



VENUS REMEDIES LIMITED

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

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

CIN: L24232CH1989PLC009705

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 27th Annual General Meeting of Members of the company is scheduled to be held as per following program:

Day : Thursday

Date : 29th September, 2016

Time : 10:00 AM

Venue : Bal Bhawan, Sector 23-B, Chandigarh

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt, with or without modifications, Balance Sheet as on March 31, 2016 and the Profit and Loss Account for the year ended on that date along with the Report of Directors and Auditors thereon;
2. To appoint Mr. Ashutosh Jain (DIN: 01336895) as an ordinary director who retires by rotation and being eligible has offered himself for re-appointment.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"RESOLVED that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on December 30, 2014, the appointment of M/s J.K. Jain & Associates., Chartered Accountants (Firm Registration No. 004025N) as the auditors of the Company to hold office till the conclusion of the 28th AGM to be held in the calendar year 2017 be and is hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

4. Payment 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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of ₹80,000 payable to M/s C.L. Bansal & Associates, cost accountant who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2016-17."

SPECIAL BUSINESS

5. To pass following resolution with or without modification as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the provisions of Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time (hereinafter referred to as "the Regulations") and any other applicable guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws & the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreement and Regulations entered into with the concerned Stock Exchange(s) where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot, upto 9,00,000 warrants of a face value of ₹10 each with an option to convert them fully into equity shares of the company on preferential basis in one or more tranches to Mr. Pawan Chaudhary & Dr. (Mrs.) Manu Chaudhary, promoters of the Company at such price as shall be determined in accordance with SEBI Regulations. These warrants are convertible into equity shares subject to a ceiling limit of 5% of total paid up share capital in a financial year applicable to promoters as under:

9,00,000 warrants will be converted into 9,00,000 equity shares of ₹10 each on or before the financial year ended on 31.03.2019, subject to 18 months from the date of allotment of warrants, whereby above said promoters will hold 46,30,000 equity shares representing 37.51% of total equity (an increase of 4.91% on account of issue of equity shares).

Proposed allottees are:

Sr. No.	Name	PAN	Category	No. of shares
1.	Mr. Pawan Chaudhary	AALPC5452D	Promoters	507000
2.	Dr. (Mrs.) Manu Chaudhary	AALPC5453C	Promoters	393000

RESOLVED FURTHER THAT the proposed allottees shall pay 25% of the total consideration as upfront money before the allotment of the warrants.

RESOLVED FURTHER THAT the warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said warrants is pending on account of pendency of any approval for such allotment by Stock Exchanges, SEBI, any regulatory authority(s) or the State/Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of such approval which ever is later.

RESOLVED FURTHER THAT the warrant holders shall have the option of subscribing for one equity share of ₹10/- each per warrant in one or more tranches at a price determined in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 at any time within 18 months from the date of allotment of the warrants and if the warrant holders opt not to convert the same within the said period, the upfront 25% price shall stand forfeited as per the said Regulations.

RESOLVED FURTHER THAT the Relevant Date for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009 relating to the shares to be issued on preferential basis shall be August 30, 2016 i.e. 30 days prior to Annual General Meeting.

RESOLVED FURTHER THAT the fully convertible warrants and equity shares on conversion of warrants shall be subject to the terms and conditions including but not limited to lock-in in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended time to time and other applicable provisions.

RESOLVED FURTHER THAT the Equity shares issued on conversion of warrants shall be in all respect rank pari-passu with the existing fully paid up equity shares of the Company, including entitlement to dividend.

RESOLVED FURTHER THAT the Equity share to be so allotted shall be in dematerialized form and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide the allotment dates in consonance with the provision of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, the dates of the allotment agreed between the Promoters and the Company, other terms of offer, issue and allotment of the aforesaid equity shares provided that aforesaid equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the equity shares shall be subject to lock-in for such period that may be prescribed under the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the

equity shares to be issued and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the Stock Exchanges, SEBI, the statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares arising there from, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors / Officials of the Company to give effect to this resolution."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Section 197, 198, 200, 201 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company subject to the approval of Central Government, the approval of the members be and is hereby accorded for payment of remuneration including commission, benefits, perquisites and any other allowance or benefit to Mr. Pawan Chaudhary (DIN 00435503), Chairman & Managing Director for the Financial year 2015-2016, payable monthly or otherwise, which in the eventuality exceeded the limit of 5% of net profit of the Company individually & exceeded the overall limit of 10% of the Net Profits of the Company for the Financial year calculated in the manner prescribed under Section 198 of the Act and that any amount paid in excess of the maximum limit so prescribed under Section 197 of the Act, shall be waived.

