



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 29th Annual General Meeting of Members of the company is scheduled to be held as per following program:

Day : Monday
Date : 24th September, 2018
Time : 10:30 AM
Venue : The Pelican Hotel, 25/8, Industrial cum Business Park. Phase-2, Chandigarh - 160002, India

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt, with or without modifications, Balance Sheet as on March 31, 2018 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 Mrs. Manu Chaudhary (DIN: 00435834) as an ordinary director who retires by rotation and being eligible has offered herself for re-appointment.

3. 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 Rs. 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 2018-19."

SPECIAL BUSINESS

4. To pass following resolution with or without modification as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act,

2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Vinod Kumar & Associates, Chartered accountants, Delhi, (FRN: 002304N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Prem Garg & Associates, Chartered Accountants.

RESOLVED FURTHER THAT M/s. Vinod Kumar & Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company at a remuneration of Rs.6,00,000/- per annum (Rupees Six Lacs per annum). They shall hold the office of the Statutory Auditors of the Company until the conclusion of the 29th Annual General Meeting.

5. To pass following resolution with or without modification as an ORDINARY RESOLUTION:

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Vinod Kumar & Associates, Chartered accountants, Delhi, (FRN: 002304N) be and are hereby appointed as the Statutory Auditor of the Company, to hold the office for the term of 5 years from the conclusion of 29th Annual General Meeting to the conclusion of 34th Annual General Meeting, at a remuneration of Rs.6,00,000 per annum (Rupees Six lacs per annum).

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby severally

authorized to do such act, deeds and things as may be necessary to give effect to the aforementioned resolution.”

6. To pass following resolution with or without modification as an ORDINARY RESOLUTION:

“RESOLVED THAT” pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act 2013, The consent of the shareholders of the company be and is here by accorded for the re-appointment of Mr. Ashutosh Jain (DIN: 01336895) as an Executive Director (whole time director) of the Company for the period of five years w.e.f. 01.05.2018 upon such terms and conditions with liberty to the Board of Directors to alter and vary the terms & conditions of his appointment and/ or agreement as may be agreed between the Board of Directors and Mr. Ashutosh Jain. Salary: Rs. 276000/- Per month w.e.f. 01.04.2018.

Perquisite and allowances:

In addition to the salary payable he 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 Rs. 50,000 per year.

7. To pass following resolution with or without modification as an ORDINARY RESOLUTION:

“RESOLVED THAT” Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act 2013 the consent of the shareholders of the company be and is hereby accorded for the re-appointment of Mrs. Manu Chaudhary (DIN: 00435834) as the Joint Managing Director (Whole time director) for a period of five years w.e.f 01-10-2018 upon such terms and conditions with liberty to the Board of Directors to alter and vary the terms & conditions of her appointment and / or agreement as may be agreed between the Board of Directors and Mrs. Manu Chaudhary. Salary: Rs. 504000/- per month w.e.f. 01.10.2018.

Perquisites and allowances:

In addition to the salary payable she 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 for herself and family, club fees, medical insurance, such other perquisites and allowances as may be agreed by the Board, subject to a maximum of annual salary.

1. In addition to above she will also be entitled to the following:
2. Contribution to Provident Fund as per rules of the company;
3. Gratuity at a rate not exceeding half month's salary for each completed year of service;
4. One car with service of driver, to be maintained by the company for official use;
5. Encashment of leave as per rules of the company.”

8.To appoint Mr. Pravindra Singh Chauhan (DIN: 08068504) as a Non Executive Independent Director and to consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION.

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Companies Act 2013, Mr. Pravindra Singh Chauhan (DIN: 08068504), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as a Non Executive Independent Director of the Company whose term shall not be subject to retirement by rotation and he shall hold office for a term of 5 (five) years w.e.f. 24th September 2018 to 23rd September 2023 on sitting fees as agreed between him and board of directors.”

