

Prince Chadha
B.Com, ACS

P. Chadha & Associates
Company Secretaries
House No. 48, Sector 41-A
Chandigarh – 160036

Phone (R) 0172 – 4635839, (M) 7508635880, E – mail: - prince.chadha88@gmail.com

FORM No. MGT-13
SCRUTINIZER'S REPORT

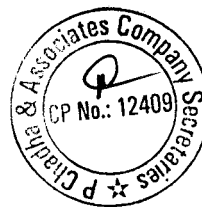
(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
Venus Remedies Limited
(CIN: CIN: L24232CH1989PLC009705)
Regd. Office: SCO-857, 2nd Floor
C No. 10, NAC Manimajra,
Chandigarh.

Poll at 25th Annual General Meeting of the equity shareholders of the Venus Remedies Limited held on December 30, 2014 at Bal Bhawan, Sector 23B, Chandigarh.

I, Prince Chadha, Practicing Company Secretary in Practice, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s) at the 25th Annual General meeting of the Equity Shareholders of Venus Remedies Limited, held at 10:00 AM on Tuesday, the 30th day of December, 2014 at Bal Bhawan, Sector 23-B, Chandigarh, submit our report as under.

1. After the fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
3. I did not find any poll papers invalid.
4. The results of the poll are as under:



(a) Item No. 1

To receive, consider and adopt, with or without modifications, Balance Sheet as on March 31, 2014 and the Profit and Loss Account for the year ended on that date along with the Report of Directors and Auditors thereon.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(b) Item No. 2

To appoint Mr. Peeyush Jain (DIN: 00440361) as an ordinary director who retires by rotation.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(c) Item No. 3

To appoint M/s J.K. Jain and Associates, Chartered Accountants as statutory auditors of the Company till the conclusion of the 28th AGM of the Company to be held in the year 2017.

(i) Voted in favour of the resolution

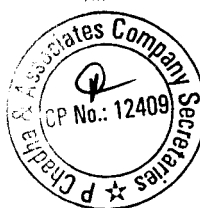
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(d) Item No. 4

To ratify the remuneration of M/s G.L. Bansal and Associates, cost accountant of the company.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(e) Item No. 5

To appoint Mrs. Manu Chaudhary (DIN: 00435834) as Joint Managing director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(f) Item No. 6

To appoint Mr. Peeyush Jain (DIN:00440361) as Deputy Managing director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(g) Item No. 7

To appoint Mr. Pawan Chaudhary (DIN: 00435503) as Managing Director of the Company for five years.

(i) Voted in favour of the resolution

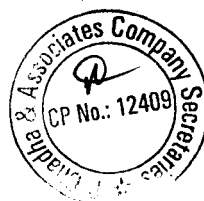
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(h) Item No. 8

To appoint Mr Rupinder Tewari (DIN: 07009485) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(i) Item No. 9

To appoint Mr Jagdish Chander (DIN: 00444226) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(j) Item No. 10

To appoint Dr. Suresh Kumar Chadha (DIN: 00449766) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(k) Item No. 11

To appoint Dr. Gilbert Wenzel (DIN: 01492035) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

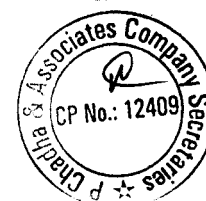
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



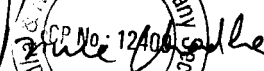
5. A Compact Disc (CD) containing the list of Equity Share Holders who voted "For" and "Against" for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

For P. Gupta & Associates

Company Secretaries



Prince Chadha

M.No. A32856

CP No. 12409

Place :Chandigarh

Dated: 30.12.2014

Prince Chadha
B.Com, ACS

P. Chadha & Associates
Company Secretaries
House No. 48, Sector 41-A
Chandigarh – 160036

Phone (R) 0172 – 4635839, (M) 7508635880, E – mail: - prince.chadha88@gmail.com

COMBINE SCRUTINIZER REPORT FOR E-VOTING & POLL VENUS REMEDIES LIMITED

To,
The Chairman,
Venus Remedies Limited

Sub: Passing of Resolution through E-Voting AND Poll conducted at the Annual General Meeting ('AGM') of the Members of the Venus Remedies Limited ('the company') held on December 30, 2014 at 10.00 am at Bal Bhawan, Sector 23-B, Chandigarh.

