

**Prince Chadha**  
**B.Com, ACS**

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

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**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.**

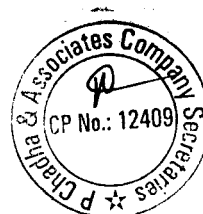
I, Prince Chadha, Proprietor of P. Chadha & Associates, Company Secretaries hereby submit combined Scrutinizer Report on E-Voting AND Poll conducted at the AGM of the Company held on December 30, 2014.

The Board of Directors of the Company at their meeting held on 14<sup>th</sup> 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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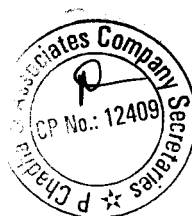
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Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes cased in favour of resolution		Votes casted against the resolution		Invalid Votes
			Nos	%age	Nos	%age	
1	To receive, consider and adopt, with or without modifications, Balance 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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



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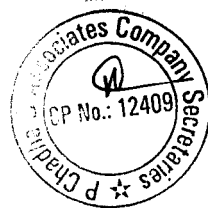
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			Nos	%age	Nos	%age	
4	To ratify the remuneration of M/s C.L. Bansal and Associates, Cost accountant of the company.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
Item No. of Notice	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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



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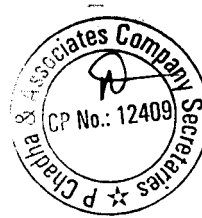
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			Nos	%age	Nos	%age	
7	To appoint Mr. Pawan Chaudhary (DIN: 00435503) as Managing Director of the Company for five years.	E-voting	1235	29.25	0	0	0
		Poll	2987	70.75	0	0	0
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
8	To appoint 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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



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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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
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
		<b>Total</b>	<b>4222</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

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