

**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.

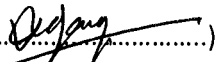
Dear Sir,

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:

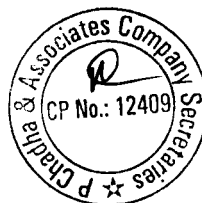
1. The E-Voting period remained open from 09:00 a.m. on Tuesday December 23, 2014 to 5:00 p.m. on Thursday December 25, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as December 06, 2014 who were entitled to vote on the proposed 11 (Eleven) resolution 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

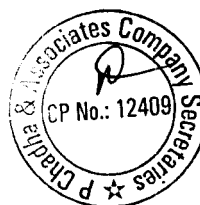
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(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

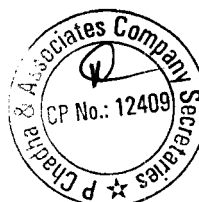
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(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

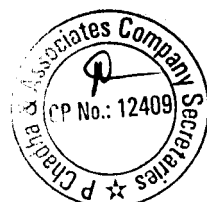
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1235	100

(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
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0	0
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(k) Item No. 11

To appoint Dr. Gilber 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

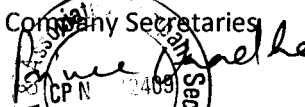
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(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

CP N 12409
P. Chadha
M. No. A32856
CP No. 12409