



VRL/SEC/EXCHANGE

29.09.2017

National Stock Exchange of
India Ltd.

5th Floor, Exchange Plaza
Bandra (E),
Mumbai- 400 051
Script Code: VENUSREM

Dept. of Corporate Services

The Stock Exchange, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai
Script Code: 526953

Sub.: Details of Voting results of AGM, under Regulation 44(3) of SEBI (LODR) Regulations, 2015

Dear Sir/ Madam,

Pls find enclosed herewith Voting results of AGM dated 29.09.2017, under Regulation 44(3) of SEBI (LODR) Regulations, 2015 along with the consolidated Scrutinizer report for e-voting & Poll.

Thanking you.

Yours faithfully,
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

Unit-I :

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

Unit-II :

Date of AGM

Total Number of shareholders on record date

29.09.2017

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

19383

Promoters & Promoter Group:

1

No. of shareholders attended the meeting through video conferencing:

63 in person and one proxy

Public:

NIL

Agenda-wise Disclosure**Resolutions Required: (Ordinary or Special)**

Whether promoter/promoter group are interested in the agenda/ resolution?

No

1. Adoption of Audited annual accounts for the year ended on 31st March, 2017 along with the Report of Directors and Auditors thereon. (Ordinary Resolution)

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	4630000	4630000	100%	4630000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		4630000	100%	4630000	0	100%	0
Public Institutions	E-voting	104152	4630000	100%	4630000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-voting	7607836	4397	0.058%	3444	953	78.33%	21.67%
	Poll		9764	0.13%	9553	211	97.84%	2.16%
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		14161	0.19%	12997	1164	91.68%	8.21%
	Total	12341988	4644161	37.62%	4642997	1164	99.97%	0.03%

For Venus Remedies Limited

(Company Secretary)

Resolutions Required: (Ordinary or Special)

Whether promoter/promoter group are interested in the agenda/ resolution? **2. To Appoint Mr. Peeyush Jain (DIN00440361) as an ordinary director who retires by rotation. (Ordinary 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 on votes po (7)=(5/2)*100
Promoters and Group	E-voting	4630000	4630000	100%	4630000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-voting	104152	4630000	100%	4630000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-voting	7607836	4397	0.058%	3442	955	78.28%	0
	Poll		9764	0.13%	9553	211	97.84%	2.16%
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		14161	0.188%	12995	1166	77.96%	0
Total		12341988	4644161	37.63%	4642995	1166	99.97%	0.03%

Resolutions Required: (Ordinary or Special)

Whether promoter/promoter group are interested in the agenda/ resolution?

3. To appoint Prem Garg & Associates, Chartered Accountants as the statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18 (Ordinary 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 aga on votes polled (7)=(5/2)*100

For Venus Remedies Limited

(Company Secretary)

Promoters and promoters Group	E-voting Poll	4630000	4630000	100%	4630000	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-voting Poll	104152	4630000	100%	4630000	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-voting Poll	7607836	4397	0	0	0	0	0
	Postal Ballot (if applicable)		9764 <th>0.058%</th> <th>4245</th> <th>152</th> <th>96.54%</th> <th>0</th>	0.058%	4245	152	96.54%	0
	Total		0	0.13%	9553	211	97.84%	3.46%
			14161	0	0	0	0	2.16%
			0	0.19%	13798	363	97.44%	2.56%
Total		12341988	4644161	37.63%	4643798	363	99.99%	0.01%

Resolutions Required: (Ordinary or Special)

Whether promoter/promoter group are interested in the agenda/ resolution?

4. To ratify the remuneration of Cost Auditors (Ordinary 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	4630000	4630000	100%	4630000	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-voting Poll	104152	4630000	100%	4630000	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non	E-voting Poll	7607836	4052	0.053%	3902	150	96.30%	3.70%
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0

For Venus Remedies Limited

(Company Secretary)

Institutions	Poll	9764	0.13%	9553	211	97.84%	2.16%
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	13816	0.18%	13455	361	97.39%	2.61%
Total		12341988	6.08%	4643455	361	99.99%	0.01%

Resolutions Required: (Ordinary or Special)

Whether promoter/promoter group are interested in the agenda/ resolution?