**9. Approval of Material Related Party Transactions
To pass following resolution with or without modification as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to provisions of regulation 23(4) of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 and section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 as applicable thereon (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any amendment thereto and subject to such other approvals and sanctions of any authority as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (which term shall include

any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred), to enter into contract(s) /arrangement(s) /transaction(s) including Sale/ Purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees and investment in equity or preference share capital (in the ordinary course of business and on arm's length price) in a single financial year(FY) w.e.f. FY 2018-2019 onwards with Venus Pharma GmbH, Werne Germany, a wholly owned subsidiary within the meaning of the aforesaid clause, and a related party, on such material terms and conditions as may be mutually agreed upon, the value of which either singly or all taken together may exceed ten percent of the annual consolidated turnover of the Company as per audited financial statements of the last financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

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

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

Sd/-
(PAWAN CHAUDHARY)
CHAIRMAN & MANAGING DIRECTOR
(DIN-00435503)

Date: 13.08.2018
Place: Panchkula

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. Proxies in order to be effective should be duly stamped and signed and must be received at the company's registered office not less than 48 hours before the meeting. A blank proxy form is attached herewith for the convenience of members.
4. Members/Proxies are requested to bring their admission slip duly filled in for attending the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be to vote
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. Members are requested to intimate to the company, change if any, in their registered address at an early date and quote their ledger folio number in all their correspondence.
9. The Register of Members and Share Transfer Books will remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
10. As a measure of economy, the Annual Reports will not be provided at the meeting. Members are requested to carry the copy mailed to them.

11. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office/corporate office or the Company's Registrar & Share Transfer Agent (Link Intime India Private Limited) for revalidation and encash them before the due dates.
12. In accordance with the provisions of section 124 of the Companies Act, 2013 and rules made thereunder, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by Central Govt. In terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund), Rules 2016, the Company has uploaded the unclaimed dividend amount lying with the Company on its website.
13. The unclaimed dividend amount lying in the unpaid dividend accounts of the respective financial years are as follow. Investors are requested to encash the unclaimed dividend amount before the expiry of the seven years.

Financial year	Due date of Transfer to Investor Education and Protection Fund
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 the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, with effect from December 5, 2018 transfer of securities shall be in dematerialized form only. Therefore all the physical share holders are advised to dematerialized their securities.

16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Link Intime India Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
17. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
18. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 24, 2018 are provided in Annexure of this Notice.
19. Pursuant to provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended time to time and regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically through e-voting services provided by Link Intime India (P) Ltd. (LI IPL) , on all resolutions set forth in this Notice.
20. The Company is providing the facility of voting through ballot form/paper to shareholder at the meeting. Those shareholders who do not have voted or access to e-voting facility can vote through ballot paper at the meeting. The members who have casted their vote through e voting may also attend the meeting but can not vote again.
- 21 . The instructions for shareholders voting electronically are as under:
 - The e-voting period commences on 21st September 2018 (9.00 a.m. IST) and ends on 23rd September 2018 (5.00 p.m. IST). The e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently. The cut off date for determining the eligibility to vote by electronic means or at AGM is 17th September, 2018.

- 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. 17th September, 2018

Instructions for shareholders to vote electronically:

• Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below: Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.

DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

• **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

• **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Other Instructions:

- (i) Mr. Prince Chadha, of M/s P. Chadha & Associate Practicing Company Secretary (Membership No. ACS 32856), has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- (ii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting, unblock the votes in the presence of 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.
- (iv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.venusremedies.com communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

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

Sd/-
(PAWAN CHAUDHARY)
CHAIRMAN & MANAGING DIRECTOR
(DIN-00435503)

Date: 13.08.2018
Place: Panchkula

EXPLANATORY STATEMENT

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

Item 4 & 5

Pursuant to the provision of the Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Vinod Kumar & Associates, Chartered Accountants were appointed as the Statutory Auditors of the Company for five years, from the conclusion of 29th Annual general meeting to the conclusion of 34th Annual General meeting of the company on the Remuneration of Rs. 6,00,000/- per annum (Rupees Six lacs per annum). M/s Vinod Kumar Associates is having a vast experience in the field of Auditing with the team of highly qualified professionals.

The Board recommends the resolution at Item No.4 & 5 for approval of the members.

Item No. 6

Mr. Ashutosh Jain is B.A. LL.B, is associated with the Company since May 2007 as an Executive Director. Mr. Ashutosh Jain is also on the Board of Sunev Pharma Solutions Limited. He is proposed to be re-appointed as an Executive Director of the Company for a period of 5 years.

