

Prince Chadha
B.Com, ACS

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

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FORM No. MGT-13
SCRUTINIZER'S REPORT

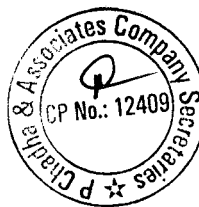
(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014

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

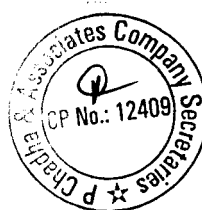
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(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

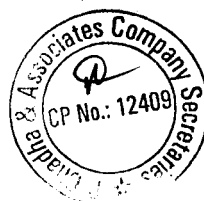
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	2987	100

(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



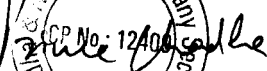
5. A Compact Disc (CD) containing the list of Equity Share Holders who voted "For" and "Against" for each resolution is enclosed.

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. Chaudha & Associates

Company Secretaries

CP No. 12409

Prince Chadha

M.No. 432856

CP No. 12409

Place :Chandigarh

Dated: 30.12.2014