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VRL/SEC/EXCHANGE Date:21.08.2026

National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Bandra (E), **Mumbai- 400 051** **Script Code: VENUSREM**	**BSE Limited** 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street **Mumbai** **Script Code: 526953**

Sub.: Alteration of Memorandum and Articles of Association of the company.

Dear Sir/ Madam,

Pursuant to Reg 30 and other applicable regulations of SEBI LODR and with reference to the communication made on 26th May 2026 and 20th July 2026, the members of the Company have approved the Alteration of memorandum and Articles of Association in annual general meeting held on 20th August 2026.

The revision in Memorandum of Association has been done primarily to align the Object Clause with the provisions of the Companies Act, 2013 and to update and suitably align the Main Objects and the Objects Incidental or Ancillary to the Attainment of the Main Objects with the Company's current business practices and proposed business activities. The Object Clause has also been updated to explain the business and ancillary objectives of the Company in clearer and more comprehensive terms. The principal business activities of the Company remain unchanged, and the Company continues to operate in the pharmaceutical sector.

The Adoption of new set of Articles of Association ("AOA") of the Company as per Table-F of Schedule I of Companies Act, 2013.

The brief details of new MOA and the new AOA as required under Regulation 30 read with Para A of Part A of the Schedule III of the Listing Regulations are annexed as Annexure.

Thanking you.
Yours faithfully,
for VENUS REMEDIES LIMITED

Neha Neha Digitally signed by Neha Date: 2026.08.21 12:50:55 +05'30'
(Company Secretary)
M. No. F8374

Annexure

I. Adoption of new set of Memorandum of Association ("MOA") of the Company as per Table-A of Schedule I of Companies Act, 2013, effecting the following modifications and amendments in the existing MOA:

i. Clause III(A) of MOA shall now be titled as 'The Objects to be pursued by the Company on its Incorporation are:' and the following clauses, be inserted in substitution for and to the entire exclusion of the existing clause III(A) of the MOA.

1. To carry on, in India or elsewhere in the world, the business of researching, discovering, developing, formulating, manufacturing, processing, refining, compounding, synthesising, extracting, cultivating, importing, exporting, buying, selling, marketing, distributing, supplying, storing, warehousing, packaging, repackaging, labelling, contract manufacturing, third-party manufacturing, loan licensing, and otherwise dealing in pharmaceutical, biopharmaceutical, biotechnology, healthcare and allied products, including active pharmaceutical ingredients, bulk drugs, intermediates, fine and specialty chemicals, formulations, biologics, biosimilars, vaccines, advanced-therapy, cell and gene therapy products, diagnostic products, medical devices, nutraceuticals, wellness products, veterinary products, cosmetics and personal-care products, and their raw materials, excipients, packaging materials, containers, closures and allied articles.

2. To undertake research, development, testing, analysis, quality assurance, quality control, validation, verification, qualification, calibration, certification, laboratory, regulatory, clinical-research and product-development activities and services in relation to pharmaceutical, biotechnology, healthcare and allied products, including pre-clinical and clinical studies, bioavailability and bioequivalence studies, pharmacovigilance, toxicology, stability studies, technology transfer, process optimisation, scale-up, regulatory submissions and product registrations; and to act as a contract research organisation, contract development and manufacturing organisation and contract manufacturer, subject to applicable laws.

3. To establish, acquire, own, lease, operate and maintain research and development centres, laboratories, pilot plants, manufacturing facilities, warehouses, diagnostic centres, healthcare and wellness facilities and other establishments necessary or incidental to the business of the Company; and to acquire, develop, licence, sublicense, assign, commercialise, transfer technology, franchise and otherwise exploit patents, trademarks, copyrights, know-how, software, databases, artificial-intelligence tools, digital platforms and other intellectual-property rights relating to the Company's business.

4. To establish, own, develop, operate and manage websites, mobile applications, digital platforms and e-commerce channels for the marketing, sale, distribution and delivery of pharmaceutical, healthcare and allied products and services; and to provide related order-management, customer-support, logistics-coordination, data-analytics, patient-support and allied services, subject to applicable laws.