RESOLVED FURTHER that the Board of Directors/Company Secretary be and are hereby authorized severally to do all such acts, deeds or things, as may be necessary, to give effect to the aforesaid resolution including but not limited to making application for approval of Central Government for payment of remuneration during the Financial year 2015-2016 which exceeded the overall limits prescribed under Section 197 of the Act and for waiver of excess remuneration so paid by making representation and or filing of required applications, returns, forms with Ministry of Corporate Affairs (MCA) and with such other authorities, as may be prescribed, in this regard."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Section 197, 198, 200, 201 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company subject to the approval of Central Government, the approval of the members be and is hereby

accorded for payment of remuneration including commission, benefits, perquisites and any other allowance or benefit to Mrs. Manu Chaudhary (DIN 00435834), Joint Managing Director, for the Financial year 2015-2016, payable monthly or otherwise, which in the eventuality exceeded the limit of 5% of net profit of the Company individually & exceeded the overall limit of 10% Net Profits of the Company for the Financial year calculated in the manner prescribed under Section 198 of the Act and that any amount paid in excess of the maximum limit so prescribed under Section 197 of the Act, shall be waived.

RESOLVED FURTHER that the Board of Directors/ Company Secretary be and are hereby authorized severally to do all such acts, deeds or things, as may be necessary, to give effect to the aforesaid resolution including but not limited to making application for approval of Central Government for payment of remuneration during the Financial year 2015-2016 which exceeded the overall limits prescribed under Section 197 of the Act and for waiver of excess remuneration so paid by making representation and or filing of required applications, returns, forms with Ministry of Corporate Affairs (MCA) and with such other authorities, as may be prescribed, in this regard."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Section 197, 198, 200, 201 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company subject to the approval of Central Government, the approval of the members be and is hereby accorded for payment of remuneration including commission, benefits, perquisites and any other allowance or benefit to Mr. Peeyush Jain (DIN 00440361), Deputy Managing Director for the Financial year 2015-2016, payable monthly or otherwise, which in the eventuality exceeded the limit of 5% of net profit of the Company individually & exceeded the overall limit of 10% of the Net Profits of the Company for the Financial year calculated in the manner prescribed under Section 198 of the Act and that any amount paid in excess of the maximum limit so prescribed under Section 197 of the Act, shall be waived.

RESOLVED FURTHER that the Board of Directors/ Company Secretary be and are hereby authorized severally to do all such acts, deeds or things, as may be necessary, to give effect to the aforesaid resolution including but not limited to making application for approval of Central Government for payment of remuneration during the Financial year 2015-2016 which exceeded the overall limits prescribed under Section 197 of the Act and for waiver of excess remuneration so paid by making representation and or filing of required applications, returns, forms with Ministry of Corporate Affairs (MCA) and with such other authorities, as may be prescribed, in this regard."

9. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Section 197, 198, 200, 201 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force),

Articles of Association of the Company subject to the approval of Central Government, the approval of the members be and is hereby accorded for payment of remuneration including commission, benefits, perquisites and any other allowance or benefit to Mr. Ashutosh Jain (DIN01336895), Executive Director for the Financial year 2015-2016, payable monthly or otherwise, which in the eventuality exceeded the limit of 5% of net profit of the Company individually & exceeded the overall limit of 10% of the Net Profits of the Company for the Financial year calculated in the manner prescribed under Section 198 of the Act and that any amount paid in excess of the maximum limit so prescribed under Section 197 of the Act, shall be waived.

RESOLVED FURTHER that the Board of Directors/ Company Secretary be and are hereby authorized severally to do all such acts, deeds or things, as may be necessary, to give effect to the aforesaid resolution including but not limited to making application for approval of Central Government for payment of remuneration during the Financial year 2015-2016 which exceeded the overall limits prescribed under Section 197 of the Act and for waiver of excess remuneration so paid by making representation and or filing of required applications, returns, forms with Ministry of Corporate Affairs (MCA) and with such other authorities, as may be prescribed, in this regard."

10. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

RESOLVED THAT in partial modification of resolution passed at the 25th Annual General Meeting held on 30th December, 2014 for appointment of Mrs. Manu Chaudhary (DIN: 00435834), Joint Managing Director of the Company and pursuant to the provisions of the section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the schedule V and Companies Rules, 2014 including notifications and amendments thereof subject to the approval of the Central Government and subject to such conditions or modification as prescribed or imposed by the Central Government or any other statutory approval requires, as the case may be, the consent of the members be and is hereby accorded for the payment remuneration maximum upto ₹7,50,000/- per month as the minimum remuneration including the benefits, perquisites and allowances as may be determined by the Board from time to time to Mrs. Manu Chaudhary, Joint Managing Director, in case company has no profits or inadequate profits in any financial year during the three years commencing from 1st April, 2016 keeping other terms unchanged subject to the receipt of the requisite approvals from Central Government or any such other competent authority.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals in relation to the above mentioned resolution and to settle all other matters arising incidental thereto and to sign and execute deeds or any other document, applications may be required on behalf of the Company and do all such acts or deeds as may be required, expedient or incidental for giving effect to this resolution.

11. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

RESOLVED THAT in partial modification of resolution passed at the

25th Annual General Meeting held on 30th December, 2014 for appointment of Mr. Pawan Chaudhary (DIN: 00435503), Managing Director of the Company and pursuant to the provisions of the section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the schedule V and Companies Rules, 2014 including notifications and amendments thereof subject to the approval of the Central Government and subject to such conditions or modification as prescribed or imposed by the Central Government or any other statutory approval requires, as the case may be, the consent of the members be and is hereby accorded for the payment remuneration maximum upto ₹7,50,000/- per month as the minimum remuneration including the benefits, perquisites and allowances as may be determined by the Board from time to time to Mr. Pawan Chaudhary, Managing Director, in case company has no profits or inadequate profits in any financial year during the three years commencing from 1st April, 2016 and keeping other terms unchanged subject to the receipt of the requisite approvals from Central Government or any such other competent authority.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals in relation to the above mentioned resolution and to settle all other matters arising incidental thereto and to sign and execute deeds or any other document, applications may be required on behalf of the Company and do all such acts or deeds as may be required, expedient or incidental for giving effect to this resolution.

12. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

RESOLVED THAT in partial modification of resolution passed at the 25th Annual General Meeting held on 30th December, 2014 for appointment of Mr. Peeyush Jain (DIN: 00440361), Deputy Managing Director of the Company and pursuant to the provisions of the section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the schedule V and Companies Rules, 2014 including notifications and amendments thereof subject to the approval of the Central Government and subject to such conditions or modification as prescribed or imposed by the Central Government or any other statutory approval requires, as the case may be, the consent of the members be and is hereby accorded for the payment remuneration maximum upto ₹ 5,00,000/- per month as the minimum remuneration including the benefits, perquisites and allowances as may be determined by the Board from time to time to Mr. Peeyush Jain, Deputy Managing Director, in case company has no profits or inadequate profits in any financial year during the three years commencing from 1st April, 2016, keeping other terms unchanged subject to the receipt of the requisite approvals from Central Government or any such other competent authority.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals in relation to the above mentioned resolution and to settle all other matters arising incidental thereto and to sign and execute deeds or any other document, applications may be required on behalf of the Company and do all such acts or deeds as may be required, expedient or incidental for giving effect to this resolution.

13. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

RESOLVED THAT in partial modification of resolution passed at the 24th Annual General Meeting held on 30th September, 2013 for appointment of Mr. Ashutosh Jain (DIN: 01336895), Executive Director of the Company and pursuant to the provisions of the section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the schedule V and Companies Rules, 2014 including notifications and amendments thereof subject to the approval of the Central Government and subject to such conditions or modification as prescribed or imposed by the Central Government or any other statutory approval requires, as the case may be, the consent of the members be and is hereby accorded for the payment remuneration maximum upto ₹5,00,000/- per month as the minimum remuneration including the benefits, perquisites and allowances as may be determined by the Board from time to time to Mr. Ashutosh Jain, Executive Director, in case company has no profits or inadequate profits in any financial year during the three years commencing from 1st April, 2016, keeping other terms unchanged subject to the receipt of the requisite approvals from Central Government or any such other competent authority.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals in relation to the above mentioned resolution and to settle all other matters arising incidental thereto and to sign and execute deeds or any other document, applications may be required on behalf of the Company and do all such acts or deeds as may be required, expedient or incidental for giving effect to this resolution.

