity in which Director is interested	Sunev Pharma Solutions Limited Spine Software Systems Pvt Limited
2.	Director's Relative	Saransh Chaudhary
3.	Key Management Personnel	Mr. Pawan Chaudhary Mrs. Manu Chaudhary Mr. Peeyush Jain Mr. Ashutosh Jain Mrs. Neha Kodan

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

Nature Of Transaction	Transaction during the year		Outstanding Balance as on 31.03.2019	
	Person in which Director is interested	Key managerial Personnel	Outstanding Balance as on 31-03-2019	Outstanding Balance as on 31-03-2018
Rent Received	30.34 (29.36)	-	16.037	35.44-R
Purchases and Others	- (24.94)	-	-	-
IT Services	24.77 (200.77)	-	-	14.36-P
Purchase of Software	223.28 -	-	-	-
Remuneration to Directors /KMP	-	194.06 (201.09)	11.78	9.05-P
Advance Given for purchase of goods.	107.60	-	123.73	-
Salary	36 (36)	-	1.31	2.40-P
Advance for in Licensing of Technology	-	-	3234.77	3234.77

* Previous year figures have been shown in bracket

** Includes exchange fluctuation effect.

R- Receivable

P- payable

33. The audited financial statements of foreign subsidiary associates have been prepared in accordance with Generally Accepted Principles of its Country of Incorporation or International Financial Reporting Standards. The differences in accounting policies of the company and its subsidiaries are not material.

34. EARNING PER SHARE (IND AS-33)

The calculation of Earning per share (EPS) are based on the earnings and number of shares as computed below:

(₹ in Lakhs)

Profit after Tax	₹ (2711.08)	₹ (2658.28)
	No. of shares in Lakhs as on 31.03.19	No. of shares in Lakhs as on 31.03.18
Weighted average number of shares in calculating the basic EPS	12.34	12.34
Weighted average number of shares in calculating Diluted EPS	12.34	12.34
Earning per share (Face value 10 /each)		
Earning per share Basic in	(23.15)	(24.87)
Earning per share Diluted in	(23.15)	(24.87)

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

- 35.** Fair value of cash and current deposits, trade and other current receivable, trade payable, other current liabilities, current loans from banks and other institution approximate their carrying amount due to current maturities of these instruments.
- 36.** As per the provisions of FCCB agreement, the FCCB was to be converted into equity shares by 01-02-2015. However, the bond holder have not exercise their option to convert the bonds into equity shares. Therefore, the company has made the provision of interest amount in the books of accounts.
- 37.** Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 of the parent company:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Amount due to vendor	311.16	76.38
Interest due and payable for the year	2.55	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	2.55	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

- 38.** Exceptional item stated in the statement which resulted due to contamination, expiry and obsoleting of inventory and changed regulatory guidelines.

Detail are as follows:

Particulars	Current Year (₹ in Lakhs)
Raw Material	682.57
Packing Material	39.93
Finished Goods	173.55

39. FINANCIAL RISK MANAGEMENT:

The Company has exposure to the following risks arising from financial instruments:

- i. Credit risk: Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Company is exposed to credit risk arising from trade receivables. All financial assets are initially considered performing and evaluated periodically for expected credit loss. A default on a financial asset is when there is a significant increase in the credit risk which is evaluated based on the business environment. The assets are written off when the Company is certain about the non-recovery.
 - a) Trade receivables - The Group has an established credit policy and a credit review mechanism. The concentration of credit risk arising from trade receivables is limited due to large customer base. Management believes that the unimpaired amounts that are past due are collectible in full, based on historical payment behaviour and analysis of customer credit risk.
 - b) Financial instruments and cash deposits – Group periodically reviews the credit risk arising from balances / deposits with banks, other financial assets and current investments, if any, and manage the same accordingly.
- ii. Liquidity risk: Liquidity risk is the risk that the group may encounter difficulty in meeting its obligations

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

	31.03.2019		31.03.2018	
	Carrying Amount	Less than 1 year	Carrying Amount	Less than 1 year
Current Financial Liabilities				
Borrowings	11280.37	11280.37	12125.80	12125.80
Trade Payables	3600.27	3600.27	2933.31	2933.31
Other Financial Liabilities	10928.41	10928.41	7794.34	7794.34

iii. Market risk:

Market risk is the risk that the fair value of the future cash flows will fluctuate because of changes in the market prices such as currency risk, interest rates risk and commodity price risk.

- Currency risk - The group operates its business in many countries and there is foreign exchange risk to the Company
- Interest rate risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rate risk can also impact the provision for retiral benefits. The group generally utilises fixed rate borrowings and therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of change in the market interest rates. The Company is not exposed to significant interest rate risk as at the respective reporting dates.
- Commodity risk - The Group has no such risk.

40. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Lakhs)

Particulars	Current Year	Previous Year
Contingent Liabilities		
a) Letter of Credit / Bank Guarantees – Inland	179.49	146.70
b) Bank Guarantees foreign	26.06	13.64
c) Letter of credit – Foreign	30.84	-
d) Tax demand pending in appeal	16.34	16.34

There is no liability in the books of Subsidiary Company.

