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29.09.16

National Stock Exchange of India Ltd. 5th Floor , Exchange Plaza Bandra (E), Mumbai- 400 051 Code-526953	**Dept. of Corporate Services** The Stock Exchange, Mumbai 25th Floor ,Phiroze Jeejeebhoy Towers Dalal Street Mumbai Symbol- VENUSREM

Sub: Proceedings of Annual General Meeting of Venus Remedies Limited, held on 29th September, 2016 pursuant to Regulation (30) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

The 27th Annual General Meeting of the Company was held on Thursday, 29th September, 2016 at 10:00 a.m. at Bal Bhawan, Sector 23, Chandigarh.

Mr. Pawan Chaudhary being the Chairman of the Board, chaired the proceedings, Mr. Peeyush Jain, Deputy Managing Director, Mr. Ashutosh Jain, Executive Director, Mr. Jagdish Chander, Chairman Audit Committee, Chairman Remuneration & Nomination Committee & Chairman Stakeholder Relationship Committee were present at the meeting. Chairman declared that requisite quorum was present.

Total 55 members attended the meeting and one proxy was lodged with the Company. Representative of Statutory Auditor, Internal Auditors, Secretarial Auditor, Mr. Atul Sood, Corporate Adviser and Neha Kodan, Company Secretary were also present.

Following agenda items were put up for shareholders approval at the meeting:

Ordinary Business:

1. To receive, consider and adopt the audited financial accounts for the year ended on 31st March, 2016.
2. To appoint Mr. Ashutosh Jain(DIN01336895) as an ordinary director who retires by rotation.
3. To ratify the appointment of M/s J.K. Jain & Associates, Chartered Accountants as the Statutory Auditors.
4. To approve the remuneration of M/s C.L. Bansal & Associates, Cost Accountants, the cost accountant of the Company.

Special Business

5. To issue and allot 9,00,000 warrants fully convertible into equity shares of face value of Rs. 10 each to promoters of the Company.

6. To approve the excess remuneration paid to Mr. Pawan Chaudhary (DIN 00435503) Chairman & Managing Director, for the financial year 2015-16 subject to Central Government approval.
7. To approve the excess remuneration paid to Mrs. Manu Chaudhary (DIN 00435834) Joint Managing Director, for the financial year 2015-16 subject to Central Government approval.
8. To approve the excess remuneration paid to Mr. Peeyush Jain (DIN 00440361) Deputy Managing Director, for the financial year 2015-16 subject to Central Government approval.
9. To approve the excess remuneration paid to Mr. Ashutosh Jain (DIN 001336895) Executive Director, for the financial year 2015-16.
10. To approve the minimum remuneration to be payable to Mrs. Manu Chaudhary (DIN 00435834) 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 Subject to Central Government approval.
11. To approve the minimum remuneration to be payable to Mr. Pawan Chaudhary (DIN 00435503) Chairman & Managing Director, in case company has no profits or inadequate profits in any financial year during the three years commencing from 1st April, 2016 Subject to Central Government approval.
12. To approve the minimum remuneration to be payable to Mr. Peeyush Jain (DIN 00440361) 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 Subject to Central Government approval.
13. To approve the minimum remuneration to be payable to Mr. Ashutosh Jain (DIN 001336895) Executive Director, in case company has no profits or inadequate profits in any financial year during the three years commencing from 1st April, 2016 Subject to Central Government approval.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given the Opportunity to exercise their right to vote on resolutions as mentioned in the Notice of AGM through e-voting from Monday, 26th September, 2016 to Wednesday, 28th September, 2016 and a poll was conducted at the AGM. Chairman informed that M/s P. Chadha & Associates, Company Secretaries has been appointed as the Scrutinizer for the e-voting and polling process. Chairman concluded the meeting and said that e-voting and polling results will be declared with in 48 hours of the conclusion of the meeting and results will also be placed on the Company's website.

Thanking you

Yours faithfully,
for VENUS REMEDIES LIMITED

For Venus Remedies Limited

Neha Kodan
(Company Secretary)
(Company Secretary)

VENUS REMEDIES LIMITED

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