



VRL/SEC/EXCHANGE

18.01.2021

<b>National Stock Exchange of India Ltd.</b> 5 <sup>th</sup> Floor, Exchange Plaza Bandra (E), Mumbai- 400 051 Script Code: VENUSREM	<b>Dept. of Corporate Services</b> The Stock Exchange, Mumbai 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street Mumbai Script Code: 526953
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Dear Sir/Madam,

We are enclosing herewith a copy of Notice of Extra Ordinary General Meeting. Kindly take the same on your record.

Thanking you.

Yours faithfully,  
for VENUS REMEDIES LIMITED

  
Authorised Signatory

## VENUS REMEDIES LIMITED

**Corporate Office :**

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

**Regd. Office :**

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

Website : [www.venusremedies.com](http://www.venusremedies.com)

[www.vmrindia.com](http://www.vmrindia.com)

email : [info@venusremedies.com](mailto:info@venusremedies.com)

**Unit-I :**

51-52, Industrial Area, Phase-I, Panchkula (Hry.) 134113, India  
Tel. : +91-172-3933094, 3933090, 2565577, Fax : +91-172-2565566

**Unit-II :**

Hill Top Industrial Estate, Jharmajri EPIP, Phase-I, (Extn.),  
Bhatoli Kalan, Baddi (H.P.) 173205, India  
Tel. : +91-1795-302100, 302101, 302107, Fax : +91-1795-271272

**Unit-V :**

VENUS PHARMA GmbH



## VENUS REMEDIES LIMITED

Registered Office: SCO 857, Cabin No. 10, 2nd Floor, NAC Manimajra Chandigarh (U.T.) 160101, India  
Corporate Office: 51-52, Industrial Area, Phase-1, Panchkula, Haryana - 134113, India  
CIN: L24232CH1989PLC009705

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting of Members of the company is scheduled to be held on Wednesday, 10th February, 2021 at 11.30 A.M. through Video Conferencing/ Other Audio Visual Means (" VC/OAVM" ) Facility to transact the following business:

#### SPECIAL BUSINESS

##### **Item No. 1: To revise the remuneration of Mr. Pawan Chaudhary (DIN: 00435503) Managing Director.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 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) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) and pursuant to the provisions of the Articles of Association of the Company, the consent of shareholders be and is hereby accorded to revise the remuneration of Mr. Pawan Chaudhary (DIN: 00435503) from January, 2021 to August, 2022 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 15.01.2021 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 and 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. Pawan Chaudhary i.e. for three years with effect from 13.08.2019 as approved by the shareholders in the 30th Annual General Meeting of the Company.

RESOLVED FURTHER that in terms of the applicable provisions of Schedule V and other applicable provisions of the Companies Act, 2013, where in any financial year during the tenure of Mr. Pawan Chaudhary, the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration to Mr. Pawan Chaudhary as specified in the explanatory statement to this Notice, as the minimum remuneration.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

##### **Item 2.**

##### **To revise the remuneration of 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

**ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197,198 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) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) and pursuant to the provisions of the Articles of Association of the Company, the consent of shareholders be and is hereby accorded to revise the remuneration of Mrs. Manu Chaudhary (DIN: 00435834) Joint Managing Director, from January, 2021 to September, 2023 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 15.01.2021 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 and 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 in terms of the applicable provisions of Schedule V and other applicable provisions of the Companies Act, 2013, where in any financial year during the tenure of Mrs. Manu Chaudhary, the Company has no profits, or its profits are

inadequate, the Company shall pay the remuneration to Mrs. Manu Chaudhary as specified in the explanatory statement to this Notice, as the minimum remuneration.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**Item No. 3:**

**To revise the remuneration of Mr. Peeyush Jain (DIN: 00440361) Deputy Managing Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197,198 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) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) and pursuant to the provisions of the Articles of Association of the Company, the consent of shareholders be and is hereby accorded to revise the remuneration of Mr. Peeyush Jain (DIN: 00440361) Deputy Managing Director from January, 2021 to August, 2022 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 15.01.2021 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 and 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. Peeyush Jain i.e. for three years with effect from 13.08.2019 as approved by the shareholders in the 30th Annual General Meeting of the Company.

