



VRL/SEC/EXCHANGE

22.03.2017

National Stock Exchange of
India Ltd.
5th Floor, Exchange Plaza
Bandra (E),
Mumbai- 400 051

Dept. of Corporate Services
The Stock Exchange, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai

Sub.: Outcome of Voting of EGM held at 21.03.2017

Dear Sir/ Madam,

Please find enclosed herewith the voting results of the business as per the notice of EGM held on 21.03.2017, which has been exercised by the members through e-voting and ballot paper at EGM. The report of M/s P. Chadha & Associates, Company Secretaries, Chandigarh, who were appointed as the scrutinizer, are also enclosed herewith.

We wish to inform you that the all agenda items of agenda have been approved by the members by overwhelming majority.

Thanking you.

Yours faithfully,
for **VENUS REMEDIES LIMITED**
For Venus Remedies Limited


(Company Secretary)

VENUS REMEDIES LIMITED

Corporate Office :

51-52, Industrial Area, Phase-I, Panchkula (Hry.) 134113, India

Regd. Office :

SCO 857, Cabin No. 10, 2nd Floor, NAC, Manimajra,
Chandigarh (U.T.) 160101, India

Website : www.venusremedies.com

www.vmrindia.com

email : info@venusremedies.com

CIN No. : L24232CH1989PLC000705

Unit-I :

51-52, Industrial Area, Phase-I, Panchkula (Hry.) 134113, India
Tel. : +91-172-3933094, 3933090, 2565577, Fax : +91-172-2565566

Unit-II :

Hill Top Industrial Estate, Jharmajri EPIP, Phase-I, (Extn.),
Bhatoli Kalan, Baddi (H.P.) 173205, India
Tel. : +91-1795-302100, 302101, 302107, Fax : +91-1795-271272

Unit-V :

VENUS PHARMA GmbH

Date of AGM

Total Number of shareholders on record date

21.03.2017

No. of shareholders present in the meeting either in person or through proxy:

20562

Promoters & Promoter Group

3

43 in person

NIL

Public:
No. of shareholders attended the meeting through video conferencing:
Promoters & Promoter Group:

NIL

Agenda-wise Disclosure

Resolutions Required: (Ordinary or Special)

To create, offer, issue and allot Equity Shares through a Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIB") upto an amount of Rs. 25 crores (Rupees Twenty Five crores only).

Whether promoter/promoter group are interested in the agenda/ resolution? No

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=(2/1)*100	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoters and promoters Group	E-voting Poll Postal Ballot (If applicable) Total	2730000 0 N.A. 3730000	0 N.A. N.A. 2730000	73.19% 0 N.A. 73.19%	2730000 0 N.A. 2730000	0 0 N.A. 0	100% 0 N.A. 100%	0 0 N.A. 0
Public Institutions	E-voting Poll Postal Ballot (If applicable) Total	0 0 84325 84325	0 0 N.A. 0	0 0 N.A. 0	0 0 N.A. 0	0 0 N.A. 0	0 0 N.A. 0	0 0 N.A. 0
Public-Non Institutions	E-voting Poll Postal Ballot (If applicable) Total	1200 11326 N.A. 7627663	1200 11326 N.A. 12526	0.016% 0.14% N.A. 0.16%	1100 11326 N.A. 12426	0 0 N.A. 100	91.67% 100% N.A. 99.20%	8.33% 0 N.A. 0.79%
Total		11441988	2742526	23.97%	2742426	100	99.99	0.0037%

For Venus Remedies Limited



Secretary



PRINCE CHADHA
B.COM, ACS

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

Phone (R) 0172 - 4635839, (M) 75086-35880, E - mail: - prince.chadha88@gmail.com

SCRUTINIZER'S REPORT

[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

Extra- Ordinary General Meeting of the members of Venus Remedies Limited ("the company") held on the 21st day of March, 2017 at 10:00 A.M at Bal Bhawan, Sector 23-B, Chandigarh.

Dear Sir,

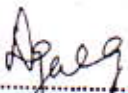
1. I, Prince Chadha, Proprietor of M/s P. Chadha & Associates, Company Secretaries, Chandigarh, have been appointed by the board of directors of Venus Remedies Limited, ("the Company") as the Scrutinizer for E-Voting process and ascertaining the requisite majority on e-voting carried out as per Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration Rules, 2014) on the resolutions contained in the notice to the Extra-Ordinary General meeting of the members of the Company held on the 21st day of March, 2017 at 10:00 A.M at Bal Bhawan, Sector 23-B, Chandigarh.

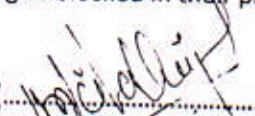
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the Extra-Ordinary General Meeting (EGM) of the members of the Company. Our responsibility as Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:

- i. The E-Voting period remained open from 09:00 a.m. on Saturday March 18, 2017 to 5:00 p.m. on Monday March 20, 2017.
- ii. The members of the Company as on "cut off" date i.e. 14th March, 2017 were entitled to vote on the resolutions (item no. 1) as set out in the notice convening the Extra-Ordinary General Meeting of the Company.
- iii. The votes were unblocked on March 21, 2017 around 01:00 p.m. in the presence of two witnesses, namely, Mr. Vikas Garg and Ms. Ankita Uniyal who are not in employment of the Company.