- During the year, 'The Group' has undertaken a review of all fixed assets in line with the requirements of IND AS 36 on "Impairment of Assets". Based on such review, no provision for impairment is required to be recognized for the year.
- 'The Group' operates only in one business segment viz "Pharmaceutical Formulation" and is engaged in manufacturing and trading of medicines In terms of our annexed report of even date
- The company has paid a sum of ₹3234.77 Lakhs to inventor for acquiring rights, title and interest in and to the invention and

NOTES ON CONSOLIDATED FINANCIAL STATEMENT

AS AT ENDED ON 31ST MARCH 2019

the patent applications in previous financial years. These invented products are already in the market since 5 years and the company has exclusive worldwide marketing rights for these products in terms of agreement entered with inventor. Now, the patent has been granted to inventor in financial year 2018-19. The company will recognised these Patent IPR technologies based on valuation done by registered valuer in the year when patent will transfer in the name of the company in terms of agreement entered in previous financial years and latest understanding between inventor and the company.

- 44.** The figures in the Balance Sheet and Profit & Loss Account for the year have been rounded off to nearest multiple of rupee in lakhs.
- 45.** The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

FOR **VINOD KUMAR & ASSOCIATES**

Chartered Accountants
FRN No. 002304 N

(Mukesh Dadhich)

Partner
M. No. 511741

Place : PANCHKULA
Date : 30.05.2019

For and on behalf of the Board of Directors

(Peeyush Jain)

Deputy Managing Director
DIN: 00440361

(Neha Kodan)

Company Secretary

(Pawan Chaudhary)

Chairman cum Managing Director
DIN: 00435503

(Ajeet Kapoor)

CGM Accounts

CORPORATE INFORMATION

Board of Directors

Mr. Pawan Chaudhary, *Chairman & Managing Director*

Dr. (Mrs.) Manu Chaudhary, *Joint Managing Director*

Mr. Peeyush Jain, *Dy. Managing Director*

Mr. Ashutosh Jain, *Executive Director*

Dr. Gilbert Wenzel, *Non-Executive Director*

Dr. S. K. Chadha, *Non-Executive Director*

Mr. Pravindra Singh Chauhan, *Non-Executive Director*

Mr. Brij Mohan Sharma, *Non-Executive Director*

Bankers

State Bank of India

IDBI Bank Ltd

Allahabad Bank

HDFC Bank

Union Bank of India

Kotak Mahindra Bank

Statutory Auditors

M/s Vinod Kumar & Associates

Cost Auditors

M/s C. L. Bansal & Associates

Registered Office

S.C.O. 857, C. No. 10, IInd Floor, NAC Manimajra
Chandigarh - 160101 (INDIA)

Corporate Office and Unit - I

CIN: L24232CH1989PLC009705

Plot 51-52, Industrial Area, Phase-I,

Panchkula (Haryana) - 134 113 (INDIA)

www.venusremedies.com

info@venusremedies.com

Unit II

Hill Top Industrial Estate,

Near Jharmajri, E.P.I.P.

Phase - I, (Extention) Village Bhatoli Kalan,

Baddi, Himachal Pradesh - 173 205 (INDIA)

Venus Medicine Research Centre

Hill Top Industrial Estate,

Near Jharmajri, E.P.I.P.

Phase - I, (Extention) Village Bhatoli Kalan,

Baddi, Himachal Pradesh - 173 205 (INDIA)

Wholly owned Subsidiary

Venus Pharma GmbH

Am Bahnhof 1-3,D-59368

Werne, Germany

Website: www.venuspharma.de

Board Committees

Audit Committee

Stakeholder Relationship Committee

Nomination & Remuneration Committee

CSR Committee

Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.

Nobel Heights, 1st Floor,

Plot NH2, C-1 Block LSC

Near Savitri Market

Janakpuri, New Delhi 110058

Email Address : delhi@linkintime.co.in

Visit us at

www.venusremedies.com

www.vmrindia.com

www.venuspharma.de

Cautionary statement

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion on future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and estimates taken as assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.



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
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CIN: L24232CH1989PLC009705

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 30th Annual General Meeting of Members of the company is scheduled to be held as per following program:

Day	:	Monday
Date	:	30th September, 2019
Time	:	10:00 AM
Venue	:	The Pelican Hotel, 25/8, Industrial Area, Phase-2, Chandigarh-160002, India

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt, with or without modifications, Financial Statements including Balance Sheet as on March 31, 2019 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report and Directors' report thereon.
2. To appoint Mr. Ashutosh (DIN: 01336895) as an ordinary director who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

Item No. 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 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 2019-20."