By order of Board
For VENUS REMEDIES LIMITED

Sd/-
(Pawan Chaudhary)
Chairman & Managing Director

Date: 06.08.2016
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. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (Link Intime India Private Limited) for revalidation and encash them before the due dates.
10. The Register of Members and Share Transfer Books will remain closed from 22st September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
11. 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.
12. 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.
13. The unclaimed dividend amount lying in the unpaid dividend accounts of the respective financial years are as follows. 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
2008-2009	29.09.2016
2009-2010	26.09.2017
2010-2011	29.09.2018
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 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. Members may also note that Annual Report for FY 2015-16 alongwith 27th AGM notice as also available on the Company's website www.venusremedies.com.
16. 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.
17. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 29, 2016 are provided in Annexure of this Notice.
18. 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 Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.
19. 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 cast their vote through e voting may also attend the meeting but can not vote again.

20. The instructions for shareholders voting electronically are as under:

- The e-voting period commences on 26th September 2016 (9.00 a.m. IST) and ends on 28th September 2016 (5.00 p.m. IST). The cut off date for determining the eligibility to vote by electronic means or at AGM is 22nd August, 2016. The e-voting module shall be disabled by CDSL 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 shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to tohelpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to tohelpdesk.evoting@cdslindia.com.

Other Instructions:

- 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.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of 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.
- The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.venusremedies.com and on the website of CDSL www.evoting.cdsl.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 AGM during normal business hours on all working hours except Saturdays.

By order of Board
For VENUS REMEDIES LIMITED

Sd/-
(Pawan Chaudhary)
Chairman & Managing Director

Date: 06.08.2016

Place: Panchkula

EXPLANATORY STATEMENT

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

Item No. 5

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of Chapter VII- "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time:

A. OBJECT OF THE PREFERENTIAL ISSUE:

Object:

The Company is a research based pharmaceutical company & dedicated to develop novel, innovative research products for key unmet medical needs in the field of anti-microbial resistance, oncology, wound care & pain management at par with global quality standards. The company has to invest for constant & perpetual innovation towards exploring novel platform technologies in the form of New Drug Delivery Systems or Targeted drug deliveries and Diagnostic. Therefore, to continue its research programmes, the funds from the proposed issue shall be infused for the Research & Development activities, creation of Intellectual property, for the prospective growth of the Company

besides upgradation, modernization of existing manufacturing facilities to maintain highest quality standards.

B. PROPOSAL OF THE PROMOTERS, DIRECTORS AND KEY MANAGEMENT PERSONS OF THE COMPANY TO SUBSCRIBE TO THE PROPOSED PREFERENTIAL OFFER:

It is proposed to authorise the Board of Directors to issue and allot, upto 9,00,000 warrants of a face value of ₹10 each with an option to convert them fully into equity shares of the company on preferential basis in one or more tranches to Mr. Pawan Chaudhary & Dr. (Mrs.) Manu Chaudhary, promoters of the Company at such price as shall be determined in accordance with SEBI Regulations. These warrants are convertible into equity shares subject to a ceiling limit of 5% of total paid up share capital in a financial year applicable to promoters. Mr. Pawan Chaudhary is holding 6,80,000 equity shares of ₹10/- each & Dr. (Mrs.) Manu Chaudhary is holding 7,50,000 equity shares of ₹10/- each. The proposed allottees have made a proposal to the company for further allotment of 9,00,000 fully convertible warrants. Except the above, none of the directors or key management persons intends to subscribe to the equity shares.

C. SHAREHOLDING PATTERN BEFORE AND AFTER THE PREFERENTIAL ISSUE:

Category	Pre-Issue Equity Holdings		Post-Issue Equity Holdings	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
1) Promoter Holdings				
a. Indian Promoters	3730000	32.60%	4630000	37.51%
b. Foreign Promoters	-	-	-	-
Sub-total (A)	3730000	32.60%	4630000	37.51%
2) Public Holding				
a. Institutional				
Mutual Funds	1200	0.01%	1200	0.01%
Foreign Portfolio Investors	66401	0.58%	66401	0.54%
Financial Institutions/ Bank	39945	0.35%	39945	0.32%
Sub total (B1)	107546	0.94%	107546	0.87%
b. Non Institutional				
Individual	6505151	56.85%	6505151	52.71%
Clearing Members	322752	2.82%	322752	2.62%
Body Corporates	776539	6.79%	776539	6.29%
Sub total (B2)	7604442	66.46%	7604442	61.62%
Sub total (B1)+(B2)	7711988	67.40%	7711988	62.49%
Total (A) +(B)	11441988	100%	12341988	100%

D. PROPOSED TIME OF ALLOTMENT:

In terms of Regulation 74 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, allotment of Equity shares in the present Preferential Issue will be made within a period of 15 days from the date of passing of the aforesaid Resolution, or where any approval is required from SEBI, Stock Exchange(s), Central Govt. or regulatory authorities in a period of 15 days from the date of receipt of such approval, whichever is later. Further, the conversion of the warrants into equity shares at the option of the holders can be made within 18 months from the date of issue/allotment of underlying warrants in one or more tranches.

