



VRL/SEC/EXCHANGE

18.10.2016

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

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

Sub: Offer letter PAS-4

Dear Sir/Madam,

Pls find enclosed herewith offer letter in form PAS -4 pursuant to preferential issue of warrants to the promoters as approved by the shareholders in Annual General meeting held on 29.09.2016.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,
for VENUS REMEDIES LIMITED.


Neha Kodan
(Company Secretary)

VENUS REMEDIES LIMITED

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

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

Website : www.venusremedies.com
www.vnrcindia.com

email : info@venusremedies.com
CIN No. : L24232CH1989PLC009705

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

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

Unit-V :
VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368, Werne, Germany

FORM NO PAS-4
PRIVATE PLACEMENT OFFER LETTER
[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

VENUS REMEDIES LIMITED

Registered Office: SCO 857, Cabin No. 10, 2nd Floor, NAC, Manimajra, Chandigarh.

CIN: L24232CH1989PLC009705

GENERAL INFORMATION

a.	Name of the Company	Venus Remedies Ltd.		
b.	Address of the Company	Registered Address: SCO-857, cabin no. 10, 2 nd floor, NAC Manimajra, Chandigarh. Corporate Office: Plot: 51-52, Ind. Area, Phase -1, Panchkula, Haryaa.		
c.	Website and other contact details of the Company	<u>www.venusremedies.com</u> Mob: 0172-3933090		
d.	Date of incorporation of the company;	15/09/1989		
e.	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	Pharmaceutical		
f.	Brief particulars of the management of the company	1. Mr. Pawan Chaudhary: CMD 2. Mrs. Manu Chaudhary: JMD 3. Mr. Peeyush Jain: DMD 4. Mr. Ashutosh Jain: ED		
g.	Names, addresses, DIN and occupations of the directors			
	S.N o.	Name	Address	DIN
	1	Mr. Pawan Chaudhary	# 73, Sec-4, Panchkula, Haryana.	00435503
				Occupation
				Business

2	Mrs. Chaudhary	Manu	# 73, Sec-4, Panchkula, Haryana.	00435834	Business
3	Mr. Peeyush Jain		# 879, Sec-12, Panchkula, Haryana.	00440361	Business
4	Mr. Ashutosh Jain		# 106, Sec-25, Panchkula, Haryana.	01336895	Business
h	Management's perception of risk factors;			Being in the pharma industry with the combination of patented and generic products risk factors related to competition and policies frame work is there.	
i.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –			-	
	i) statutory dues;			N.A.	
	ii) debentures and interest thereon;			N.A.	
	iii) deposits and interest thereon;			N.A.	
	iv) loan from any bank or financial institution and interest thereon.			Company's term loans from lenders are under CDR-mechanism	
j.	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;			Neha Kodan, Company Secretary, Ph-0172-3933090	

1. PARTICULARS OF THE OFFER

a.	Date of passing of board resolution	06.08.2016
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities	29.09.2016
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security	Warrants fully convertible into Equity shares
d.	Price at which the security is being offered including	Rs. 10 each face value with Rs.78.77

	the premium, if any, along with justification of the price	premium
e.	name and address of the valuer who performed valuation of the security offered	N.A.
f.	Amount which the company intends to raise by way of securities	9,00,000 warrants fully convertible into equity shares at the rate of Rs. 10 each face value with Rs.78.77 premium
g.	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	N.A.
h.	Proposed time schedule for which the offer letter is valid	Offer will be closed on 17.10.2016
i.	Purposes and objects of the offer	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 continues its research progarmms, 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.
j.	contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Promoters are subscribing to the issue.
k.	Principle terms of assets charged as security, if applicable	N.A.

2. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons	No material interest of the directors and promoters except issue of shares.
ii.	details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.	N.A.
iii.	remuneration of directors (during the current year and last three financial years)	As per annual reports enclosed
iv.	Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans	As per annual reports enclosed

	made or, guarantees given or securities provided	
v.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark	N.A.
vi.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries	N.A.
vii.	Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company	N.A.