5. To increase authorised share capital of the Company be and is hereby increased from 15,00,00,000/- (Rupees Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs only) equity shares of 10/- each to 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) equity shares of 10/- each. (Ordinary Resolution)

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 a on votes pol (7)=(5/2)*100
Promoters and promoters Group	E-voting	4630000	4630000	100%	4630000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-voting	104152	4630000	100%	4630000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-voting	7607836	3897	0.051%	2942	955	75.49%	24.51%
	Poll		9764	0.13%	9553	211	97.84%	2.16%
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13661	0.18%	12495	1166	91.46%	8.54%
Total		12341988	4643661	37.62%	4642495	1166	99.97%	0.03%

Resolutions Required: (Ordinary or Special)

6. To Substitute lines of memorandum and association by following lines as mentioned here under:
 V. The Authorised Share Capital of the Company is 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of 10/- (Rupees Ten only) each.

For Venus Remedies Limited

(Company Secretary)

Whether promoter/promoter group are interested in the agenda/ resolution?		(Special Resolution)							
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 on votes polled (7)=(5/2)*100	
Promoters and promoters Group	E-voting	4630000	4630000	100%	4630000	0	100%	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		4630000	100%	4630000	0	100%	0	
Public Institutions	E-voting	104152	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		0	0	0	0	0	0	
Public-Non Institutions	E-voting	7607836	4397	0.058%	3442	955	78.28%	21.72%	
	Poll		9764	0.13%	9553	211	97.84%	2.16	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		14161	0.19%	12995	1166	99.87%	0.13%	
Total		12341988	4644161	37.63%	4642995	1166	99.97%	0.03%	

For Venus Remedies Limited
(Company 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

**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL
VENUS REMEDIES LIMITED**

To,
The Chairman,
Venus Remedies Limited (CIN: L24232CH1989PLC009705)
Regd. Office: SCO 857, Cabin No. 10
2nd Floor, NAC Manimajra, Chandigarh (U.T) - 160101

Sub: Consolidated Scrutinizer Report for Remote E-Voting AND Poll conducted at the Annual General Meeting (AGM) of **VENUS REMEDIES LIMITED** (Company) held on September 29, 2017.

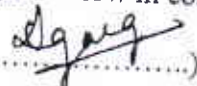
I, Prince Chadha, Proprietor of P. Chadha & Associates, Company Secretaries hereby submit combined Scrutinizer Report on e-Voting AND Poll conducted at the AGM of Company held on September 29, 2017.

The Board of Directors of the Company at their meeting held on Friday, 01st September, 2017 have appointed me as the Scrutinizer for the remote e-voting started on 9.00 A.M., September 26, 2017 and closed at 5.00 P.M. September 28, 2017, and for the Poll held at the AGM of the Company on the September 29, 2017.

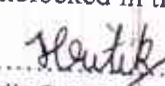
Members, whose names appear in the Register of Members / list of Beneficial Owners on the close of the day on Friday, 22nd September, 2017 (cut of date), i.e. the date prior to the commencement of book closure, were entitled to vote on the Resolutions set forth in the Notice of AGM.

The Company has appointed Central Depository Services (India) Limited as the Service Provider for providing the facility of electronic voting (remote e-voting) to Shareholders of the Company from Tuesday, September 26, 2017 at 9.00 A.M. to Thursday, September 28, 2017 at 5.00 P.M. M/s Link Intime India Private Limited is also the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on September 29, 2017 in the presence of two witnesses namely, Mr. Vikas Garg and Mr. Hritik Gupta, who are not in employment of the Company.

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

()
Vikas Garg

R/o # 2045, First Floor
Sector 15-C, Chandigarh

()
Hritik Gupta

R/o 202 N-Block, Maya Garden -2
VIP, Zirakpur, Punjab

Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).

At the AGM of the Company held on September 29, 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. One Ballot box kept for polling was locked in my presence with due identification marks placed by me.

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. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I observed that:

- a. 46 members had cast their votes through the poll provided at the meeting; and
- b. 26 members had cast their votes through remote e-voting.