Item 4 : To appoint Mr. Brij Mohan Sharma (DIN: 0008532224) as a Non Executive Independent Director

To consider and if thought fit, to pass with or without

modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Board of directors in their meeting appointed Mr. Brij Mohan Sharma (DIN: 0008532224), as an additional director (Independent Non-Executive Director) w.e.f. 13th August 2019 in terms of section 161 of the Companies Act, 2013, and whose term of office expires at the 30th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 13th August, 2019 to 12th August 2024 on terms and conditions as set out in Explanatory Statement and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

Item No. 5 : To Re-appoint Mr. Pawan Chaudhary as Managing 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 provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), including any statutory amendment(s) and/or modification(s) thereto, the consent of shareholders be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Pawan Chaudhary (DIN: 00435503) as the Managing Director, for a period of three years w.e.f 13.08.2019, who is not liable to retire by rotation, upon such terms and conditions including remuneration as set out in Explanatory Statement annexed to the notice convening this meeting and as approved by the Nomination & Remuneration Committee in its meeting held on 13th August, 2019 with liberty to the Board of Directors of the Company, hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said re-appointment and remuneration payable from time to time in such manner as may be agreed to between the Board and Mr. Pawan Chaudhary, subject to limits prescribed under section 197 or Schedule V of the Act, as the case 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, 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.”

Item No. 6 : To Re-appoint Mr. Peeyush Jain as Deputy Managing 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 provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), including

any statutory amendment(s) and/or modification(s) thereto, the consent of shareholders be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Peeyush Jain (DIN: 00440361) as the Deputy Managing Director, for a period of three years w.e.f 13.08.2019, who is liable to retire by rotation, upon such terms and conditions including remuneration as set out in Explanatory Statement annexed to the notice convening this meeting and as approved by the Nomination & Remuneration Committee in its meeting held on 13th August, 2019 with liberty to the Board of Directors of the Company, hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said re-appointment and remuneration payable from time to time in such manner as may be agreed to between the Board and Mr. Peeyush Jain, subject to limits prescribed under section 197 or Schedule V of the Act, as the case may be.

RESOLVED FURTHER THAT the Board and Company Secretary be and are hereby authorized severally 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.”

Item 7 : Re-appointment of Dr. Suresh Kumar Chadha (DIN: 00449766) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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 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, the approval of members be and is hereby accorded for re-appointment of Dr. Suresh Kumar Chadha (DIN : 00449766) as an Independent Non Executive Director of the Company for a second term of five consecutive years commencing from 30th September 2019 up to 29th September 2024 on terms and conditions as set out Explanatory Statement and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board and Company Secretary be and are hereby authorized severally 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.”

Item 8 : Re-appointment of Dr. Gilbert Wenzel (DIN: 01492035) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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 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, the approval of members be and is hereby accorded for re-appointment of Dr. Gilbert Wenzel (DIN : 01492035) as an Independent Non Executive Director of the Company for a second term of five consecutive years commencing from 30th September 2019 up to 29th September 2024 on terms and conditions as set out Explanatory Statement and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board and Company Secretary

be and are hereby authorized severally 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.”

Item 9 : To approve payment of remuneration to Mrs. Manu Chaudhary (DIN: 00435834), Joint Managing Director.

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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with 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), approval of the members be and is hereby accorded to payment of such remuneration to Mrs. Manu Chaudhary (DIN: 00435834) Joint Managing Director, for the period of three years from 1st August 2019 to 31st July 2022 as set out in the Explanatory Statement annexed to the notice for convening this meeting, as approved by the Nomination & Remuneration Committee in its meeting held on 13th August, 2019 with liberty to the Board of Directors of the Company, hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the remuneration payable from time to time in such manner as may be agreed to between the Board and Mrs. Manu Chaudhary, subject to limits prescribed under section 197 or Schedule V of the Act, as the case may be.

RESOLVED FURTHER THAT this resolution will have no impact on the tenure of appointment of Mrs. Manu Chaudhary i.e. for five years with effect from 1st October, 2018, as approved by the shareholders in the 29th Annual General Meeting of the Company.

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 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."

Item 10 : To approve payment of remuneration to Mr. Ashutosh Jain (DIN: 01336895), Executive Director.

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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with 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), approval of the members be and is hereby accorded to payment of such remuneration to Mr. Ashutosh Jain (DIN: 01336895) Executive Director, for the period of three years from 1st August 2019 to 31st July 2022 as set out in the Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee in its meeting held on 13th August, 2019 with liberty to the Board of Directors of the Company, hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the remuneration payable from time to time in such manner as may be agreed to between the Board and Mr. Ashutosh Jain, subject to limits prescribed under section 197 or Schedule V of the Act, as the case may be.

RESOLVED FURTHER THAT this resolution will have no impact on the tenure of appointment of Mr. Ashutosh Jain i.e. for five years with effect from 1st May, 2018, as approved by the shareholders in the 29th Annual General Meeting of the Company.

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 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."

Item 11 : Approval of Material Related Party Transactions

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

"RESOLVED THAT pursuant to provisions of regulation 23(4) of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 and section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 as applicable thereon (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any amendment thereto and subject to such other approvals and sanctions of any authority as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred), to enter into contract(s) /arrangement(s) /transaction(s) including Sale/ Purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees and investment in equity or preference share capital (in the ordinary course of business and on arm's length price) in a single financial year(FY) w.e.f. FY 2019-2020 onwards with Venus Pharma GmbH, Werne Germany, a wholly owned subsidiary within the meaning of the aforesaid clause, and a related party, on such material terms and conditions as may be mutually agreed upon, the value of which either singly or all taken together may exceed ten percent of the annual consolidated turnover of the Company as per audited financial statements of the last financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents

and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

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

consider appropriate in order to give effect to this Resolution.”