3. FINANCIAL POSITION OF THE COMPANY

I. Capital structure of the Company

S.N o.	Particulars	Number of Securities	Description	Aggregate Nominal Value
a.	Authorised Capital	15000000	Equity Shares	150000000
b.	Issued Capital	11441988	Equity Shares	114419880
c.	Subscribed Capital	11441988	Equity Shares	114419880

d.	Paid up Capital	11441988	Equity Shares	114419880	
e.	Size of the Present offer	900000	Equity Shares	9000000	
f.	Paid up Capital (after the offer)	12341988	Equity Shares	123419880	
g.	Share Premium Account (before the offer)	N.A.	N.A.	N.A.	
h.	Share Premium Account (after the offer)	As per SEBI ICDR Regulations, 2009	N.A.	N.A.	
i.	Details of the existing share capital of the Company				
	Date of allotment	Number of shares allotted	Face Value of shares allotted	Price	Form of consideration
	22.04.95	6107400	10	Rs.10 each face value	cash
	20.12.03	300000	10	Rs.10 each face value	cash
	15.06.05	2000000	10	Rs.10 each face value	cash
	25.04.07	23528	10	Rs.10 each face value	cash
	28.01.08	22495	10	Rs.10 each face value	cash
	30.04.09	19868	10	Rs.10 each face value	Cash
	24.04.10	18866	10	Rs.10 each face value	cash
	18.12.10	37137	10	Rs.10 each face value	cash
	30.03.11	600000	10	Rs.10 each face value	cash
	24.08.11	12894	10	Rs.10 each face value	cash

27.02.12	600000	10	Rs.10 each face value	cash
30.03.13	8,00,000	10	Rs.10 each face value	cash
19.06.13	9,00,000	10	Rs.10 each face value	cash

II. Others

S.No	Particulars	2015-16	2014-15	Amt. In Rs. lacs 2013-14
a.	Profit before tax	301.21	203.51	6573.24
b.	Profit after tax	120.37	454.80	6095.02
c.	Dividends declared by the Company	Nil	Nil	Nil
d.	Interest Coverage Ratio	1.08	1.05	3.24

III. Summary of financial position of the Company

BALANCE SHEET

S.No	Particulars	2015-16	2014-15	Amt. In Rs. cr. 2013-14
I.	Equity and Liabilities			
1.	Shareholder's funds			
a.	Share Capital	11.44	11.44	11.44
b.	Reserves and Surplus	432.99	454.79	455.97
c.	Money received against share warrants	NIL	NIL	NIL
2.	Share application money pending allotment	NIL	NIL	NIL
3.	Non - current liabilities			

a.	Long term borrowings	195.45	206.72	143.49
b.	Deferred tax liability	16.59	14.78	17.79
4.	Current liabilities			
a.	Short term borrowings	115.09	115.40	110.08
b.	Trade payables	23.90	25.76	28.14
c.	Other current liabilities	36.63	13.99	54.12
d.	Short- term provisions	1.97	1.91	14.99
	Total	834.05	844.80	836.02
II.	Assets			
1.	Non-current assets			
a.	Fixed Assets			
	-Tangible	264.85	266.29	259.72
	-Intangible	249.04	237.78	224.17
b.	Non- current investment	28.74	28.74	28.74
c.	Long term loans & advances	32.90	51.65	54.98
d.	Deferred tax assets	NIL	NIL	NIL
e.	Other non-current assets	NIL	NIL	NIL
2.	Current assets			
a.	Current investments	NIL	NIL	NIL
b.	Inventories	137.69	140.44	141.46
c.	Trade receivables	53.88	59.37	62.80
d.	Cash and cash equivalents	3.04	3.52	4.38
e.	Short term loans & advances	63.91	57.01	59.77
f.	Other current assets	NIL	NIL	NIL
	Total	834.05	844.80	836.02

IV. Change in significant accounting policies

No significant change in accounting policy during last three financial years.