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 and reduced litigations. Mr. Jain is also responsible for the management of day to day operations of wholly owned subsidiary of Company, Venus Pharma GmbH, Werne, Germany.

Mr. Jain is not holding any 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 Mr. Peeyush Jain, being related may be deemed to be interested in his appointment.

The Board recommends the resolution at Item No.6 for approval of the members

Item 7

Dr. (Mrs.) Manu Chaudhary heads the Research and

Development and operations of the Company, she is M.Sc., M.Phil (Genetics) and Ph.D. and also enjoys almost two decades of experience in pharma manufacturing and research, reflected in a proficiency related to GMP and USFDA. She designed and commissioned the company's world-class manufacturing facility at Baddi in India. She helped broaden the product portfolio, created a team of proficient scientists and enriched the company's intellectual property. She is proposed to be re-appointed as a Joint Managing Director of the Company for a period of 5 years.

Dr. (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, Mr. Peeyush Jain and Mr. Ashutosh Jain being related may be deemed to be interested in his appointment.

The Board recommends the resolution at Item No.7 for approval of the members.

Item 8

Mr. Pravindra Singh Chauhan, non-executive independent directors of the Company, has given a declaration to the Board that they meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Pravindra Singh Chauhan fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company. Mr. Pravindra Singh Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as Director of the Company. Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs. one lac each. A brief profile of Independent Directors to be appointed, including nature of their expertise given in this Notice. Except Mr. Pravindra Singh Chauhan, being appointee or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 8.

The Board recommends the resolution in relation to the appointment of Mr. Pravindra Singh Chauhan as Independent Directors, for the approval by the shareholders of the Company.

Item No. 9

Pursuant to Sec 188 of the Companies Act 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and regulation 23 (4) of the Listing Regulations, Company is required to obtain prior approval of the members by resolution in case, related Party Transaction exceed such as is specified in the rules/regulations.

However, Pursuant to the Regulation 23(4) of Listing Regulations, approval of shareholders through Resolution is required for all the "material" related party transactions, even if they are entered into the ordinary course of business on an arm's length basis. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or take together with previous transactions during the financial year exceed 10% of the

annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions (in the ordinary course of business and on arm's length price) to be entered into by the Company, together with the transactions already entered into by the Company with Venus pharma GmbH, a wholly owned subsidiary and a related party, during the financial year 2018-19 & onwards are estimated to exceed the 10% of the annual consolidated turnover of the Company on the basis of the audited financial statement of last financial year.

The other related information as envisaged under Companies (meeting of Board and its Powers) Rules, 2014 and any amendments thereto are given herein below:

Name of the related party and nature of relationship.	Venus Pharma GmbH, a wholly owned subsidiary
Name of the director of Key Managerial Personnel interested in any contract or arrangements, if any.	Mr. Pawan Chaudhary Mr. Ashutosh Jain
Nature of relationship	Directors
The nature of the contract and particulars of the contract or arrangement, material terms of contract or monetary value.	Nature: Sale/ Purchase of Goods and Services, Reimbursement of Expenses, Rent, Salary payment, providing corporate guarantees and investment in equity or preference share capital. Duration: Financial year 2018-19 onwards Monetary value: Either singly or all taken together may exceed ten percent of the annual consolidated turnover of the Company as per audited financial statements of the last financial year. Material Terms- As agreed between the parties
Any advance paid or received for the contract or arrangement, if any;	As per industry norms.
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	As per industry norms.
whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	Yes
Any other information relevant or important for the members to take a decision on the proposed resolution.	N.A.

Hence owing to the materiality of the contact(s)/ arrangement(s)/ transaction(s) with Venus Pharma GmbH, a wholly owned subsidiary, the approval of the members is being sought through this resolution.