RESOLVED FURTHER that in terms of the applicable provisions of Schedule V and other applicable provisions of the Companies Act, 2013, where in any financial year during the tenure of Mr Peeyush Jain, the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration to Mr Peeyush Jain as specified in the explanatory statement to this Notice, as the minimum remuneration.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

#### **Item 4.**

#### **To revise the remuneration of 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 ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197,198 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) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) and pursuant to the provisions of the Articles of Association of the Company, the consent of shareholders be and is hereby accorded to revise the remuneration of Mr. Ashutosh Jain (DIN: 01336895) Executive Director from January, 2021 to April, 2023 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 15.01.2021 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 and 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 in terms of the applicable provisions and Schedule V of the Companies Act, 2013, where in any financial year during the tenure of Mr. Ashutosh Jain the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration to Mr. Ashutosh Jain as specified in the explanatory statement to this Notice, as the minimum remuneration.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents,

forms and writings as may be necessary and incidental to the aforesaid resolution.”

#### Item 5.

Please Refer Explanatory Statement for confirmation/undertaking pertaining to Special resolution passed in 31st Annual General Meeting under Item no. 6

Date : 15.01.2021

Place : Panchkula

By order of Board  
For VENUS REMEDIES LIMITED  
Sd/-  
(PAWAN CHAUDHARY)  
CHAIRMAN & MANAGING DIRECTOR

#### NOTES

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 31<sup>st</sup> December, 2020 read with Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Extra Ordinary General Meetings (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice have been sent only to those members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company [www.venusremedies.com](http://www.venusremedies.com)
3. The members who have not yet registered their e-mail ids with the Company may mail to the company on [complianceofficer@venusremedies.com](mailto:complianceofficer@venusremedies.com) for registering their e-mail ids on or before 24<sup>th</sup> January, 2021. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
4. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
5. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
6. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the <https://instameet.linkintime.co.in>. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1,000 Members on a first



come first served basis as per the MCA Circulars.

8. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of Link Intime India Private Ltd. to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
9. The facility of e-voting through the same portal provided by of Link Intime India Private Ltd will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e-voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
10. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
11. Members are requested to intimate to the company, change if any, in their registered address at an early date and quote their ledger folio number in all their correspondence.
12. 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.

**The instructions for shareholders voting electronically are as under:**

- The e-voting period commences on 7th February, 2021 (9.00 a.m. IST) and ends on 9th February, 2021 (5.00 p.m IST). The cut off date for determining the eligibility to vote by electronic means or at EGM is 3rd February 2021. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- The voting rights of members shall be in proportion to their share of paid up equity share capital of the company as on the cut off date i.e. 3<sup>rd</sup> February, 2021.

## Instructions for shareholders to vote electronically:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

- **User ID:** Enter your User ID
- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

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

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

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

- Shareholders/members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

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

▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
- After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

• E-voting page will appear.

- Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

- After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click, else to change your vote, click on 'No' and accordingly modify your vote.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character(@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

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

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**Other Instructions:**

- Mr. Prince Chadha, of M/s P. Chadha & Associates, Practicing Company Secretary (Membership No. ACS 32856), has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting, unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, to the Chairman of the Company.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.venusremedies.com](http://www.venusremedies.com) and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- All documents referred in the notice & explanatory statement shall be open for inspection at corporate office of the company upto the date of Extra Ordinary General Meeting during normal business hours on all working days except Saturdays.

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



## Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

- **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

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

i. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on [complianceofficer@venusremedies.com](mailto:complianceofficer@venusremedies.com)

ii. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

iii. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

iv. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

v. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through

the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be

eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

## Annexure

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

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

Please download and install the Webex application by following link <https://www.webex.com/downloads.html/>

### Webex Meetings

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#### Step 1

Double-click the webexapp.msi file you downloaded

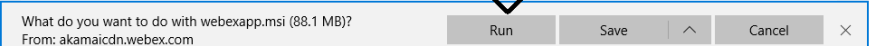
#### Step 2

The Webex Meetings setup wizard will launch. Follow the instructions to set up.