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

**Sd/-
(PAWAN CHAUDHARY)
CHAIRMAN & MANAGING DIRECTOR**

Date: 13.08.2019

Place: Panchkula

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. Proxies in order to be effective should be duly stamped and signed and must be received at the company's registered office not less than 48 hours before the meeting. A blank proxy form is attached herewith for the convenience of members.
4. Members/Proxies are requested to bring their admission slip duly filled in for attending the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be to vote
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. 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.
9. The Register of Members and Share Transfer Books will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
10. As a measure of economy, the Annual Reports will not be provided at the meeting. Members are requested to carry the copy mailed to them.
11. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office/ corporate office or the Company's Registrar & Share Transfer Agent (Link Intime India Private Limited) for revalidation and encash them before the due dates.
12. In accordance with the provisions of section 124 of the Companies Act, 2013 and rules made their under, 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.
13. The unclaimed dividend amount lying in the unpaid dividend accounts of the respective financial years are as follow. Investors are requested to encash the unclaimed dividend amount before the expiry of the seven years.

Financial year	Due date of Transfer to Investor Education and Protection Fund
2011-2012	27.09.2019
2012-2013	29.09.2020
14. 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.
15. 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 share holders are advised to dematerialized their securities.

16. 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.

17. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

18. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 30, 2019 are provided in Annexure of this Notice.

19. Pursuant to provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended time to time and regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically through e-voting services provided by Link Intime India (p) Ltd.(LI IPL), on all resolutions set forth in this Notice.

20. The Company is providing the facility of voting through ballot form/paper to shareholder at the meeting. Those shareholders who do not have voted or access to e-voting facility can vote through ballot paper at the meeting. The members who have casted their vote through e voting may also attend the meeting but can not vote again.

21 . The instructions for shareholders voting electronically are as under:

- The e-voting period commences on 27th September 2019 (9.00 a.m. IST) and ends on 29th September 2019 (5.00 p.m. IST). The cut off date for determining the eligibility to vote by electronic means or at AGM is 23rd September, 2019. The e-voting module shall be disabled by LI IPL 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 cut off date i.e. 23rd September, 2019

Instructions for shareholders to vote electronically:

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

- Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- Click on "Login" tab, available under 'Shareholders' section.
- Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

Your User ID details are given below:

- Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
- Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Your Password details are given below:

- If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
- Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<ul style="list-style-type: none"> Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

- If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

• If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

• Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, 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.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

• General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.
- (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.
- (iv) The results declared alongwith 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.
21. 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 Staurdays.

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

Other Instructions:

- (i) Mr. Prince Chadha, of M/s P. Chadha & Associate 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.

Date: 13.08.2019

Place: Panchkula

Sd/-

(PAWAN CHAUDHARY)

CHAIRMAN & MANAGING DIRECTOR

EXPLANATORY STATEMENT

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

Item 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 13th August 2019 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 2019-20 at a remuneration of ₹80000/- (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 Item No. 3 of the Notice

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed Mr. Brij Mohan Sharma (DIN: 0008532224) as an Additional Director with effect from 13th August 2019 under Section 161(1) of the Companies Act, 2013 upto the 30th Annual General Meeting (AGM) of the Company. Mr Sharma submitted a declarations that as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 13th August 2019 to 12th August 2024, subject to the approval of the members.

Mr. Brij Mohan Sharma aged 61 years is a retired from the position Deputy Inspector General of Police and holds a postgraduate degree in English from Panjab University, Chandigarh.

Mr. Sharma does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Sharma has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Sharma fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Draft Copy of the letter for appointment of Mr. Sharma as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day.

Mr. Sharma will be getting the sitting fees for attending the meetings of Board and its committees as per the limits prescribed under the Companies Act, 2013. He will not be entitled for any other remuneration.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Brij Mohan Sharma as an Independent Non-Executive Director for a term of five consecutive years. He would bring his immense experience to the Company in the areas of Policy making, Administration and Regulatory framework.

Mr. Brij Mohan Sharma is not on the Board of any other Company.

Except Mr. Brij Mohan Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

Other details as set out under Regulation 36(3) of SEBI (LODR), Regulations, 2015. are given in the annexure-1 attached to this notice.

Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for the approval by the members.

Item No. 5

Mr. Pawan Chaudhary was appointed as Managing Director for a period of five years with effect from 13th August 2014, the said appointment was approved by the members of the Company.

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 organisation towards betterment and growth. Believing in responsibility delegation, Mr. Pawan Chaudhary created a professional team to make Venus as a global player.

Considering his outstanding contribution to the Company with immense experience of more than 30 years and expertise in the industry, the Board of Directors of the Company ("Board"), at its meeting held on 13th August, 2019 as recommended by Nomination and Remuneration Committee held on the same day, re-appointed Mr. Pawan Chaudhary (DIN00435503) as Managing Director for the period of three years with effect from 13th August 2019. He shall adhere to the Company's code of conduct.

Being head of the organisation, he oversees the activities of the company, formulate plans, policies besides giving overall strategic guidance and directions to the company and board.

The terms of appointment including remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on 13th August, 2019 & subsequently by the Board of Directors in its Board Meeting held on the same date.