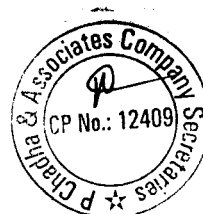
I, Prince Chadha, Proprietor of P. Chadha & Associates, Company Secretaries hereby submit combined Scrutinizer Report on E-Voting AND Poll conducted at the AGM of the Company held on December 30, 2014.

The Board of Directors of the Company at their meeting held on 14th November, 2014 have appointed me as the Scrutinizer for the e-voting held between December 23, 2014 at 09.00 A.M. to December 25, 2014 at 5.00 P.M. and the Chairman of the AGM has appointed me as the Scrutinizer for the Poll held at the AGM of the Company on the December 30, 2014.

The Company has appointed Central Depository Services (India) Limited as the Service Provider for providing the facility of electronic voting to Shareholders of the Company from Tuesday December 23, 2014 at 09.00 A.M to Thursday December 25, 2014 at 5:00 p.m. The e-voting results were unblocked by me on December 27, 2014 after closing of e-voting in the presence of two witnesses. For further details kindly refer my scrutinizer's Report dated December 27, 2014 attached herewith.

At the AGM of the Company held on December 30, 2014, the Chairman of the Company had called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's Report in Form MGT 13 dated December 30, 2014

The results of E-voting together with Poll were passed with requisite majority, the details of the same are as under:



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P. Chadha & Associates

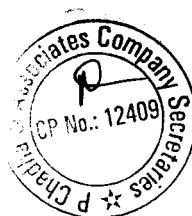
Company Secretaries

House No. 48, Sector 41-A

Chandigarh – 160036

Phone (R) 0172 – 4635839, (M) 7508635880, E – mail: - prince.chadha88@gmail.com

Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes cased in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
1	To receive, consider and adopt, with or without modifications, Balance Sheet as on March 31, 2014 and the Profit and Loss Account for the year ended on that date along with the Report of Directors and Auditors thereon.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0
2	To appoint Mr. Peeyush Jain (DIN: 00440361) as an ordinary director who retires by rotation.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0
3	To appoint M/s J.K. Jain and Associates, Chartered Accountants as statutory auditors of the Company till the conclusion of the 28th AGM of the Company to be held in the year 2017.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0



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P. Chadha & Associates

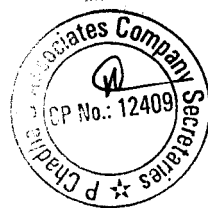
Company Secretaries

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Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes casted in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
4	To ratify the remuneration of M/s C.L. Bansal and Associates, Cost accountant of the company.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0
Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes casted in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
5	To appoint Mrs. Manu Chaudhary (DIN: 00435834) as Joint Managing director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0
Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes casted in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
6	To appoint Mr. Peeyush Jain (DIN: 00440361) as Deputy Managing director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0



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P. Chadha & Associates

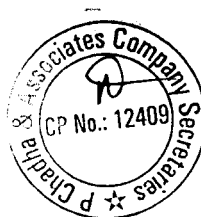
Company Secretaries

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Phone (R) 0172 – 4635839, (M) 7508635880, E – mail: - prince.chadha88@gmail.com

Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes cased in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
7	To appoint Mr. Pawan Chaudhary (DIN: 00435503) as Managing Director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0
8	To appoint Mr Rupinder Tewari (DIN 07009485) as Independent Director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0
9	To appoint Mr Jagdish Chander (DIN: 00444226) as Independent Director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0



Prince Chadha
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P. Chadha & Associates

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House No. 48, Sector 41-A

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Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes cased in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
10	To appoint Dr. Suresh Kumar Chadha (DIN: 00449766) as Independent Director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0
Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes cased in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
11	To appoint Dr. Gilber Wenzel (DIN:01492035) as Independent Director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		Total	4222	100	0	0	0

I hereby confirm that I am maintaining the Registers in respect of the votes cast through E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,

Yours Faithfully,
P. Chadha & Associates
Company Secretaries


CP No.: 12409
(Prince Chadha)
M.No. 7A84856
CP No. 12409

Place: Chandigarh

Date: 30.12.2014

**REPORT OF SCRUTINIZER
[E-VOTING]**

[Pursuant to Clause 35B of Listing Agreement and pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration Rules, 2014)]