4. A DECLARATION BY THE DIRECTORS

- a. the company has complied with the provisions of the Act and the rules made thereunder;
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution number 6 dated 06.08.2016 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

On behalf of the Board of Directors

(Company Secretary)

Neha Kodan

(Company Secretary)

Date: 01.10.2016

Place: Panchkula

Attachments:-

- Audited Cash Flow Statement for the 3 years immediately preceding the date of circulation of offer
- Copy of board resolution
- Copy of shareholders resolution

VENUS REMEDIES LIMITED
CASH FLOW STATEMENT

PARTICULARS	(in Lacs)		
	As on 31.03.2016	As on 31.03.2015	As on 31.03.2014
A) CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax & extraordinary items	301.21	203.51	6,573.24
Adjustment for Depreciation	4036.18	4474.08	3,860.90
Interest Expense	33999.39	3487.28	2,766.48
Increase in long term provision for gratuity and leave encashment	0.46	47.00	(40.02)
Adjustment of excess MAT Transferred to General Reserve	(2301.02)	(375.21)	(9.63)
Adjustment reversing effect on profit of non-cash non-operating activities			(34.06)
Exchange Fluctuation	274.6	583.04	(158.00)
Interest Received	(37.44)	(26.04)	(24.55)
Operating Profit before working capital changes	5673.37	8,393.66	10,167.87
Adjustments for increase /decrease in Current Assets	(3292.00)	721.04	(4,101.56)
Decrease / Increase in Current Liabilities/ Provisions	1809.54	(2,438.76)	(810.34)
Net Cash Flow from operating activities (A)	4190.91	6,675.94	5,255.98
B) CASH FLOW FROM INVESTING ACTIVITIES			
Sale/Purchase of Fixed Assets Including Capitalization of Expenses(NET)	(4971.76)	(5,866.64)	(7,586.33)
Increase/ Decrease in Capital work in progress	(46.80)	(872.38)	(1,789.41)
Interest Received	37.44	26.04	24.55
Proceeds from loans and advances	5301.29	(1.62)	(23.78)
Net Cash Flow from Investing Activities (B)	320.17	(6,714.60)	(9,374.96)
C) CASH FLOW FROM FINANCING ACTIVITIES			
proceed from share capital(share premium)	-	-	1819.80
Proceeds from share warrants	-	-	(477.45)
Proceeds from Long Term Borrowing(Net)	(1128.06)	2907.58	1059.41
Proceeds from Short term Borrowing(Net)	(31.32)	532.23	1,439.54
Interest Expense	(3399.39)	(3,487.28)	(2,766.48)
Net Cash from Financing Activities (C)	(4558.77)	(47.47)	3931.30
Net Increase in Cash & Cash Equivalents (A+B+C)	(47.69)	(86.13)	(187.69)
Cash & Cash Equivalents as at 31.03.2015	352.05		
Cash & Cash Equivalents as at 31.03.2016	304.36		
Cash & Cash Equivalents as at 31.03.2014		438.18	
Cash & Cash Equivalents as at 31.03.2015		352.05	
Cash & Cash Equivalents as at 31.03.2013			625.87
Cash & Cash Equivalents as at 31.03.2014			438.18

For Venus Remedies Limited
(Company Secretary)



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS IN THEIR MEETING HELD ON 6TH AUGUST 2016

"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 Rs. 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 Rs.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.) Chaudhary	Manu AALPC5453C	Promoters	393000

VENUS REMEDIES LIMITED

Corporate Office :

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

Regd. Office :

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

Website : www.venusremedies.com

www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC009705

For Venus Remedies Limited

(Company Secretary)

Unit-I :

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

Unit-II :

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

Unit-V :

VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368, Werne, Germany



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 Rs. 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 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