Based on the aforesaid results, 4 Ordinary Resolutions and 2 Special Resolutions as contained in Item no. 1 to Item no. 6 of the Notice of AGM dated September 29, 2017 have been passed with requisite majority.

The details of the remote e-voting and polling papers are provided as per Annexure - I.

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 AGM.

Thanking You,

Yours Faithfully

For P. Chadha & Associates

Company Secretaries

Prince Chadha
(Prince Chadha)

M.No. A32856

CP No. 12409



Place : Chandigarh

Dated: 29.09.2017

Countersigned by:
For Venus Remedies Limited

Pawan Chaudhary
(Chairman of 28th Annual General Meeting)

The details of the remote e-voting and polling paper are provided as per Annexure – I:

ITEM NO. 1 ORDINARY BUSINESS: To receive, consider and adopt, with or without modifications, Balance Sheet as on March 31, 2017 and the Profit and Loss Account for the year ended on that date along with the report of Directors and Auditors thereon;

Particulars	Remote E-voting		Polling Paper		TOTAL		
	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	%age
Voting in Favour	24	4633444	42	9553	66	4642997	99.97%
Votes against	2	953	3	211	5	1164	0.03%
Invalid Votes	0	0	1	15	1	15	

ITEM NO. 2 ORDINARY BUSINESS: To appoint Mr. Peeyush Jain (DIN: 00440361) as an ordinary director who retires by rotation and being eligible has offered himself for re-appointment;

Particulars	Remote E-voting		Polling Paper		TOTAL		
	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	%age
Voting in Favour	23	4633442	42	9553	65	4642995	99.97%
Votes against	3	955	3	211	6	1166	0.03%
Invalid Votes	0	0	1	15	1	15	



ITEM NO. 3 ORDINARY BUSINESS: To appoint M/s Prem Garg and Associates, Chartered Accountants (Firm registration number: 014440N) as the statutory auditors of the Company for 5 years;

Particulars	Remote E-voting		Polling Paper		TOTAL		
	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	%age
Voting in Favour	24	4634245	42	9553	66	4643798	99.99%
Votes against	2	152	3	211	5	363	0.01%
Invalid Votes	0	0	1	15	1	15	

ITEM NO. 4 ORDINARY BUSINESS: Payment of Remuneration to the Cost Auditors;

Particulars	Remote E-voting		Polling Paper		TOTAL		
	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	%age
Voting in Favour	24	4633902	42	9553	66	4643455	99.99%
Votes against	1	150	3	211	4	361	0.01%
Invalid Votes	1	345	1	15	2	360	

ITEM NO. 5 SPECIAL BUSINESS: RESOLVED THAT pursuant to provision of Section 61(1)(a) and 64 of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs only) equity shares of 10/- each to 20,00,00,000/- (Rupees Twenty Crores only) divided in to 2,00,00,000 (Two Crores only) equity shares of 10/- each;

Particulars	Remote E-voting		Polling Paper		TOTAL		
	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	%age
Voting in Favour	22	4632942	42	9553	64	4642495	99.97%
Votes against	3	955	3	211	6	1166	0.03%
Invalid Votes	1	500	1	15	2	515	



ITEM NO. 6 SPECIAL BUSINESS: RESOLVED THAT the consent of the Company be and is hereby accorded under provisions of section 13, 61 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first four lines by following lines as mentioned here under: V. The Authorised Share Capital of the Company is 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of 10/- (Rupees Ten only) each.

Particulars	Remote E-voting		Polling Paper		TOTAL		
	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	No. of members	No. of shares/Votes	%age
Voting in Favour	23	4633442	42	9553	65	4642995	99.97%
Votes against	3	955	3	211	6	1166	0.03%
Invalid Votes	0	0	1	15	1	15	

Note : % of Invalid votes were not considered at the time of counting of e-voting and polling papers.

Thanking You,
Yours Faithfully
For P. Chadha & Associates
Company Secretaries
Prince Chadha
(Prince Chadha)
M.No. A32856
CP No. 12409

Place : Chandigarh
Dated: 29.09.2017



Countersigned by:
For Venus Remedies Limited

Pawan Chaudhary
(Chairman of 28th Annual General Meeting)