#### Step 3

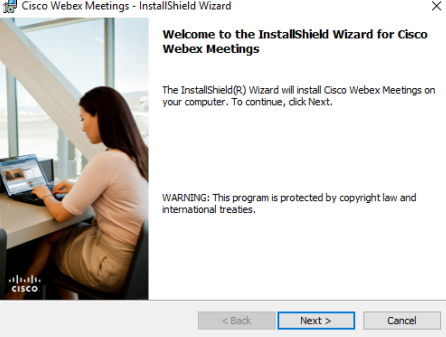
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.



#### Step 1

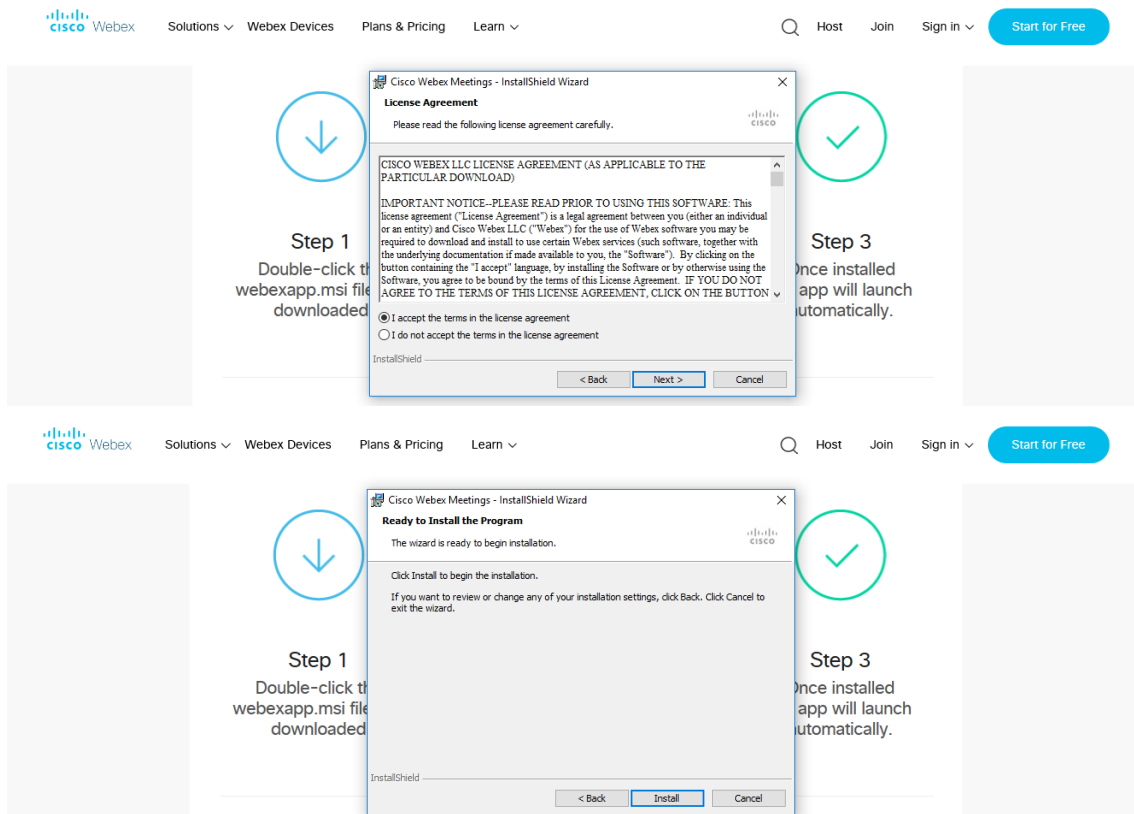
Double-click the webexapp.msi file downloaded



#### Step 3

Once installed the app will launch automatically.