The Broad terms of the appointment of Mr. Pawan Chaudhary as Managing Director are as under:

1. Term of appointment:

With effect from 13th August, 2019 to 12th August, 2022.

2. Remuneration:

a) Salary: ₹522720/- per month with an annual increment of 10% in salary w.e.f. 1st July every year."

b) Perquisites and allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- i. accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof;
- ii. home maintenance allowance together with reimbursement of expenses;
- iii. allowances for utilities such as gas, electricity, water furnishings and repairs;
- iv. medical reimbursement;
- v. leave travel concession for himself and family;
- vi. club fees;

vii. medical insurance;

viii. One car with service of driver, to be maintained by the company for official use;

ix. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company;

x. Encashment of leave as per rules of the company;

xi. such other perquisites and allowances as may be agreed by the Board, subject to a maximum of annual salary.

3. Minimum Remuneration

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

Mr. Pawan Chaudhary satisfy 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 1187000 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, Mr. Peeyush Jain and Mr. Ashutosh Jain 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 Item No. 5 is annexed hereto as Annexure 2.

The Board recommends the resolution at Item No. 5 for approval of the members

Item 6

The Company had appointed Mr. Peeyush Jain as Deputy Managing Director for a period of five years with effect from 13th August 2014, the said appointment was approved by the members of the Company.

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.

Considering his contribution to the Company with his vast experience, the Board of Directors of the Company ("Board"), at its meeting held on 13th August, 2019 as recommended by Nomination and Remuneration Committee held on the same day, re-appointed Mr. Peeyush Jain (DIN 00440361) as Deputy Managing Director for the period of Three years with effect from 13th August 2019. He shall adhere to the Company's code of conduct. Mr. Peeyush Jain will be heading the Company's Indian marketing operations.

The terms of appointment including remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on 13th August, 2019 & subsequently by the Board of Directors in its Board Meeting held on the same date.

The Broad terms of the appointment of Mr. Peeyush Jain as Deputy Managing Director are as under:

1. Term of Appointment

With effect from 13th August, 2019 to 12th August, 2022.

2. Remuneration:

Salary: ₹303178/- per month with an annual increment of 10% in salary w.e.f. 1st July every year."

Perquisites and allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- i. Accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof;
- ii. Home maintenance allowance together with reimbursement of expenses or;
- iii. Allowances for utilities such as gas, electricity, water, furnishings and repairs;
- iv. Medical reimbursement;
- v. Leave travel concession every year for him and family subject to a maximum of ₹50,000 per year;

- vi. Club fees;
- vii. Medical insurance;
- viii. One car with service of driver, to be maintained by the company for official use;
- ix. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company;
- x. Encashment of leave as per rules of the company;
- xi. Such other perquisites and allowances as may be agreed by the Board, subject to a maximum of annual salary.

3. Minimum Remuneration

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

Mr. Peeyush Jain satisfy 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.

Mrs. Manu Chaudhary, Mr. Pawan Chaudhary and Mr. Ashutosh Jain 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 Item No. 6 is annexed hereto as Annexure 2.

The Board recommends the resolution at Item No. 6 for approval of the members.

Item 7

The Members at the 25th Annual General Meeting held on 30th

December, 2014 approved the appointment of Dr. Suresh Kumar Chadha as an Independent Director of the Company for a period of five years with effect from the said date. Dr. Suresh Kumar Chadha will complete his present term on 29th December, 2019. The Board of Directors of the Company ('the Board') at the meeting held on 13th August, 2019, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. Chadha as an Independent Non Executive Director of the Company with effect from 30th September, 2019, 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.

The Board is of the view that the continued association of Dr. S.K. Chadha would benefit the Company, given the knowledge, experience and performance of Dr. S.K. Chadha, and contribution to Board processes by him. Declaration has been received from Dr. S.K. Chadha 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, Dr. S.K. Chadha fulfils the conditions specified in the Act, the Rules thereunder 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. Dr. S.K. Chadha would not be entitled for any remuneration.

Consent of the Members by way of Special Resolution is required for re-appointment of Dr. Suresh Kumar Chadha, in terms of Section 149 of the Companies Act, 2013.

Additional information in respect of Dr. S.K. Chadha, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the annexure to the Notice.

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

None of the other 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.

The Board recommends the resolution at Item No. 7 for approval of the members

Item 8

The Members at the 25th Annual General Meeting held on 30th December, 2014 approved the appointment of Dr. Gilbert Wenzel as an Independent Director of the Company for a period of five years with effect from the said date. Dr. Gilbert Wenzel will complete his present term on 29th December, 2019. The Board of Directors of the Company ('the Board') at the meeting held on 13th August, 2019, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Dr. Gilbert Wenzel as an Independent Non Executive Director of the Company with effect from 30th September, 2019, 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.

The Board is of the view that the continued association of Dr. Gilbert Wenzel would benefit the Company, given the knowledge, experience and performance of Dr. Gilbert Wenzel, and contribution to Board processes by him. Declaration has been received from Dr. Gilbert Wenzel 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, Dr. Gilbert Wenzel fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent 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 under Companies Act, 2013. Dr. Gilbert Wenzel would not be entitled for any remuneration.