VENUS REMEDIES LIMITED
Corporate Office :
S1-52, Industrial Area, Phase-I, Panchkula (Hry.) 134113, India
Regd. Office :
SCO 857, Cabin No. 10, 2nd Floor, NAC, Marimajra,
Chandigarh (U.T.) 160101, India
Website : www.venusremedies.com
www.vmrindia.com
email : info@venusremedies.com
CIN No : L24232CH1989PLC009705

For Venus Remedies

Unit-I :
S1-52, Industrial Area, Phase-I, Panchkula (Hry.) 134113, India
Tel. : +91-172-3933094, 3933090, 2565577, Fax : +91-172-2565566
Unit-II :
Bhatoli Industrial Estate, Jharmajri EPIP, Phase-I, (Extn.),
Bhatoli Kalan, Baddi (H.P.) 173205, India
Tel. : +91-1795-302100, 302101, 302107, Fax : +91-1795-271272

(Company Secretary)

VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368, Werne, Germany



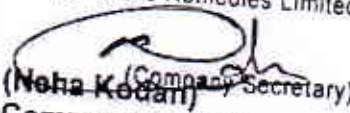
this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the equity shares shall be subject to lock-in for such period that may be prescribed under the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.

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."

//certified true copy
For Venus Remedies Limited

For Venus Remedies Limited


(Noha Kodali)
Company Secretary

VENUS REMEDIES LIMITED

Corporate Office :

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

Regd. Office :

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

Website : www.venusremedies.com

www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC009705

Unit-I :

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

Unit-II :

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

Unit-V :

VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368, Werne, Germany



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDER IN ANNUAL GENERAL MEETING HELD ON 29.09.2016 AT BAL BHAWAB, SECTOR23, CHANDIGARH

"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 Rs. 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 Rs.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

For Venus Remedies Limited

VENUS REMEDIES LIMITED

Corporate Office :

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

Regd. Office :

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

Website : www.venusremedies.com

www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC009705

Unit-I :

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

Unit-II :

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

Unit-V :

VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368, Werne, Germany

(Company Secretary)



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 Rs. 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 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 Requirements) 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

Corporate Office :

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

Regd. Office :

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

Website : www.venusremedies.com

www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC009705

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

Unit II :

Plot Top Industrial Estate, Jharmairi EPIP, Phase-I, (Extn.),
Bhatoli Kalan, Baddi (H.P.) 173205, India

Tel. : +91-1795-302100, 302101, 302107, Fax : +91-1795-271272

(Company Secretary)

VENUS PHARMA GmbH

AM Bahnhof 1-3, D-59368, Werne, Germany



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.

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."

//certified true copy
For Venus Remedies Limited

For Venus Remedies Limited


(Neha Kodari) Secretary
Company Secretary

VENUS REMEDIES LIMITED

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

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

Website : www.venusremedies.com
www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC009705

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

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

Unit-V :
VENUS PHARMA GmbH
AM Bahnhof 1-3, D-59368, Werne, Germany

Form PAS-5

(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014)

Record of a private placement offer to be kept by the company

Name of the Company: Venus Remedies Limited

Registered Office of the company: SCO-857, Cabine No. 10, 2nd Floor, NAC, Manimajra, Chandigarh

CIN: L24232CH1989PLC009705

DETAILS OF PRIVATE PLACEMENT OFFER:

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private placement Offer Letter:- Date of Annual General Meeting 29th September, 2016 (Approval from the shareholders by Special Resolution).

Amount of the Offer: Rs. 05-10 Crores.

Date of circulation of private placement offer letter: 01.10.2016

Following details (in a tabulate statement) of the persons to whom private placement offer letter has been circulated:-

Name	Sh. Pawan Chaudhary	Smt. Manu Chaudhary
Father's Name/ Husband's Name	Late Sh. H.D. Chaudhary	Sh. Pawan chaudhary
Address	#73, Sector 4, Panchkula, Haryana	#73, Sector 4, Panchkula, Haryana
Phone Number	0172-3933090	0172-3933090
Initial of the Officer of the company designated to keep the Record	For Venus Remedies Limited  (Company Secretary)	

For Venus Remedies Limited



(Company Secretary)