E. IDENTITY OF THE PROPOSED ALLOTTEES, THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM

Sr. No.	Name of the proposed allottees	Category	Pre issue holding	% to pre issue capital	Post issue holding	%to post issue capital
1.	Mr. Pawan Chaudhary	Promoter	680000	5.94%	1187000	9.61%
2.	Dr. (Mrs.) Manu Chaudhary	Promoter	750000	6.55%	1143000	9.26%

F. CHANGE IN MANAGEMENT:

There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.

G. LOCK IN REQUIREMENTS:

The Equity Shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.

H. AUDITOR' CERTIFICATE:

M/s J.K. Jain & Associates, Chartered Accounts, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009) Regulations, 2009. A copy of the certificate shall be laid before the shareholders at their proposed Annual General Meeting.

I. UNDERTAKING TO RE-COMPUTED PRICE

The Company undertakes that Company shall re-compute the price of the warrants convertible into equity shares, if so required in terms of provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended time to time.

J. UNDERTAKING TO CONTINUE LOCKED-IN TILL THE TIME AMOUNT PAID BY THE ALLOTTEES IN CASE PRICE RE-COMPUTED

The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the said Regulations, the convertible warrants and or equity shares shall continue to be locked-in till such amount is paid by the allottees.

K. No preferential allotment has been made during the year to any person (s).

L. The convertible warrants shall be allotted for cash consideration only

M. RELEVANT DATE:

The relevant date for the purpose of price determination as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 is August 30, 2016 (i.e. 30 days prior to Annual General Meeting.)

N. The Company has obtained income tax Permanent Account Number of the proposed allottees

O. LOCK-IN REQUIREMENTS

The convertible warrants/equity shares on conversion shall be subject to lock-in as per provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended further time to time.

None of the Directors except Mr. Pawan Chaudhary, Dr. (Mrs.) Manu Chaudhary, Mr. Peeyush Jain & Mr. Ashutosh Jain are connected or interested in the resolution.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a Preferential basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under.

Item No. 6 to 13

Mr. Ashutosh Jain, Executive Director was re-appointed for further five years at 24th Annual General Meeting. Mr. Pawan Chaudhary, Managing Director, Mrs. Manu Chaudhary, Joint Managing Director and Mr. Peeyush Jain, Deputy Managing Director were re-appointed for further five years at the 25th Annual General meeting.

The remuneration paid to the directors during financial year 2015-16 in accordance to the terms of the above mentioned appointment is in excess of the limits prescribed as per the section Section 197, 198, 200, 201 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 due to inadequate profits in Financial year 2015-16.

Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, members approval by way of special resolution is required for payment of remuneration to Whole-time Directors in excess of limits prescribed under the Companies Act, 2013, in case of absence or inadequate profits in any financial year.

During the year due to some unforeseen circumstances there was dip in the sales and profitability of the company on account of dip in sales in overseas markets, weak global economy, loss of tenders, stiff competition in generic product market, depreciation of currency of emerging markets combined with dip in the sales in overseas markets continued to impact the performance of the Company. The Company has been making continues efforts to improve its performance and company is pursuing its strategies and making cost reduction initiatives. Results of these efforts and initiatives are likely to come in coming years.

Due to the above circumstances and factors the profitability of the

company reduced and as a result the remuneration of whole time directors exceeded the limits prescribed by the provisions of the Companies Act, 2016 and approval of the Central Government is required.

The Nomination and Remuneration Committee and the Board of Directors have at their meetings held on 28th May, 2016 approved/ ratified/ Waiver of the recovery of excess remuneration paid during the financial year 2015-16 to Whole time directors and the remuneration as may be approved by the Board of Directors from time to time (as the case may be) upto the maximum remuneration to Whole Time Directors as the minimum remuneration in case the company has no profits or the inadequate profits subject to the approval of the shareholders and subject to the approval of the Central Government as may be required.