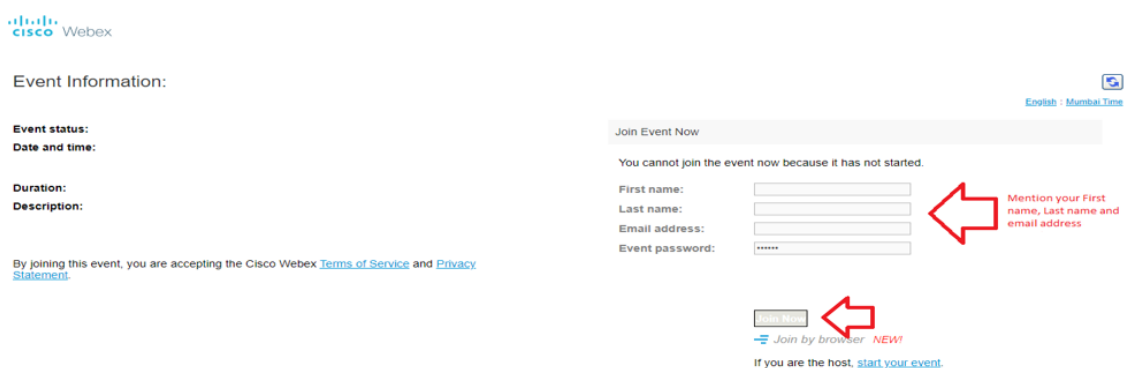
To open the app double-click the Webex Meetings icon on your



Or

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

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
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Date : 15.01.2021  
Place : Panchkula

By order of Board  
For VENUS REMEDIES LIMITED  
Sd/-  
(PAWAN CHAUDHARY)  
CHAIRMAN & MANAGING DIRECTOR

## EXPLANATORY STATEMENT

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

### Item No. 1

The Members at the 30th Annual General Meeting held on 30th day of September, 2019 had re – appointed Mr. Pawan Chaudhary (DIN:00435503) as Managing Director for a period of three years with effect from 13th August 2019.

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.

Being head of the organisation, he oversees the overall activities of the company, formulate plans, policies besides giving overall strategic guidance and directions to the company and board.

Considering the performance exhibited by Mr. Pawan Chaudhary in the challenging market environment, expansion of businesses etc., the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee in its meeting dated 15.01.2021 has revised the remuneration of Mr. Pawan Chaudhary from January 2021 to August, 2022, subject to Schedule V to the Companies Act 2013 and approval of the Members, as per the terms set out herein below:

#### 1. Remuneration:

a) **Salary:** Rs. 120.00 Lac per annum

#### b) **Perquisites and allowances:**

- Home maintenance allowance together with reimbursement of expenses, allowances for utili-

ties such as gas, phone, electricity, water, furnishings & repairs;

- Leave travel concession every year for himself and family;
- Such other perquisites and allowances as per the Rules of the Company and as may be agreed by the Board.

### 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 Section 197 read with 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 is holding 9,87,000 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.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Resolution at Item No. 1 is annexed hereto as Annexure 1. Considering the current market position, your Board recommends the above remuneration for approval of the members.

### Item No. 2

The Members at the 29<sup>th</sup> Annual General Meeting held on 24th day of September, 2018 had re – appointed Mrs. Manu Chaudhary (DIN: 00435834) as



Joint Managing Director for a period of five years with effect from 1st October, 2018 and in 30th Annual General Meeting, members fixed the remuneration for 3 years from 1st August 2019 to 31st July 2022.

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 three decades of experience in pharma manufacturing and research, reflected in a proficiency related to GMP and intellectual property. 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.