5. To provide, establish, operate and manage, medical, diagnostic, preventive, therapeutic, rehabilitative, wellness, homecare, telehealth, teleconsultation, pharmacy-management and allied healthcare services and facilities, subject to obtaining all required registrations, approvals, licences and permissions under applicable laws.

ii. The title of the Clause III(B) was amended from "The Objects Incidental to the attainment of Main Objects are" to "Matters which are necessary for furtherance of the objects specified in Clause III (A) are".

1. To establish, acquire, lease, open, set up, own, maintain, operate, manage, relocate, transfer, close or discontinue factories, manufacturing facilities, processing units, laboratories, research and development centres, quality control and testing facilities, warehouses, cold chain facilities, distribution centres, depots, hospitals, healthcare institutions, offices, branches, agencies, subsidiaries and other establishments in India or abroad; to apply for, obtain, renew, modify, transfer, surrender or otherwise deal with all licences, registrations, approvals, permits, permissions, authorisations, certifications, accreditations, concessions

and other statutory or regulatory approvals required for the Company or any such establishments; and to do all such acts, deeds and things as may be necessary or incidental for carrying on the business of the Company in accordance with applicable laws.

2. To purchase, acquire, lease, exchange, hire, license, develop, construct, erect, maintain, improve, manage, operate, mortgage, charge, sell, transfer, assign or otherwise deal with any movable or immovable property, land, buildings, factories, warehouses, laboratories, offices, research centres, hospitals, clinics, manufacturing facilities, utilities, plants, machinery, equipment, vehicles and other assets required for carrying on the business of the Company.
3. To acquire, purchase, obtain, register, develop, improve, protect, maintain, renew, license, sublicense, assign, transfer, franchise, commercialize or otherwise deal in patents, patent rights, inventions, copyrights, trademarks, trade names, brands, industrial designs, geographical indications, know-how, trade secrets, confidential information, software, databases, technical information, formulations, manufacturing processes, proprietary technologies, intellectual property rights and similar rights.
4. To enter into any scheme of arrangement, amalgamation, merger, demerger or restructuring and to amalgamate, merge, demerge, or otherwise restructure with any person including firm, limited liability partnership, association of persons, body corporate, foreign company, subsidiaries, associates, joint ventures or any other entity.
5. To apply for, obtain, procure, renew, modify or otherwise deal with any licence, registration, permit, approval, consent, concession, exemption, privilege, authorisation, charter or other right from any Government, statutory, regulatory, local or other competent authority in India or elsewhere, and to take all such steps as may be necessary or expedient for enabling the Company to carry on, extend or efficiently conduct its business or to attain any of its objects, subject to applicable laws.
6. To enter into partnership, joint venture, alliance, or any arrangement, including arrangement of profit sharing, union of interest, reciprocal concessions or co-operation with any person, including firm, body corporate, other entities, whether incorporated or not, whether in India or abroad, carrying on or engaged in, or about to carry on or engage in, any business or transaction, which the Company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company, directly or indirectly and to acquire individually or jointly the securities of any other body corporate having objects altogether, or in part similar, to these objects.
7. To undertake, sponsor, promote, finance or participate in scientific, technical, clinical, medical and commercial research, innovation, pilot projects, product development, technology development, technology transfer, incubation programmes and collaborative research with universities, research institutions, governments, industries or other organizations.
8. To enter into technical collaboration, joint ventures, strategic alliances, consortium arrangements, technology transfer agreements, manufacturing agreements, licensing arrangements, distribution agreements, franchise agreements, marketing arrangements or any other commercial arrangements with any individual, firm, company, institution, government, authority or body in India or abroad.
9. To appoint, engage or act as agents, representatives, brokers, distributors, stockists, franchisees, commission agents, clearing and forwarding agents, Del Credere Agent , consultants, contractors, advertiser, researcher, technicians, counsels and attorneys, service providers or otherwise for the conduct of the Company's business.
10. To establish, maintain and operate laboratories, analytical centres, quality assurance and quality control facilities, testing centres, validation facilities and calibration centres for carrying on the business of the Company.
11. To import, export, purchase, procure, sell, manufacture, process, formulate, package, repackage, label, relabel, transport, store, preserve, warehouse, stock and distribute raw materials, intermediates, active pharmaceutical ingredients (APIs), bulk drugs, formulations, finished goods, excipients, chemicals, biological materials, packaging materials, containers, closures, machinery, equipment, instruments, consumables and all other articles, materials, products and merchandise required for or incidental to the business of the Company.
12. To apply for, obtain, maintain, renew, surrender, transfer and comply with all licences, registrations, approvals, permissions, authorisations, certifications, accreditations, quotas and permits from any governmental, statutory, regulatory or other authority in India or elsewhere.