None of the Directors or key managerial personnel of the Company or their relatives except the aforesaid Executive Directors is / are, in any way concerned or interested in the proposed resolution.

The Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, is given below:

I. GENERAL INFORMATION:

(1) Nature of Industry:

Company operates in pharmaceutical Industry.

Company information:

Venus Remedies Limited originally incorporated on 15th September, 1989. Its registered office located at SCO 857, cabin No. 10, 2nd Floor, NAC, Manimajra, Chandigarh (U.T.)-160101, India.

The Company has three manufacturing locations (two in India at Panchkula and Baddi, one in Germany) with 10 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:

Company is already in Operations. Dealing in manufacturing of Pharmaceuticals since incorporation

(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, 2016 (Audited)	For the year ended 31st March, 2015 (Audited)	For the year ended 31st March, 2014 (Audited)	For the year ended 31st March, 2013 (Audited)
Total Income	402.69	451.87	526.05	461.33
Net Profit	1.20	4.55	60.95	57.14

(5) Foreign Investments or collaborations, if any:

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on 31.03.16. FII's hold 66401 shares, i.e. 0.58% of the total paid up share capital of the Company. Company has a wholly owned foreign subsidiary

II. INFORMATION ABOUT THE APPOINTEE(S):

A) Mr. Pawan Chaudhary:

(1) Background details:

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

(2) Past Remuneration:

Particulars	FY 2015-16	FY 2014-15	For FY 2013-14
Salary and Perquisites	6409380	6391387	6293983
Commission	NIL	NIL	NIL
Total	6409380	6391387	6293983

(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:

A Chartered Accountant 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 organization towards growth. Believing in responsibility delegation, Mr. Chaudhary created a professional team and expects Venus to emerge as a global player across multiple therapeutic segments. He deals with the financial aspects and overall planning of the Company's policies.

(5) Remuneration proposed:

Salary: ₹7,50,000/- Per Month.

Perquisites and allowances: Mr. Pawan Chaudhary shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof, home maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishings & repairs, medical reimbursement, leave travel concession for himself and family, club fees, medical insurance, one car with service of driver to be maintained by the company for official use and such other perquisites & allowances as may be agreed by the Board, subject to a maximum of annual salary. In addition to above he will also be entitled to the following:

- Contribution to Provident Fund as per rules of the company;
- Gratuity at a rate not exceeding half month's salary for each completed year of service;
- Encashment of leave as per rules of the company.

(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 6,80,000 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) Mrs. Manu Chaudhary:

(1) Background details:

Dr. (Mrs.) Manu Chaudhary heads the Research and Development of the Company, backed by qualifications of M.Sc., M.Phil (Genetics) & Ph.D. She also enjoys almost two decades of experience in pharma manufacturing and research, reflected in a proficiency related to GMP/ GLP.

(2) Past Remuneration:

Particulars	FY 2015-16	FY 2014-15	For FY 2013-14
Salary and Perquisites	6044544	5907168	5266080
Commission	NIL	NIL	NIL
Total	6044544	5907168	5266080

(3) Recognition or Awards:

She is instrumental to bring awards and recognition to the company in various fields. Under her leadership and guidance, the company has received more than 100 patents grant for research products, received Best Innovation Award, Best Product Awards and many national & international certification for the company including GLP certification to research centre i.e. Venus Medicine Research Centre.

(4) Job profile and responsibility:

Dr. Chaudhary heads the Research & Development of the Company, she has almost two decades of experience in pharma manufacturing and research, reflected in a proficiency related to Good Manufacturing Practices and Good Laboratory Practices (GMP /GLP). She designed & commissioned the company's world-class manufacturing facility at Baddi in India. She heads the Research & development of the Company.

(5) Remuneration proposed:

Salary: 7,50,000/- Per Month.

Perquisites and allowances: Mr. Manu Chaudhary shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof, home maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishings & repairs, medical reimbursement, leave travel concession for herself & family, club fees, medical insurance, one car with service of driver to be maintained by the company for official use and such other perquisites & allowances as may be agreed by the Board, subject to a maximum of annual salary. In addition to above she will also be entitled to the following:

- Contribution to Provident Fund as per rules of the company;

- Gratuity at a rate not exceeding half month's salary for each completed year of service;

- Encashment of leave as per rules of the company.