Considering the performance exhibited by Mr. Manu Chaudhary in the challenging market environment, expansion of businesses etc. and superseding the resolution passed in 30<sup>th</sup> Annual General Meeting, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee in its meeting dated 15.01.2021 has revised the remuneration of Mrs. Manu Chaudhary from January 2021 to September 2023, subject to Schedule V to the Companies Act 2013 and approval of the Members, as per the terms set out herein below:

### **1. Remuneration:**

**a) Salary:** Rs. 120.00 Lac per annum

**b) Perquisites and allowances:** As per the Rules of the Company and as may be agreed by the Board.

### **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 Resolution at Item No. 2 is annexed hereto as Annexure 1. Considering the current market position, your Board recommends the above remuneration for approval of the members.

### **Item 3**

The Members at the 30th Annual General Meeting held on 30th day of September, 2019 had re – appointed Mr. Peeyush Jain (DIN: 00440361) as Deputy Managing Director for a period of three years with effect from 13th August 2019.

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

Keeping in view, the vast experience of Mr. Peeyush Jain and his outstanding contribution to the Company, the Board of Directors of the company, on recommendation of the Nomination and Remuneration Committee in its meeting dated 15.01.2021 has revised the remuneration of Mr. Peeyush Jain from

January 2021 to August 2022 subject to Schedule V to the Companies Act 2013 and approval of the Members, as per the terms set out herein below:

### **1. Remuneration:**

**a) Salary:** Rs. 72.00 Lac per annum

### **b) Perquisites and allowances:**

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

### **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 Section 197 read with 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 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.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Resolution at Item No. 3 is annexed hereto as Annexure 1. Considering the current market posi-

tion, your Board recommends the above remuneration for approval of the members.

### **Item No. 4**

The Members at the 29th Annual General Meeting held on 24th day of September, 2018 had re – appointed Mr. Ashutosh Jain (DIN: 01336895) as Executive Director for a period of five years with effect from 1st May, 2018 and in 30th Annual General Meeting, members fixed the remuneration for 3 years from 1st August 2019 to 31st July 2022.

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

Keeping in view, the vast experience of Mr. Ashutosh Jain and his outstanding contribution to the Company and superseding the resolution passed in 30th Annual General Meeting the Board of Directors, on the recommendations of the Nomination and Remuneration Committee has revised the remuneration for the period of three years from January 2021 to April 2023 subject to Schedule V to the Companies Act 2013 and approval of the Members, as per the terms set out herein below:

### **1. Remuneration:**

**a) Salary:** Rs. 66.00 Lac per annum

### **b) Perquisites and allowances:**

- Allowances for utilities such as phone, electricity, water;
- Leave travel concession every year for him and

family subject to a maximum of Rs. 1,50,000 per year;

- Such other perquisites and allowances as per the Rules of the Company and as may be agreed by the Board.

### 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. 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 Resolution at Item No. 4 is annexed hereto as Annexure 1. Considering the current market position your Board recommends the above remuneration for approval of the members.

### Item No. 5

#### Confirmation/undertaking/Disclosure pertaining to Special resolution passed in 31st Annual General Meeting under Item no. 6.

Special resolution was passed by the shareholders at the 31<sup>st</sup> Annual General Meeting held on 02nd December 2020 under item no. 6 and approved the issuance of 1025000 warrants to promoters with an

option to convert them into equity shares on preferential basis.

In compliance of Regulation 163(1)(i) of SEBI (Issue of Capital and Disclosure Requirement ) Regulation 2018, company hereby confirm that “Neither the issuer nor any of its promoters or directors is a wilful defaulter as defined in SEBI (ICDR) Regulations, 2018.

The statutory auditors have also certified as per the regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirement) Regulation 2018 that the said preferential issue is being made in accordance with the requirements contained in SEBI (Issue of Capital and Disclosure

### Annexure- 1

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

#### I. GENERAL INFORMATION:

##### (1) Nature of Industry:

Company operates in pharmaceutical Industry.

##### Company information:

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

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

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

turing facilities in Panchkula and Baddi.

