



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
(CIN: L24232CH1989PLC009705)
Regd. Office: SCO-857, 2nd Floor
C No. 10, NAC Manimajra,
Chandigarh.

Poll at 26th Annual General Meeting of the equity shareholders of the Venus Remedies Limited held on August 25, 2015 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 26th Annual General meeting of the Equity Shareholders of Venus Remedies Limited, held at 10:00 AM on Tuesday, the 25th day of August, 2015 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. The invalid votes are specified in Scrutinizer Report on polling by ballot papers.
4. The results of the poll are as under:



For Venus Remedies Limited


(Company Secretary)



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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. Chadha & Associates
Company Secretaries



M.No. 432856
CP No. 12409

Place : Chandigarh
Dated: 25.08.2015

For Venus Remedies Limited

(Company Secretary)

(a) Item No. 1

To receive, consider and adopt, with or without modifications, Balance Sheet as on March 31, 2015 and the Profit and Loss Account for the year ended on that date along with the Report of Directors and Auditors.

(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
25	685385	99.99

(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
2	2	0.01

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
54	106971

(b) Item No. 2

To appoint Mrs. Manu Chaudhary (DIN: 00435834) as an ordinary director who retires by rotation and being eligible has offered herself for re-appointment

(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
25	685385	99.99

(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
2	2	0.01

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
54	106971

(c) Item No. 3

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution.

(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
25	685385	86.71

(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
5	105002	13.29

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
51	1971



For Venus Remedies Limited

(Company Secretary)

(d) Item No. 4

The Company hereby ratifies the remuneration of Rs.75,000 payable to M/s C.L. Bansal and Associates, cost accountant who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-16.

(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
25	685385	99.99

(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
2	2	0.01

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
54	106971

(e) Item No. 5

Issue and allot, from time to time, in one or more tranches, fully paid-up equity shares of face value of Rs. 10/- (Ten) each of the Company (the 9,00,000 Equity Shares) at such price as shall be determined in accordance with SEBI Regulations on preferential basis.

(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
24	5385	99.96

(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
2	2	0.04

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
55	786971

(f) Item No. 6

To authorise Board of Directors to borrow money, from time to time, at its discretion from banks, financial institutions or other lending institutions or as may be considered suitable by the Board of Directors as per section 180(1)(c) upto a limit not exceeding Rs. 500 crores not withstanding that the moneys already borrowed by 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
24	683485	99.72

(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
3	1902	0.28

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
54	106971



For Venus Remedies Limited


(Company Secretary)

(g) Item No. 7

To authorise Board of Directors to mortgage/ hypothecate, create charge by any manner or otherwise dispose off whole or substantially whole of the undertaking/s of the Company in order to secure the term loans/short terms loans, working capital assistance of any kind, repayment/interest or otherwise as per section 180(1)(a) and upto a sum of Rs. 500 crores over and above total of paid up capital and free reserves.

(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
24	683485	99.72

(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
3	1902	0.28

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
54	106971

(h) Item No. 8

To authorise Board of Directors to exercise its powers including the powers under section 186 a) make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; b) give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate up to an aggregate sum of 500 crores.

(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
25	685385	99.99

(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
2	2	0.01

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
54	106971

(i) Item No. 9

To approve salary of Mr. Pawan Chaudhary, Chairman and Managing Director of the Company which eventually exceeded the overall limit of the Net Profits 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
23	3485	64.7

(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
3	1902	35.3

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
55	786971



For Venus Remedies Limited

(Company Secretary)

(j) Item No. 10

To approve salary of Mrs. Manu Chaudhary, Joint Managing Director of the Company which eventually exceeded the overall limit of the Net Profits 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
23	3485	64.7

(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
3	1902	35.3

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
55	786971

(k) Item No. 11

To approve salary of Mr. Peeyush Jain, Deputy Managing Director of the Company which eventually exceeded the overall limit of the Net Profits 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
24	5385	99.96

(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
2	2	0.04

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
53	786971

(l) Item No. 12

To approve salary of Mr. Ashutosh Jain, Executive Director of the Company which eventually exceeded the overall limit of the Net Profits 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
23	3485	99.94

(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
2	2	0.06

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
56	788871



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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 August 25, 2015 at 10.00 A.M. 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 August 25, 2015.

The Board of Directors of the Company at their meeting held on 30th June, 2015 have appointed me as the Scrutinizer for the e-voting held between August 20, 2015 at 03.30 P.M. to August 22, 2015 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 August 25, 2015.

The Company had appointed Central Depository Services (India) Limited as the Service Provider for providing the facility of electronic voting to Shareholders of the Company from Thursday August 20, 2015 at 3:30 P.M. to Saturday August 22, 2015 at 5.00 P.M. The e-voting results were unblocked by me on August 24, 2015 after closing of e-voting in the presence of two witnesses. For further details kindly refer my scrutinizer's Report dated August 24, 2015 attached herewith.

