



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF VENUS REMEDIES LIMITED IN ITS BOARD MEETING HELD ON JANUARY 10, 2018 AT ITS CORPORATE OFFICE LOCATED AT PANCHKULA, HARYANA.

RESOLVED THAT in connection with the proposed Qualified Institutional Placement of equity shares of the Company of face value Rs. 10/- Each to qualified Institutional Buyers pursuant to provisions of chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (SEBI Regulations), and section 42 of the Companies Act, 2013 as approved by the resolution passed by the board of directors in their meeting dated 22.02.2017 and a special resolution passed by the shareholders of the Company in Extra Ordinary General Meeting dated 21.03.2017 for an amount not exceeding Rs. 20 crores., the Company be and is hereby decide to raise funds by way of issue of Equity shares to Qualified Institutional Buyers within the meaning of Chapter VIII of SEBI Regulations on such terms and conditions as are described hereinafter and as contained in the draft preliminary placement document(s) as placed before the board The drafts preliminary placement document(s) to be executed, including other required documents in connection with the issue.

RESOLVED FURTHER THAT the Placement Document be and is hereby approved and adopted by the Board. Any director and Company Secretary of the Company be and are hereby severally authorized to sign the Placement Document on behalf of the Company.

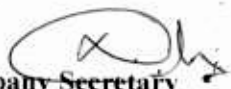
RESOLVED FURTHER THAT the issue be closed on January 10, 2017 after successful receiving the bids in connection with the issue.

RESOLVED FURTHER THAT the board has determined and approved the Issue price in respect of the Issue, is Rs.103.6484 per Equity Shares rounded off to Rs.103.65.

RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to this resolution, including making any corrections, amendments or modifications to the Preliminary Placement Document that may be required and to file Preliminary Placement Document with the Stock Exchanges or any other applicable statutory and/or regulatory authorities, as may be required and to do all such acts, deeds, matters and things and execute all such deeds, documents, instructions and writings, as it may in their absolute discretion deem necessary or desirable in connection with and incidental as the case may be required in connection with the issue.

//Certified to the True Copy

For VENUS REMEDIES LIMITED


Company Secretary

VENUS REMEDIES LIMITED

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