Profile of Directors proposed to be appointed/re-appointed

Name of Director	Dr.(Mrs.) Manu Chaudhary	Mr. Ashutosh Jain	Mr. Pravindra Singh Chauhan
Date of Birth	26.12.1969	07.05.1977	28.11.1971
Date of original Appointment	10/10/2005	01/05/2007	13/02/2018
Expertise in functional area	Dr. Chaudhary heads the R&D and operations of the Company, she is M.Sc., M.Phil(Genetics) & Ph.D. She also enjoys almost two decades of experience in pharma which is, reflected in a proficiency related to GMP, GLP & USFDA. She designed and commissioned the company's world- class manufacturing facility at Baddi in India. She helped broaden the product portfolio, created a proficient team and enriched company's intellectual property.	A law graduate by qualification, Mr. Ashutosh Jain heads the Legal & Corporate Regulatory Affairs Department, responsible for the International marketing and administration of the company. His legal and public relations acumen addressed critical issues, strengthened coordination with government departments and reduced litigation. Mr. Jain is also responsible for the management of day to day operations of wholly owned subsidiary of Company, Venus Pharma GmbH, Werne, Germany.	Mr. Chahan has a rich experience of 17 years as an Advocate. He is a Member, Punjab & Haryana High Court Bar Association, Chandigarh. He deals in cases pertaining to various branches like Service Matter, Civil Matters, Criminal Matters, Revenue Matters, Writ Petitions, Appeals etc.
Qualifications	M.Sc., M.Phil (Genetics) and Ph.D	LL.B.	B.Sc., LL.B.
Directorships held in other companies (excluding foreign companies)	Sunev Pharma Solutions Limited	Sunev Pharma Solutions Limited	NIL
Committee position held in other companies	NIL	NIL	NIL
No. of shares held:			
(a) Own	1143000	NIL	NIL
(b) For other persons on beneficial basis	NIL	NIL	NIL
Relationship with any Director(s) of the company	Related to Mr. Pawan Chaudhary, Mr. Peeyush Jain and Mr. Ashutosh Jain.	Related to Mr. Pawan Chaudhary, Mrs. Manu Chaudhary and Mr. Peeyush Jain.	NIL

For **VENUS REMEDIES LIMITED**

Sd/-

(PAWAN CHAUDHARY)

CHAIRMAN & MANAGING DIRECTOR

DIN- 00435503

Date: 13.08.2018

Place: Panchkula



VENUS REMEDIES LIMITED

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

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

CIN: L24232CH1989PLC009705

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the Members Attending (In block letters) _____

Full Name of the Proxy (In block letter) _____

(To be fill in if Proxy attends of the Members)

I hereby record my presence at the 29th Annual General Meeting of the Company at The Pelican Hotel, 25/8, Industrial Cum Business Park, Phase-2, Chandigarh-160002 on Monday 24th September, 2018 at 10.30 A.M.

Signed this _____ day of 2018

Ledger Folio No. _____

DP ID* _____

Chlient ID* _____

No. of shares held _____

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form

(Member's / Proxy Sign)



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VENUS REMEDIES LIMITED

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

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L24232CH1989PLC009705
Name of the Company	Venus Remedies Limited
Registered office	SCO 857, 2nd Floor, Cabin No. 10, NAC Manimajra Chandigarh (U.T.) 160101
Corporate office	51-52, Industrial Area, Phase-1, Panchkula, Haryana - 134113
Name of the Member(s)	
Registered address	
E-mail Id	
Folio No. / Client ID	
DP ID	

I / We, being the member(s) of _____ shares of the named company, hereby appoint

1	Name
	Address
	E-mail Id
	Signature

or failing him

2	Name
	Address
	E-mail Id
	Signature

or failing him

3	Name
	Address
	E-mail Id
	Signature

or failing him

As my/our proxy to attend and (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Monday, the 24th September, 2018 at 10.30 am at The Pelican Hotel, 25/8, Industrial Cum Business Park, Phase-2, Chandigarh-160002 and at any adjournment thereof in respect of such resolutions and are indicated below:

Resolution No.

Signed this day of 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office / Corporate Office of the Company, not less than 48 hours before the commencement of the meeting.





VENUS REMEDIES LIMITED

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Corporate Office: 51-52, Industrial Area, Phase-1, Panchkula, Haryana - 134113, India
CIN: L24232CH1989PLC009705

ROUTE MAP TO THE AGM VENUE