At the AGM of the Company held on August 25, 2015, 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 August 25, 2015.

of Venus Remedies Limited


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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 casted 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, 2015 and the Profit and Loss Account for the year ended on that date along with the Report of Directors and Auditors.	E-voting	2613	0.37	0	0	0
		Poll	685385	99.62	2	0.01	106971
		Total	687998	99.99	2	0.01	106971
2	To appoint Mrs. Manu Chaudhary (DIN: 00435834) as an ordinary director who retires by rotation and being eligible has offered herself for re-appointment.	E-voting	2613	0.37	0	0	0
		Poll	685385	99.62	2	0.01	106971
		Total	687998	99.99	2	0.01	106971
3	To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution.	E-voting	2613	0.33	0	0	0
		Poll	685385	86.43	105002	13.24	1971
		Total	687998	86.76	105002	13.24	1971



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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	
4	The Company hereby ratifies the remuneration of Rs.75,000/- payable to M/s C.L. Bansal and Associates, cost accountant who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-16.	E-voting	2613	0.37	0	0	0
		Poll	685385	99.62	2	0.01	106971
		Total	687998	99.99	2	0.01	106971
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	
5	Issue and allot, from time to time, in one or more tranches, fully paid-up equity shares of face value of Rs. 10/-(Ten) each of the Company (the 9,00,000 Equity Shares) at such price as shall be determined in accordance with SEBI Regulations on preferential basis.	E-voting	2613	32.66	0	0	0
		Poll	5385	67.32	2	0.02	786971
		Total	7998	99.98	2	0.02	786971



For Venus Remedies Limited


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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	
6	To authorise Board of Directors to borrow money, from time to time, at its discretion from banks, financial institutions or other lending institutions or as may be considered suitable by the Board of Directors as per section 180(1)(c) upto a limit not exceeding Rs. 500 crores not withstanding that the moneys already borrowed by the Company.	E-voting	2613	0.38	0	0	0
		Poll	683485	99.34	1902	0.28	106971
		Total	686098	99.72	1902	0.28	106971
7	To authorise Board of Directors to mortgage/ hypothecate, create charge by any manner or otherwise dispose off whole or substantially whole of the undertaking/s of the Company In order to secure the term loans/short terms loans, working capital assistance of any kind, repayment/interest or otherwise as per section 180(1)(a) and upto a sum of Rs. 500 crores over and above total of paid up capital and free reserves.	E-voting	2613	0.38	0	0	0
		Poll	683485	99.34	1902	0.28	106971
		Total	686098	99.72	1902	0.28	106971

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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	
8	To authorise Board of Directors to exercise its powers including the powers under section 186 a) make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;b) give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; andc) acquire by way of subscription, purchase or otherwise the securities of any other body corporate up to an aggregate sum of 500 crores.	E-voting	2613	0.38	0	0	0
		Poll	685385	99.61	2	0.01	106971
		Total	687998	99.99	2	0.01	106971
Item No. of Notice	Subject matter of Resolution	Mode of Business	Votes casted in favour of resolution		Votes casted against the resolution		Invalid Votes
9	To approve salary of Mr. Pawan Chaudhary, Chairman and Managing Director of the Company which eventually exceeded the overall limit of the Net Profits of the Company.	E-voting	2613	32.66	0	0	0
		Poll	3485	43.56	1902	23.78	786971
		Total	6098	76.22	1902	23.78	786971

For Venus Remedies Limited

(Company Secretary)





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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 approve salary of Mrs. Manu Chaudhary, Joint Managing Director of the Company which eventually exceeded the overall limit of the Net Profits of the Company.	E-voting	2613	32.66	0	0	0
		Poll	3485	43.56	1902	23.78	786971
		Total	6098	76.22	1902	23.78	786971
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 approve salary of Mr. Peeyush Jain, Deputy Managing Director of the Company which eventually exceeded the overall limit of the Net Profits of the Company.	E-voting	2613	32.67	0	0	0
		Poll	5385	67.32	2	0.01	786971
		Total	7998	99.99	2	0.01	786971
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	
12	To approve salary of Mr. Ashutosh Jain, Executive Director of the Company which eventually exceeded the overall limit of the Net Profits of the Company.	E-voting	2613	42.84	0	0	0
		Poll	3485	57.13	2	0.03	788871
		Total	6098	99.97	2	0.03	788871



For Venus Remedies Limited

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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

For P. Chadha & Associates
Company Secretaries



Place : Chandigarh
Dated: 25.08.2015

For Venus Remedies Limited


(Company Secretary)