Consent of the Members by way of Special Resolution is required for re-appointment of Dr. Gilbert Wenzel, in terms of Section 149 of the Companies Act, 2013.

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

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

None of the other 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.

The Board recommends the resolution at Item No. 8 for approval of the members

Item No. 9

Mrs. Manu Chaudhary (DIN:00435834) was appointed as the Joint Managing Director of the Company for a term of five (5) years w.e.f. 1st October, 2018.

The Board at its meeting held on 13th August 2019 has approved payment of remuneration for the period of three years from from 1st August, 2019 to 31st July 2022 for which approval the members is required.

The remuneration proposed to be paid to Mrs. Manu Chaudhary, Joint Managing Director has also been recommended by the Nomination and Remuneration Committee in its meeting dated 13th August 2019.

Dr. (Mrs.) Manu Chaudhary heads the Research and Development and operations of the Company, she is M.Sc., M.Phil (Genetics) & Ph.D. and also enjoys almost two decades of experience in pharma manufacturing and research, reflected in a proficiency related to GMP and USFDA. 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.

Keeping in view, the vast experience of Mrs. Manu Chaudhary, the Board of Directors has recommended the payment of remuneration for the period of three years from from 1st August, 2019 to 31st July 2022 as set out herein below:

1. Remuneration:

Salary: ₹504000/- per month with an annual increment of 10% in salary w.e.f. 1st July every year."

Perquisites and allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- i. Accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof;
- ii. Home maintenance allowance together with reimbursement of expenses;
- iii. Allowances for utilities such as gas, electricity, water, furnishings and repairs;
- iv. Medical reimbursement;
- v. Leave travel concession every year for him and family;
- vi. Club fees;
- vii. Medical insurance;
- viii. One car with service of driver, to be maintained by the company for official use;
- ix. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company;
- x. Encashment of leave as per rules of the company.

Such other perquisites and allowances as may be agreed by the Board, subject to a maximum of annual salary.

2. Minimum Remuneration

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

Mrs. Manu Chaudhary is holding 1143000 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, Peeyush Jain and Mr. Ashutosh Jain 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.

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. 9 is annexed hereto as Annexure 2.

The Board recommends the resolution at Item No. 9 for approval of the members

Item No. 10

Mr. Ashutosh Jain (DIN:01336895) was appointed as the Executive Director of the Company for a term of five (5) years w.e.f. 1st May, 2018.

The Board at its meeting held on 13th August 2019 has approved payment of remuneration for the period of three years from from 1st August, 2019 to 31st July 2022 for which approval the members is required.

The remuneration proposed to be paid to Mrs. Manu Chaudhary, Joint Managing Director has also been recommended by the Nomination and Remuneration Committee in its meeting dated 13th August 2019.

Mr. Ashutosh Jain is B.A. LL.B, is associated with the Company since May 2007 as an Executive Director. Mr. Ashutosh Jain is also on the Board of Sunev Pharma Solutions Limited.

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, the Board of Directors has recommended the payment of remuneration for the period of three years from from 1st August, 2019 to 31st July 2022 as set out herein below:

1. Remuneration:

Salary: ₹276000/- per month with an annual increment of 10% in salary w.e.f. 1st July every year."

Perquisite and allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- i. Accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof;
- ii. Home maintenance allowance together with reimbursement of expenses or;
- iii. Allowances for utilities such as gas, electricity, water, furnishings and repairs;

- iv. Medical reimbursement;
- v. Leave travel concession every year for him and family subject to a maximum of ₹50,000 per year;
- vi. Club fees;
- vii. Medical insurance;
- viii. One car with service of driver, to be maintained by the company for official use;
- ix. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company;
- x. Encashment of leave as per rules of the company;
- xi. Such other perquisites and allowances as may be agreed by the Board, subject to a maximum of annual salary.

2. Minimum Remuneration

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

Mr. Ashutosh Jain is not holding 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, Mrs. Manu Chaudhary and Peeyush Jain 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.

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. 10 is annexed hereto as Annexure 2.

The Board recommends the resolution at Item No. 10 for approval of the members

Item No. 11

Pursuant to Sec 188 of the Companies Act 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and regulation 23 (4) of the Listing Regulations, Company is required to obtain prior approval of the members by resolution in case, related Party Transaction exceed such as is specified in the rules/regulations.

However, Pursuant to the Regulation 23(4) of Listing Regulations, approval of shareholders through Resolution is required for all the "material" related party transactions, even if they are entered into the ordinary course of business on an arm's length basis. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or take together with previous transactions during the financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions (in the ordinary course of business and on arm's length price to be entered into by the Company, together with the transactions already entered into by the Company with Venus pharma GmbH, a wholly owned subsidiary and a related party, during the financial year 2019-20 onwards are estimated to exceed the 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the company.

