

30th
ANNUAL REPORT
2018-19



VENMAX
DRUGS AND PHARMACEUTICALS LIMITED

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Raj Kumar Rai : Managing Director [DIN: 00009207]
Mr. N.V.Narender : Executive Director [DIN:01641941]
Mr. N.Krishnaiah : Non- Executive Director [DIN:07279009]
Dr. A.Ramakrishnaiah : Independent Director [DIN: 01641977]
Ms. G.S.V.Divya Jyothi : Independent Director [DIN: 07240964]

CHIEF FINANCIAL OFFICER: Mr. Ram Chandra Alladi

REGISTERED OFFICE:

H.No.1-140, Rajeswari Ware House,
Opposite to Sri Convention, Kompally, Quthbullapur,
Hyderabad, Telangana- 500055
Ph. No: 9550101503
Email: venmaxdrugs@gmail.com
Website: venmaxdrugs.com

CORPORATE IDENTITY NUMBER:L24230TG1988PLC009102

STATUTORY AUDITORS:

NSVR & Associates LLP,
Chartered Accountants,
Hyderabad

SECRETARIAL AUDITORS:

S S Reddy & Associates,
Practicing Company Secretaries,
Hyderabad

AUDIT COMMITTEE:

Dr. A.Ramakrishnaiah - Chairman
Mr. Rajkumar Rai - Member
Ms. G.S.V.Divya Jyothi - Member

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

NOMINATION & REMUNERATION COMMITTEE:

Dr. A. Ramakrishnaiah - Chairman
Mr. N. Krishnaiah - Member
Ms. G.S.V.Divya Jyothi - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Ms. G.S.V.Divya Jyothi - Chairman
Dr. A. Ramakrishnaiah - Member
Mr. N.V Narender - Member

REGISTRAR & SHARE TRANSFER AGENTS:

CIL Securities Ltd.
214, Raghavaratna Towers,
Chirag Ali Lane,
Hyderabad 500 001.
Ph.No. (040)23202465/66612093,
Fax.(040) 23203028

LISTED AT	:	BSE Limited
ISIN	:	INE154G01022
WEBSITE	:	www.venmaxdrugs.com
INVESTOR E-MAIL ID	:	venmaxdrugs@gmail.com

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Shareholders of **Venmax Drugs and Pharmaceuticals Limited** will be held on Monday, 30th day of September 2019 at 4.30 P.M. at registered office of the Company at H.No.1-140, Rajeswari Ware House, Opposite to Sri Convention, Kompally, Quthbullapur, Hyderabad- 500055, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr.N. Krishnaiah (DIN: 07279009), who retires by rotation and being eligible, offers himself for re-appointment.
3. TO APPOINT AUDITORS AND FIX THEIR REMUNERATION.

To consider and if though fit to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. NSVR& Associates LLP Chartered Accountants, (ICAI Firm Registration Number 008801S) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2024 on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors”

“FURTHER RESOLVED THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

FOR VENMAX DRUGS AND PHARMACEUTICALS LIMITED

Sd/-

RAJ KUMAR RAI

MANAGING DIRECTOR

(DIN: 00009207)

PLACE: HYDERABAD

DATE: 12.08.2019

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement in respect of item No.3 of the Ordinary business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2019 to 30.09.2019 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. **CIL Securities Ltd**)
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
11. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to **CIL Securities Limited.**, Share Transfer Agents of the Company for their doing the needful.
12. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

16. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.
17. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.venmaxdrugs.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: venmaxdrugs@gmail.com

18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2019 at (9.00 a.m.) and ends on 29th September, 2019 at (5.00 p.m.). During this period

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019., may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders
- (iii) 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.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. 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.
 - f. If you are a first time user follow the steps given below:

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

	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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 (iv).

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Venmax Drugs and Pharmaceuticals Limited> on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xv) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 a 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.