

26th
ANNUAL REPORT
2014-2015



VENMAX

DRUGS AND PHARMACEUTICALS LTD

(Formerly YENKEY DRUGS AND PHARMACEUTICALS LTD)

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

(Formerly YENKEY DRUGS AND PHARMACEUTICALS LTD)

Corporate Identity Number: L24230TG1988PLC009102

Registered Office: Nama Chemical Industries, Shed No.22, Plot No.84, Phase-I,
IDA Cherlapally, Hyderabad - 500 051. Mobile : +91 9642439090, Fax: 040-20000415
E-mail: venmaxdrugs@gmail.com Website: www.venmaxdrugs.com

Board of Directors

Mr. N.V.Narender	- Chairman cum Managing Director
Mr. N.Krishnaniah	- Director
Dr. A.Ramakrishnaiah	- Director
Mr. I.Seshagiri Rao	- Director
Ms. G.S.V.Divya Jyothi	- Director

1 Appointed on September 03, 2015

2 Resigned on September 03, 2015

3 Appointed on March 31, 2015.

Mr. N.Krishnaiah Chief Financial Officer

1.Appointed as CFO on 09.02.2015 and resigned on 25.08.2015

Statutory Auditors

M/s. Durga Prasad Associates,
401, Vijaya Raghava Chambers,
Chanda Nagar, Hyderabad-500 050
CIN: L24230TG1988PLC009102

Registered Office

Nama Chemical Industries, Shed No.22,
Plot No.84, Phase-I, IDA Cherlapally,
Hyderabad – 500051.

Registrar & Share Transfer Agents

CIL Securities Limited
214, Raghav Ratna Towers
Chirag-ali-lane Abids, Hyderabad-500 001

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of the Company will be held on Wednesday, September 30, 2015 at 11.30 a.m. at Nama Chemical Industries, Shed No.22, Plot No.84, Phase-I, IDA Cherlapally, Hyderabad – 500051, to transact the following business:

Ordinary Business

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss Account for the year ended on that date together with Cash Flow Statements, Auditors' report and the Board Report thereon.
2. To appoint the Statutory Auditors and fix their remuneration. The retiring Auditors M/s.Durga Prasad Associates, Chartered Accountants are eligible for reappointment.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendations of the Audit Committee, M/s. Durga Prasad Associates, Chartered Accountants (ICAI Firm Registration No. 005361S), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 26th Annual General Meeting up to the conclusion of the 31st consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

Special Business

3. To appoint Dr. A.Ramakrishnaiah as an Independent Director

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 Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. A.Ramakrishnaiah (DIN: 01641977) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 31st AGM of the Company.”

4. To regularize and approve the appointment of Mrs. G.S.V.Divya Jyothi as an Independent Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. G.S.V.Divya Jyothi (DIN: 07240964), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Ms. G.S.V.Divya Jyothi for the office of Director be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. G.S.V.Divya Jyothi (DIN: 07240964) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 31st AGM of the Company."

5. To regularize and approve the appointment of Mr. N.Krishnaiah (DIN: 07279009), as Director of the Company

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. N.Krishnaiah (DIN: 07279009), who was appointed as an Additional Director of the Company by the Board of Directors through Circular Resolutions with effect from 03rd September, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Mr. N.Krishnaiah, for the office of Director be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation.

6. Re-appointment of Mr. N.V.Narender as Managing Director of the Company

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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, if required, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. N.V.Narender as the Managing Director of the Company with effect from August 31, 2015 for a period of three years, at such remuneration and on the terms and conditions approved by the Nomination and Remuneration Committee and as set out in the employment contract, details of which are stated in the Explanatory Statement.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid in accordance with the approval of the Central Government.

RESOLVED FURTHER THAT wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/ activity only if the Shareholders so authorizes, then and in that case, this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.

RESOLVED FURTHER THAT all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved and ratified.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government's approval, if any, and to do all things incidental and ancillary thereto."

By Order of the Board of Directors
for **Venmax Drugs and Pharmaceuticals Limited**

Place: Hyderabad
Date: 05.09.2015

N.V.Narender
Chairman

Notes

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
3. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Annual General Meeting is enclosed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Members and Share Transfer Books will remain closed from Saturday, September 26, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of Annual Closing.
9. Members whose shareholding is in electronic mode are requested to update the change of address, email ids and change in bank account details, if any with the respective Depository Participant(s).
10. With a view to using natural resources responsibly, we request the shareholders to update respective email addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.
11. The Annual Report 2014-15 is being sent through electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
12. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository

Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

13. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the remote e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cut-off date (record date) i.e., (Wednesday, September 23, 2015), may cast their votes electronically.

Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s B S S and Associates Company Secretaries, C/o CIL Securities Limited 214, Raghav Ratna Towers Chirag-ali-lane Abids, Hyderabad-500 001 not later than Friday, September 26, 2015 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to venmaxdrugs@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach CIL Securities Limited

214, Raghav Ratna Towers Chirag-ali-lane Abids, Hyderabad-500 001 not later than Friday, September 26, 2015 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Sunday, September 27, 2015 at 9.00 a.m. IST and ends on Tuesday, September 29, 2015 at 5.00 p.m. IST. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Wednesday, September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com during the voting period

- iii. Click on "Shareholders" tab.
- iv. Now, select the "Company Name: Venmax Drugs and Pharmaceuticals Limited" from the drop down menu and click on "SUBMIT"
- v. Now Enter your User ID,
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)*</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with sequence number 1 then enter SA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction "v".

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant Venmax Drugs and Pharmaceuticals Limited EVSN

Reference No: 150908091 on which you choose to vote.

- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
 - ❖ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The e-voting period commence on Sunday, September 27, 2015 at 9.00 a.m. IST and ends on Tuesday, September 29, 2015 at 5.00 p.m. IST. During this period, member of the company holding share either in physical form or in dematerialize form as on Wednesday, September 23, 2015 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on Wednesday, September 23, 2015.
- iii. M/s B S S and Associates, Company Secretaries, have been appointed as the scrutinizer to scrutinize the voting and remote e-voting process and voting through ballot in a fair and transparent manner
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make,

not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declare the result of the voting forthwith.

- v. The results declared along with the scrutinizers report shall be placed on the company website and with the website of CDSL within two days of passing of resolutions at the 26th AGM of the company on September 30, 2014 and communicated to the BSE Limited where the share of the company are listed.
14. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report 2014-15 is available on the Company's website,. Members who require physical copies may write to us at venmaxdrugs@gmail.com
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
16. All documents referred to in this Notice are available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
17. Members are requested to bring their copy of Annual Report to the Meeting.

Annexure to the Notice

Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting of the Company (Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Name of the Director	Dr. A.RAMAKRISHNAIAH	G.S.V.Divya Jyothi
Date of Birth	01/07/1948	01/08/1990
Date of Appointment	December 31, 2005	March 31, 2015
Qualification	MVSC	M Pharmacy
Expertise in specific functional areas	35	2
List of other Companies in which he is a Director	NIL	NIL
Chairman / Member of the Committees of other Companies in which he is a Director	NIL	NIL
Shareholding in the Company	NIL	NIL

(b) Appointment of Managing Director

Name of the Director	NUKA VENKAT NARENDER
Date of Birth	17/01/1960
Date of Appointment	28/09/1988
Qualification	M.Tech
Expertise in specific functional areas	25 years
List of other Companies in which he is a Director	SYNTHO CHIRALS PRIVATE LIMITED
Chairman / Member of the Committees of other Companies in which he is a Director	NIL
Shareholding in the Company	9,18,925 Equity shares (17.54 %)