13. To establish, maintain and operate training centres and conduct educational, technical, professional and skill development programmes for employees, healthcare professionals, researchers, distributors, customers and other stakeholders.
14. To advertise, market, promote, publicize, exhibit, demonstrate, launch, sponsor, create awareness of, brand and commercialize the Company's products and services through seminars, conferences, exhibitions, trade fairs, scientific meetings, continuing medical education (CME) programmes, workshops, digital marketing, promotional campaigns and other lawful means; and to design, manufacture, procure, purchase, distribute or provide promotional materials, product literature, samples (where permitted), educational materials, branded merchandise, promotional merchandise, gifts, mementoes, souvenirs, complimentary articles, point-of-sale materials and other promotional items, subject always to the provisions of applicable laws, rules, regulations, industry codes and ethical standards.
15. To provide consultancy, advisory, technical, managerial, engineering, scientific, regulatory, information technology, quality assurance, project management and other professional services relating to the business of the Company.
16. To acquire, establish, promote or invest in any company, partnership, limited liability partnership, joint venture, trust, society or other entity carrying on activities similar to or ancillary to the business of the Company and to amalgamate, merge or enter into arrangements with such entities, subject to applicable law.
17. To raise funds by the issue of shares, debentures, bonds or other securities, and to borrow or secure the payment of money in such manner as the Company may deem fit, including by creating mortgages, charges, pledges, hypothecation or other security interests over the whole or any part of the Company's assets or properties, present or future, subject to the provisions of the Companies Act, 2013 and other applicable laws.
18. To invest or otherwise deal with the moneys of the Company, including surplus funds and funds not immediately required for the business, in such manner as may from time to time be determined by the Company and to invest in, acquire, subscribe for, purchase, hold, sell, redeem, transfer, assign, pledge, mortgage, endorse, discount, divest or otherwise deal in shares, stocks, debentures, bonds, Government securities, treasury bills, commercial papers, certificates of deposit, fixed deposits, units of mutual funds, exchange traded funds (ETFs), alternative investment funds (AIFs), hybrid securities, marketable securities, derivatives (where permissible), foreign securities and such other financial instruments, securities or investments of every kind or description, whether in India or abroad, for strategic, treasury or investment purposes, subject to the provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, the regulations of the Reserve Bank of India, the Securities and Exchange Board of India and other applicable laws.
19. To open, maintain and operate bank accounts of every description; avail banking facilities; issue, accept, endorse, discount and negotiate negotiable instruments; obtain guarantees, letters of credit, bank guarantees and other financial instruments for the purposes of the Company's business.
20. To borrow, raise or receive money or avail fund based or non-fund based facilities from any bank, financial institution, body corporate or any other person, whether in India or abroad, at interest or otherwise, in such a manner as the Company may think fit, including by way of issuance of securities, with or without any security or charge or encumbrance on the Company's properties.
21. Without prejudice to the generality of the foregoing provisions, to mortgage, hypothecate, pledge or otherwise create any charge, lien, encumbrance or security interest over the whole or any part of the Company's present or future property, assets, undertakings, rights, interests, titles, revenues, profits or uncalled capital, or to transfer or convey the same absolutely or in trust, and to confer upon the mortgagee, charge-holder, pledgee or other secured creditor the power to sell, assign, exchange, lease, licence, create easements, improve, manage, develop, realize, exploit or otherwise deal with or dispose of the whole or any part of the Company's properties, assets, investments, undertakings, rights, concessions and effects in such manner as the Company may deem fit, and to guarantee the performance of contracts, obligations or liabilities of every kind, subject to applicable laws.
22. To insure the Company's assets, properties, business, employees, products, liabilities, directors, officers and other risks with any insurance company or insurer and to recover, receive and deal with insurance claims.
23. To employ, appoint, engage, remunerate, train and retain directors, officers, employees, scientists, medical professionals, consultants, advisors, technicians, researchers and other personnel and to establish

provident funds, gratuity funds, pension schemes, welfare funds, incentive schemes, stock option schemes and other benefit programmes.