The other related information as envisaged under Companies (meeting of Board and its Powers)(Rules, 2014 and any amendments thereto are given herein below:

Name of the related party and nature of relationship.	Venus Pharma GmbH, a wholly owned subsidiary
Name of the director and Key Managerial Personnel interested in any contract or arrangements, if any.	Mr. Pawan Chaudhary Mr. Ashutosh Jain
Nature of relationship	Directors
The nature of the contract and particulars of the contract or arrangement, material terms of contract or monetary value.	Nature: Sale/ Purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees and investment in equity or preference share capital. Duration: Financial year 2019-20 onwards Monetary value: Either singly or all taken together may exceed ten percent of the annual consolidated turnover of the Company as per audited financial statements of the last financial year. Material Terms- As agreed between the parties
Any advance paid or received for the contract or arrangement, if any;	As per industry norms.
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	As per industry norms.
whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	
	Yes
Any other information relevant or important for the members to take a decision on the proposed resolution.	N.A.

Hence owing to the materiality of the contact(s)/ arrangement(s)/ transaction(s) with Venus Pharma GmbH, a wholly owned subsidiary, the approval of the members is being sought through Item No. 11 .

ANNEXURE -1

Profile of Directors proposed to be appointed/re-appointed

Name of Director	Mr. Pawan Chaudhary	Mr. Peeyush Jain	Mr. Ashutosh Jain	Dr. Suresh Kumar Chadha	Dr. Gilbert Wenzel	Mr. Brij Mohan Sharma
Date of Birth	05.05.1964	01.08.1971	07.05.1977	20.03.1957	02.06.1956	25.09.1958
Expertise in functional area	A Chartered Accountant with an experience of 30 years by qualification with a law degree, Mr. Chaudhary is a first generation entrepreneur who started the Company in 1989. His vision and value system have guided the organisation towards profitable sustainability. Believing in responsibility delegation, Mr. Chaudhary created a professional team and expects Venus to emerge as a global player across multiple therapeutic segments.	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.	A law graduate by qualification, 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.	A professor with more than 30 years in Business Studies. Dr. Chadha presented over 25 papers at various seminars and conferences, is a valued member of the Chandigarh Management Association (CMA) and on the advisory Board of H.S.I.D.C. He provides consultancy to Himachal Pradesh University as a member of the Research Board, Department of Commerce, Shimla	After an illustrious career with some of the best industry brands, he heads a strategy consulting firm (Quisisana Consult AG) as Managing Director. He is also on the Board of YM Bio Sciences, Canada. Dr Wenzel lives in Zurich and is a respected industry figure	Mr. Brij Mohan Sharma is a retired IPS officer after a vast experience of more than 30 years. Mr. Sharma has been awarded with UN peace keeping, Kathin Seva Medal (Three times) and President Police medal for his outstanding services. Mr. Sharma has a magnificent experience in the field of administration, policy making and regulatory frame work.

Name of Director	Mr. Pawan Chaudhary	Mr. Peeyush Jain	Mr. Ashutosh Jain	Dr. Suresh Kumar Chadha	Dr. Gilbert Wenzel	Mr. Brij Mohan Sharma
Qualifications	B.Com, FCA, LL.B.	B.Tech and MBA	LL.B.	M.Com and Ph.D	Ph.D	Post Graduate, Retd. IPS
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	NIL	NIL in India	NIL
Committee position held in other companies	NIL	NIL	NIL	NIL	NIL in India	NIL
No. of shares held:			NIL	NIL	NIL	NIL
(a) Own	1187000	50				
(b) For other persons on a beneficial basis	NIL	NIL				
Relationship with any Director(s) of the company	Mrs. Manu Chaudhary, Mr. Peeyush Jain & Mr. Ashutosh Jain	Mr. Pawan Chaudhary, Mrs. Manu Chaudhary & Mr. Ashutosh Jain	Mr. Pawan Chaudhary, Mrs. Manu Chaudhary, & Mr. Peeyush Jain.	No	No	No

ANNEXURE -2

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.)-1600101, India.

The Company has three manufacturing locations (two in India at Panchkula and Baddi, one in Germany) with high-tech injection manufacturing facilities which are integrated and networked for timely production and product dispatch. The Company is headquartered in Panchkula (India).

(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

Particulars	For the year ended 31st March, 2019 (Audited)	For the year ended 31st March, 2018 (Audited)	For the year ended 31st March, 2017 (Audited)
Total Income	306.35	355.79	376.23
Net Profit/ Loss	(27.11)	(26.58)	(20.24)

(5) Foreign Investments or collaborations, if any:

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on 31.03.19, FPI(s) hold 5000 shares, i.e. 0.04% 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 organisation 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:

Particulars	FY 2018-19	For FY 2017-18	For FY 2016-17
Salary and Perquisites	6358449	6372709	6369881
Commission	NIL	NIL	NIL
Total			

(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 organisation, 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:

As stated in Item No. 5 of explanatory statement.

(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 of the company, the managerial position and the credentials of the Chairperson.

(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 1187,000 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 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 will be heading the Company's Indian marketing operations.

(2) Past Remuneration:

Particulars	FY	For FY	For FY
	2018-19	2017-18	2016-17
Salary and Perquisites	3690705	3688499	3715602
Commission	NIL	NIL	NIL
Total	3690705	3688499	3715602

(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:

As stated in Item No. 6 of explanatory statement.

(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 of the company, the managerial position and the credentials of the managerial persons.