To, The Chairman
Venus Remedies Limited
(CIN: L24232CH1989PLC009705)
Regd. Office SCO-857, 2nd Floor
C No. 10, NAC Manimajra,
Chandigarh

Reg.: E-voting for resolutions proposed in the Notice of Annual General Meeting ('AGM') of the Members of the Venus Remedies Limited ('the company') scheduled to be held on December 30, 2014 at 10.00 am at Bal Bhawan, Sector 23-B, Chandigarh.

Dear Sir,


I, Prince Chadha, Proprietor of P. Chadha & Associates, Company Secretaries, Chandigarh, was appointed as the Scrutinizer for E-Voting process for the Annual General Meeting ('AGM') of the Equity Shareholders of "Venus Remedies Limited" ('the company') to be held on Tuesday December 30, 2014 at 10:00 A.M. at Bal Bhawan, Sector – 23-B, Chandigarh in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per Clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolution referred to in this report.

We submit our report as under:

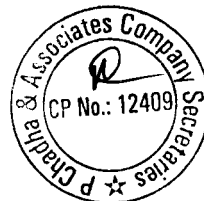
1. The E-Voting period remained open from 09:00 a.m. on Tuesday December 23, 2014 to 5:00 p.m. on Thursday December 25, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as December 06, 2014 who were entitled to vote on the proposed 11 (Eleven) resolution as mentioned in the Notice of the AGM of the company [Item Number 1 (One) to 11(Eleven) of the Notice of the AGM of the company].
3. The votes were unblocked on December 27, 2014 around 1:00 p.m. in the presence of two witnesses, namely, Mr. Vikas Garg and Mr. Subhash Chandra who are not in employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

(..........)
VIKAS GARG

(..........)
Subhash Chandra

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of Central Depository Services(India) Limited (<https://www.evotingindia.com/>).
5. The result of the e-voting is as under:



(a) Item No. 1

To receive, consider and adopt, with or without modifications, Balance Sheet as on March 31, 2014 and the Profit and Loss Account for the year ended on the

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(b) Item No. 2

To appoint Mr. Peeyush Jain (DIN: 00440361) as an ordinary director who retires by rotation

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(c) Item No. 3

To appoint M/s. J. K. Jain and Associates, Chartered Accountants as statutory auditors of the Company till the conclusion of the 28th AGM of the Company to

(i) Voted in favour of the resolution

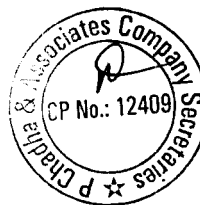
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(d) Item No. 4

To ratify the remuneration of M/s C.L. Bansal and Associates, cost accountant of the company.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(e) Item No. 5

To appoint Mrs. Manu Chaudhary (DIN: 00435834) as Joint Managing director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(f) Item No. 6

To appoint Mr. Peeyush Jain (DIN: 00440361) as Deputy Managing director of the Company for five years.

(i) Voted in favour of the resolution

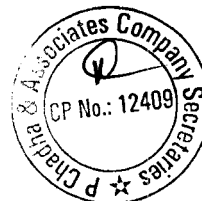
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(g) Item No. 7

To appoint Mr. Pawan Chaudhary (DIN: 00435503) as Managing Director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(h) Item No. 8

To appoint Mr. Rupinder Tewari (DIN: 07009485) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(i) Item No. 9

To appoint Mr. Jagdish Chander (DIN: 00444226) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(j) Item No. 10

To appoint Dr. Suresh Kumar Chadha (DIN: 00449766) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

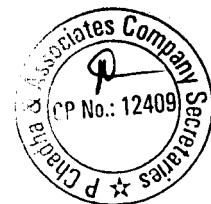
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them



0	0
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(k) Item No. 11

To appoint Dr. Gilbert Wenzel (DIN: 01492035) as Independent Director of the Company for five years.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Place : 27.12.2014
Dated: Chandigarh

Thanking You,
For P. Chadha & Associates
Company Secretaries
P. Chadha
CP No. 12409
P. Chadha
M. No. A32856
CP No. 12409