24. To institute, defend, compromise, settle or otherwise deal with any legal, arbitration, mediation or other proceedings for the protection or enforcement of the rights, properties, interests and business of the Company.
25. To apply for and participate in any tender, bidding process or registration with Government bodies for the supply of medicines or to otherwise acquire any Government contracts or concessions in relation to the supply of medicines and to undertake and fulfil requirements on being successfully awarded supply contracts.
26. To make donations, grants, subscriptions or contributions for scientific, educational, charitable, social, environmental, healthcare, community development or corporate social responsibility purposes, subject to applicable laws.
27. To create, establish and maintain reserve funds, sinking funds, insurance funds, depreciation funds, replacement funds, repair and maintenance funds or any other special funds as may be considered necessary or expedient for the depreciation, repair, renewal, replacement, extension, improvement, maintenance or preservation of the assets, properties or business of the Company, or as may be required or authorised under applicable laws.
28. To promote the welfare of the present and former employees, directors, officers and other personnel of the Company and their families by establishing, maintaining or contributing to housing, educational, medical, recreational and welfare facilities; and by granting pensions, gratuities, allowances, bonuses, compensation or other benefits, and by establishing or contributing to provident, gratuity, superannuation, pension, welfare or other benefit funds, subject to applicable laws.
29. To guarantee or secure the performance of contracts or obligations, or the payment of money, dividends or interest on any shares, stocks, debentures or other securities of any person, company or other body corporate, or the subscription thereof, where such guarantee is considered likely, directly or indirectly, to further the objects or interests of the Company or its shareholders, subject to applicable laws.
30. To lend or advance money, with or without security, to such persons, companies or other entities, and on such terms as the Company may deem fit, including employees, customers, suppliers and others having business dealings with the Company, and to guarantee or secure the performance of contracts or obligations of any such persons or entities; provided that nothing herein shall authorise the Company to carry on the business of banking or any other activity requiring registration or licence under applicable law.
31. To carry on any other business, activity or undertaking which may, in the opinion of the Company, be conveniently or advantageously carried on in connection with, or ancillary or incidental to, the business which the Company is authorised to carry on, or which is calculated directly or indirectly to enhance the value of, render profitable, support, facilitate or promote the Company's business, assets, properties or rights.
32. To undertake, promote and implement environmental, social and governance (ESG) initiatives, sustainability programmes, renewable energy, energy efficiency, waste management, circular economy, carbon credits, renewable energy certificates, green credits and other environmental initiatives, and to comply with applicable sustainability standards, ESG reporting requirements and other environmental frameworks.
33. To enter into technology transfer, licensing, sub-licensing, in-licensing, out-licensing, co-development, co-marketing, co-promotion, commercialization of intellectual property, contract manufacturing (CMO/CDMO), contract research (CRO) and other strategic, technical, commercial or business collaborations, alliances and arrangements in India or abroad.
34. To undertake warehousing, cold-chain logistics, fulfilment, serialization, track-and-trace services, regulatory affairs, pharmacovigilance, medical writing, dossier preparation, regulatory submissions and other supply chain, regulatory and allied support services for the Company's business and for third parties.
35. To establish, acquire and operate overseas subsidiaries, including step-down subsidiaries, branches, representative offices and other international operations, and to raise capital through domestic or international equity, debt or other permissible instruments in accordance with applicable laws.
36. To undertake all such lawful acts, deeds and things as are incidental or conducive to the attainment of the foregoing Main Objects or any of them.

II. Adoption of new set of Articles of Association (AOA)of the Company as per as per Table-F of Companies Act, 2013.

The existing Articles of Association ("AOA") of the Company were based on the provisions of the Companies Act, 1956. Several clauses therein contained references to the Companies Act, 1956, and certain provisions had become redundant and inconsistent with the Companies Act, 2013 ("the Act"). Accordingly, in order to bring the AOA of the Company in conformity with the provisions of the Act, the entire new set of AOA is substituted with the existing AOA.

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