(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.

(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 750000 Shares in the Company in individual capacity. and her relation 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 15 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.

(2) Past Remuneration:

Particulars	FY 2015-16	FY 2014-15	For FY 2013-14
Salary and Perquisites	3691943	3595694	3225926
Commission	NIL	NIL	NIL
Total	3691943	3595694	3225926

(3) Recognition or Awards:

Under the guidance Mr. Jain, the company has achieved many milestones in the field of marketing. He is instrumental to bring awards and recognition to the company such, best product awards including national certification for the company

(4) Job profile and responsibility:

Mr. Jain has more than 15 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 Jain also heads the Information Technology & Communication department.

(5) Remuneration proposed:

Salary: ₹5,00,000/- Per Month.

Perquisites & allowances: Mr. Peeyush Jain shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof, home maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishings and repairs, medical reimbursement, leave travel concession every year for him and family subject to a maximum of ₹50,000 per year, club fees, medical insurance, One car with service of driver to be maintained by the company for official use and such other

perquisites & allowances as may be agreed by the Board, subject to a maximum of annual salary.

In addition to above he will also be entitled to the following:

- Contribution to Provident Fund as per rules of the company;
- Gratuity at a rate not exceeding half month's salary for each completed year of service;
- Encashment of leave as per rules of the company.

(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.

(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.

D) Mr. Ashutosh Jain:

(1) Background details:

Mr. Ashutosh Jain is B.A. LL.B., he is associated with the Company since May, 2007 as an Executive Director. He heads the Company's operations and legal affairs. Mr. Jain has executed the combination of quantity with quality that help the company in achieving the demanded sales along with the best quality.

(2) Past Remuneration:

Particulars	FY 2015-16	FY 2014-15	For FY 2013-14
Salary and Perquisites	3311964	3236691	2885418
Commission	NIL	NIL	NIL
Total	3311964	3236691	2885418

(3) Recognition or Awards:

He is instrumental to bring awards and recognition to the company in various fields such as for best manufacturing awards, GMP certifications for the manufacturing facilities of the Company.

(4) Job profile and responsibility :

He heads the Company's operations and legal affairs. Mr. Jain has executed the combination of quantity with quality that help the company in achieving the demanded sales along with the best quality.

(5) Remuneration proposed:

Salary: ₹5,00,000/- Per Month.

Perquisites & allowances: Perquisite and allowances:

Mr. Ashutosh Jain shall be entitled to one car with service of driver to be maintained by the company for official use, mobile phone, provident fund, gratuity, encashment of leave as per rules of the company, leave travel concession every year for him and family subject to a maximum ₹50,000 per year.

In addition to above he will also be entitled to the following:

- Contribution to Provident Fund as per rules of the company;

- Gratuity at a rate not exceeding half month's salary for each completed year of service;

- Encashment of leave as per rules of the company.

(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.

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

Except the remuneration & 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.

III. 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, weak global economy, loss of tenders, stiff competition in generic product market, depreciation of currency of emerging markets combined with dip in the sales in overseas markets continued to impact the performance of the Company.

(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 accredited with Good Laboratory Practices certification & also approved from the Dept. of Scientific & Industrial Research (DSIR), Govt. of India

The Company has been making continues efforts to improve its performance and company is pursuing its strategies and making cost reduction initiatives. 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. The impact of the same will likely to come in coming years.

(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 & the 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.

Details of the directors proposed for re-appointment: Details are the same as mentioned in explanatory statement item 6 to 13.

By order of Board
For VENUS REMEDIES LIMITED

Sd/-

Date: 06.08.2016
Place: Panchkula

(Pawan Chaudhary)
Chairman & Managing Director

This Page Is Intentionally Left Blank



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 27th Annual General Meeting of the Company at Bal Bhawan, Sector-23-B, Chandigarh on Thursday 29th September, 2016 at 10.00 A.M.

Signed this _____ day of 2016

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)



This Page Is Intentionally Left Blank



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 867, 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

or failing him

As my/our proxy to attend and (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Thursday, the 29th September, 2016 at 10.00 am at Bal Bhawan, Sector-23-B, Chandigarh and at any adjournment thereof in respect of such resolutions and are indicated below:

Resolution No.

Signed this day of 2016

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.



This Page Is Intentionally Left Blank

27th Annual General Meeting Venue Map

Bal Bhawan, Sector 23-B, Chandigarh - 160 023