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

**(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 Rs. In Crores**

Particular	For the year ended 31st March, 2020 (Audited)	For the year ended 31st March, 2019 (Audited)	For the year ended 31st March, 2018 (Audited)
Total Income	325.94	306.35	356.25
Net Profit/ Loss	(8.22)	(27.11)	(26.58)

**(5) Foreign Investments or collaborations, if any:**

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on 31.03.2020 FPI(s) hold 5000 shares, i.e. 0.04% of the total paid up share capital of the Company.

**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.

**II. INFORMATION ABOUT THE APPOINTEE(S):**

**(2) Past Remuneration:**

Particular	FY 2019-20	FY 2018-19	For FY 2017-18
Salary and Perquisites (Amt. In Rs.)	63.44 lac	63.59 lac	63.73 Lac
Commission	NIL	NIL	NIL
Total	63.44 lac	63.59 lac	63.73 Lac

**(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 over-all strategic guidance and directions to the company and board.

**(5) Remuneration proposed:** The remuneration paid during the tenure of his directorship is detailed herein above under 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 proposed is comparable and commensurate with other organisations/industry of similar type, size and nature.

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

Except the remuneration and perquisites as stated above, Mr. Pawan Chaudhary holds 9,87,000 Shares in the Company in individual capacity. and his relation with Mrs. Manu Chaudhary Joint Managing Director, Mr. Peeyush Jain, deputy Managing Director

**(2) Past Remuneration:**

Particular	FY 2019-20	FY 2018-19	For FY 2017-18
Salary and Perquisites (Amt. In Rs.)	60.45 Lac	60.45 Lac	60.45 Lac
Commission	NIL	NIL	NIL
Total	60.45 Lac	60.45 Lac	60.45 Lac

**(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:**

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. She heads the Research & development of the Company.

& Mr. Ashutosh Jain, Executive Director of the Company, he has no other direct or indirect pecuniary relationship with the Company.

**B) 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 three decades of experience in pharma manufacturing and research, reflected in a proficiency related to GMP. 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.

**(5) Remuneration proposed:**

The remuneration paid during the tenure of three years as mentioned herein above under 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 proposed is comparable and commensurate with other organisations/industry of similar type, size and nature.

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



Except the remuneration and perquisites as stated above, 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.

**C) Mr. Peeyush Jain:**

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

**(2) Past Remuneration:**

Particular	FY 2019-20	FY 2018-19	For FY 2017-18
Salary and Perquisites (Amt. In Rs.)	37.77 Lac	36.91 lac	36.88 Lac
Commission	NIL	NIL	NIL
Total	37.77 Lac	36.91 lac	36.88 Lac

**(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

**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.

**(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.

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

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

**(5) Remuneration proposed:**

The remuneration paid during the tenure of his directorship is detailed herein above under explanatory statement.

**D) Mr. Ashutosh Jain:**

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant**

**(1) Background details:** Mr. Ashutosh Jain is B.A. LL.B. and is associated with the Company since 2003. He heads the Company’s legal, regulatory and adminis-

**(2) Past Remuneration:**

Particular	FY 2019-20	FY 2018-19	For FY 2017-18
Salary and Perquisites (Amt. In Rs.)	33.49 Lac	33.12 Lac	33.12 Lac
Commission	NIL	NIL	NIL
Total	33.49 Lac	33.12 Lac	33.12 Lac

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

**(4) Job profile and responsibility:**

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

**(5) Remuneration proposed:** The remuneration paid during the tenure of his directorship is detailed here-in above under 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 proposed is comparable and commensurate with other organisations/industry of similar type, size and nature.

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

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

**Date : 15.01.2021**

**Place : Panchkula**

**III. OTHER INFORMATION:**

**(1) Reasons of loss or inadequate profits:**

Due to some unforeseen circumstances there was dip in profitability of the company on account of dip in sales, 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 will also strengthen its marketing to improve its sales domestically & internationally. 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.

**(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:**

Remuneration package of the managerial person have been fully described in the explanatory statement as stated above.

For VENUS REMEDIES LIMITED

Sd/-

(PAWAN CHAUDHARY)

CHAIRMAN & MANAGING DIRECTOR

(DIN- 00435503)