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

()
VIKAS GARG

()
ANKITA UNIYAL



iv. 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/>).

v. The result of the e-voting is as under:

ITEM NO. 1

Special resolution to create, offer, issue and allot Equity Shares through a Qualified Institutions Placement (QIP) to Qualified Institutional Buyers (QIB) upto an amount of Rs. 25 crores (Rupees Twenty Five crores only).

(i) Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
8	2731200	99.9963

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
1	100	0.0037

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Place : 21.03.2017

Dated: Chandigarh

Thanking You,
For P. Chadha & Associates
Company Secretaries


CP No. 12409
Prince Chadha
(Proprietor)
M.No. A32856
CP No. 12409



PRINCE CHADHA
B.COM, ACS

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

Phone (R) 0172 - 4635839, (M) 75086-35880, 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

Extra- Ordinary General Meeting of the members of Venus Remedies Limited ("the company") held on
the 21st day of March, 2017 at 10:00 A.M at Bal Bhawan, Sector 23-B, Chandigarh.

Dear Sir

I, Prince Chadha, proprietor of M/s P. Chadha & Associates, Company Secretaries, Chandigarh have been
appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s) at the
Extra-Ordinary General meeting of the Equity Shareholders of Venus Remedies Limited, held at 10:00
A.M on Tuesday, the 21st day of March, 2017 at Bal Bhawan, Sector 23-B, Chandigarh, submit my 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. There were no poll papers incomplete which were and/or otherwise defective.



4. The results of the poll is as under:

ITEM NO. 1

Special resolution to create, offer, issue and allot Equity Shares through a Qualified Institutions Placement (QIP) to Qualified Institutional Buyers (QIB) upto an amount of Rs. 25 crores (Rupees Twenty Five crores only).

(i) Voted in *favour* of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
32	11326	100%

(ii) Voted *against* the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
0	0	0

(iii) *Invalid* votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

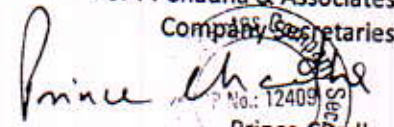
Note : Total No. of 43 members were present in the Extra-Ordinary General Meeting held on 21st March, 2017 out of which 32 members casted their votes by way of postal ballot and 7 members had already casted their votes through e-voting process and remaining 4 members did not caste their votes.

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.

Place : 21.03.2017
Dated: Chandigarh

Thanking You,
For P. Chadha & Associates
Company Secretaries


No. 12409
Prince Chadha
(Proprietor)
M.No. A32856
CP No. 12409



PRINCE CHADHA
B.COM, ACS

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

Phone (R) 0172 - 4635839, (M) 75086-35880, E - mail: - prince.chadha88@gmail.com

**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & VOTING
THROUGH POLLING OF VENUS REMEDIES LIMITED**

To,
The Chairman,
Venus Remedies Limited

Sub: Passing of Resolution through E-Voting AND Poll conducted at the Extra-Ordinary General Meeting ('EGM') of the Members of the Venus Remedies Limited ('the company') held on March 21, 2017 at 10.00 am at Bal Bhawan, Sector 23-B, Chandigarh.

Dear Sir,

I, Prince Chadha, Proprietor of P. Chadha & Associates, Company Secretaries hereby submit combined Scrutinizer Report on E-Voting AND Poll conducted at the EGM of the Company held on March 21, 2017.

1. The Board of Directors of the Company at their meeting held on 22nd February, 2017 had appointed me as the Scrutinizer for the e-voting held between March 18, 2017 (09:00 a.m.) to March 20, 2017 (5:00 p.m.) and the Chairman of the EGM had appointed me as the Scrutinizer for the Poll held at the EGM of the Company on the 21st March, 2017.

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 March 18, 2017 (09:00 a.m.) to March 20, 2017 (5:00 p.m.). The e-voting results were unblocked by me on March 21, 2017 after closing of e-voting in the presence of two witnesses. For further details kindly refer my scrutinizer's Report on e - voting dated March 21, 2017 attached herewith.

At the EGM of the Company held on March 21, 2017, 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 EGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's Report on polling process in Form MGT 13 dated March 21, 2017.



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

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	Special Resolution : To create, offer, issue and allot Equity Shares through a Qualified Institutions Placement (QIP) to Qualified Institutional Buyers (QIB) upto an amount of Rs. 25 crores (Rupees Twenty Five crores only).	E-voting	2731200	99.5834	100	0.0037	0
		Poll	11326	0.4129	0	0.0000	0
		Total	2742526	99.9963	100	0.0037	0

Note : Total no. of 9 members casted their votes through e-voting process from March 18, 2017 (09:00 a.m.) to March 20, 2017 (5:00 p.m.).

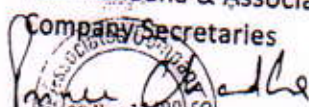
Total No. of 43 members were present in the Extra-Ordinary General Meeting held on 21st March, 2017 out of which 32 members casted their votes by way of postal ballot and 7 members had already casted their votes through e-voting process and remaining 4 members did not caste their votes.

6. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of EGM.

Thanking You,
Yours-Faithfully

For P. Chadha & Associates

Company Secretaries


CP No.: 12409
(P. Chadha)

M.No. 832856

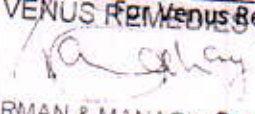
CP No. 12409

Place : Chandigarh

Dated: 21.03.2017

Countersigned by:

For VENUS REMEDIES LIMITED


CHAIRMAN & MANAGING DIRECTOR
(Chairman of Extra-Ordinary General Meeting)