(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. Ashutosh Jain, Executive Director of the Company, he has no other direct or indirect pecuniary relationship with the Company

C) Mrs. Manu Chaudhary:**(1) Background details:**

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 more than two decades of experience in pharma manufacturing and research, reflected in a proficiency related to GMPs/GLP. 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. She is in-charge of developing a world-class research centre in Baddi.

(2) Past Remuneration:

Particulars	FY 2018-19	For FY 2017-18	For FY 2016-17
Salary and Perquisites	6044544	6044544	6044544
Commission	NIL	NIL	NIL
Total	6044544	6044544	6044544

(3) Recognition or Awards:

She 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:

Mrs. Chaudhary heads the Research and Development and operations of the Company, she has more than two decades of experience in pharma manufacturing and research, reflected in a proficiency related to GMP /GLP. She designed & commissioned the company's world-class manufacturing facility at Baddi in India.

(5) Remuneration proposed:

As stated in Item No. 9 of explanatory statement.

(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 of the company, the managerial position and the credentials of the managerial person.

(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 1143000 Shares in the Company in individual capacity. and has related with Mr. Pawan Chaudhary Chairman & Managing Director, Mr. Peeyush Jain, deputy Managing Director & Mr. Ashutosh Jain, Executive Director of the Company, she has no other direct or indirect pecuniary relationship with the Company.

D) Mr. Ashutosh Jain:**(1) Background details:**

Mr. Ashutosh Jain is B.A. LL.B., 42 years of age and he is associated with the Company since May, 2007 as an Executive Director. He heads the Company's legal, regulatory and administration dept.

(2) Past Remuneration:

Particulars	FY 2018-19	For FY 2017-18	For FY 2016-17
Salary and Perquisites	3311964	3311964	3311964
Commission	NIL	NIL	NIL
Total	3311964	3311964	3311964

(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:

As stated in Item No. 10 of explanatory statement.

(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 of the company, the managerial position and the credentials of the Chairperson.

(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 he is related with Mr. Pawan Chaudhary, Chairman & Managing Director, Mrs. Manu Chaudhary Joint Managing Director & Mr. Peeyush Jain, Deputy Managing Director of the Company, he has no other direct or indirect pecuniary relationship with the Company.

II. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

During the year, due to some unforeseen circumstances there was dip in the sales & profitability of the company on account of dip in sales in overseas markets, loss of tenders, stiff competition in generic product market, rupee devaluation against foreign currencies and provisioning of interest & other expenses as on year ended

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

The company is a research based company having more than 100 patents worldwide for its research products. Its manufacturing facilities are accredited with various national & international certification for Good Manufacturing Practices. Its research & development center is also approved from the Dept. of Scientific & Industrial Research (DSIR), Govt. of India.

The Company has embarked on a series of strategic and

operational measures that is expected to result in the improvement in the present position. The company will improve the sale of its research products where margins are generally higher than in generic product market. The company will also strengthen its marketing to improve its sales domestically & internationally.

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

The expected increase in productivity and profits will steadily grow as per existing market environment and global scenario. Company will enhance its capability to improve the sales of research products and focus on marketing & better placement of products in the market to face the stiff competition.

IV. Disclosures:

1. Remuneration package of the managerial person:

Fully described in the explanatory statement as stated above.

2. Disclosures in the Board of Directors' report:

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2018-19 of the Company.

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

**Sd/-
(PAWAN CHAUDHARY)
CHAIRMAN & MANAGING DIRECTOR**

Date: 13.08.2019

Place: Panchkula



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

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the Members Attending (In block letters) _____

Full Name of the Proxy (In block letter) _____

(To be fill in if Proxy attends of the Members)

I hereby record my presence at the 30th Annual General Meeting of the Company at The Pelican Hotel, 25/8, Industrial Cum Business Park, Phase-2, Chandigarh-160002 on Monday 30th September, 2019 at 10.00 A.M.

Signed this _____ day of 2019

Ledger Folio No. _____

DP ID* _____

Chlient ID* _____

No. of shares held _____

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form

(Member's / Proxy Sign)



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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

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L24232CH1989PLC009705
Name of the Company	Venus Remedies Limited
Registered office	SCO 857, 2nd Floor, Cabin No. 10, NAC Manimajra Chandigarh (U.T.) 160101
Corporate office	51-52, Industrial Area, Phase-1, Panchkula, Haryana - 134113
Name of the Member(s)	
Registered address	
E-mail Id	
Folio No. / Client ID	
DP ID	

I / We, being the member(s) of _____ shares of the named company, hereby appoint

1	Name
	Address
	E-mail Id
	Signature

or failing him

2	Name
	Address
	E-mail Id
	Signature

or failing him

3	Name
	Address
	E-mail Id
	Signature

As my/our proxy to attend and (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Monday, the 30th September, 2019 at 10.00 am at The Pelican Hotel, 25/8, Industrial Cum Business Park, Phase-2, Chandigarh-160002 and at any adjournment thereof in respect of such resolutions and are indicated below:

Resolution No.

1		For	Against
2			
3			
4			
5			

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office / Corporate Office of the Company, not less than 48 hours before the commencement of the meeting.



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

ROUTE MAP TO THE AGM VENUE

