



INDOCO REMEDIES LTD

indoco remedies limited

INDOCO HOUSE, 166 C. S. T. ROAD, SANTACRUZ (EAST), MUMBAI - 400 098 (INDIA) • Website : www.indoco.com
PHONES : (91-22) 3386 1000 / 3386 1250 • FAX : (91-22) 2652 3067 / 2652 3976 • CIN : L85190MH1947PLC005913

August 10, 2017

To
The Listing Department
The Bombay Stock Exchange,
Phiroze Jeejibhoy Towers,
Dalal Street,
Fort, Mumbai 400 001

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex
Bandra (East)
Mumbai - 400 051

Dear Sirs,

Sub: Details of voting results in Compliance with Regulation 44 of the LODR in relation to 70th Annual General Meeting (AGM) of the Company held on 9th August, 2017

With reference to the above and in compliance-with the requirements under Regulation 44 of the LODR, we furnish the details in respect of the voting results as under:

1.	Date of the AGM	Wednesday, 9 th August, 2017
2.	Total number of shareholders on record date (i.e 28.07.2017- cut off date for e-voting purpose)	16225
3.	No. of shareholders present in the meeting either in person or through representative	
	Promoters & Promoter Group	: 19
	Public	: 58
4.	No. of shareholders attended the meeting through Video Conferencing: Not Arranged	
5.	Details of Voting (Agenda -wise)	: As per Annexure

Thanking you,

Yours faithfully,
For Indoco Remedies Limited

Jayshankar Menon
AGM (Legal & Secretarial)

Encl : As above

Indoco Remedies Limited

Resolution Required : (Ordinary)

1 - To receive, consider and adopt;

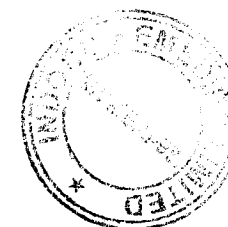
(a) the audited financial statements of the Company for the financial year ended March 31, 2017

(b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the Report of the Auditors thereon.

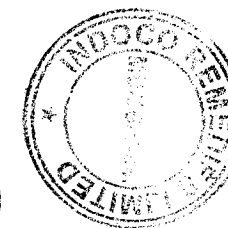
Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54464346	54464346	100.00	54464346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		54464346	100.00	54464346	0	100.00	0.00
Public Institutions	E-Voting	19010651	9604416	50.52	9604416	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9604416	50.52	9604416	0	100.00	0.00
Public Non Institutions	E-Voting	18675358	1028656	5.508	1028656	0	100.00	0.00
	Poll		4896	0.03	4896	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1033552	5.53	1033552	0	100.00	0.00
Total		92150355	65102314	70.65	65102314	0	100.00	0.00



Indoco Remedies Limited								
Resolution Required : (Ordinary)			2 - To declare a Final Dividend on Equity shares for the financial year ended March 31, 2017					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54464346	54464346	100.00	54464346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		54464346	100.00	54464346	0	100.00	0.00
Public Institutions	E-Voting	19010651	9604416	50.52	9604416	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9604416	50.52	9604416	0	100.00	0.00
Public Non Institutions	E-Voting	18675358	1028656	5.51	1028576	80	99.99	0.01
	Poll		4896	0.03	4896	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1033552	5.53	1033472	80	99.99	0.01
Total		92150355	65102314	70.65	65102234	80	99.9999	0.0001

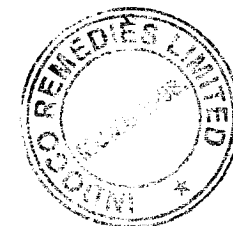


Indoco Remedies Limited								
Resolution Required : (Ordinary)			3- To appoint a director in Place of Dr. Anand Nadkarni (DIN: 06881461) who retires by rotation and being eligible, offers himself for reappointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54464346	54464346	100.00	54464346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		54464346	100.00	54464346	0	100.00	0.00
Public Institutions	E-Voting	19010651	9604416	50.52	8775557	828859	91.37	8.63
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9604416	50.52	8775557	828859	91.37	8.63
Public Non Institutions	E-Voting	18675358	1028656	5.51	1028656	0	100.00	0.00
	Poll		4896	0.03	4896	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1033552	5.53	1033552	0	100.00	0.00
Total		92150355	65102314	70.65	64273455	828859	98.73	1.27

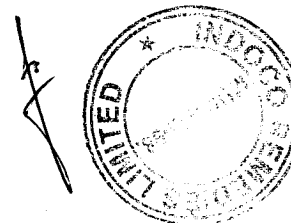


Indoco Remedies Limited

Resolution Required : (Ordinary)			4. To appoint M/S Gokhale & Sather a Firm of chartered Accountants (Firm Registration No.: 103264W) as Statutory Auditors of the Company under Section 139 & 142 of the Companies Act, 2013 and Companies (Audit and auditors) rules, 2014 to hold office from the conclusion of the forthcoming Annual General Meeting till the conclusion of the Seventy Fifth annual General meeting and to fix their remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54464346	54464346	100.00	54464346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		54464346	100.00	54464346	0	100.00	0.00
Public Institutions	E-Voting	19010651	9604416	50.52	9604416	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9604416	50.52	9604416	0	100.00	0.00
Public Non Institutions	E-Voting	18675358	1028656	5.51	1028406	250	99.98	0.02
	Poll		4896	0.03	4896	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1033552	5.53	1033302	250	99.98	0.02
Total		92150355	65102314	70.65	65102064	250	99.9996	0.0004



Indoco Remedies Limited								
Resolution Required : (Ordinary)			5 - The Remuneration of the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54464346	54464346	100.00	54464346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		54464346	100.00	54464346	0	100.00	0.00
Public Institutions	E-Voting	19010651	9604416	50.52	9604416	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9604416	50.52	9604416	0	100.00	0.00
Public Non Institutions	E-Voting	18675358	1028656	5.51	1028596	60	99.99	0.01
	Poll		4896	0.03	4896	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1033552	5.53	1033492	60	99.99	0.01
Total		92150355	65102314	70.65	65102254	60	99.9999	0.0001





SCRUTINIZER'S COMBINED REPORT

To,

The Chairman of 70th Annual General Meeting of the members of Indoco Remedies Limited (CIN: L85190MH1947PLC005913) (hereinafter referred to as "the Company") held on Wednesday, August 9, 2017, at 10.30 A.M. IST, at MIG Cricket Club, MIG Colony, Bandra (East), Mumbai - 400051.

Dear Sir,

1. I, CS Ajit Sathe, a Company Secretary in Whole-time Practice, have been appointed as Scrutinizer by:

(a) The Board of Directors of **Indoco Remedies Limited (CIN: L85190MH1947PLC005913)** for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

(b) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 70th Annual General Meeting (AGM) of the Company, held on Wednesday, August 9, 2017, at MIG Cricket Club, MIG Colony, Bandra (East), Mumbai - 400051 at 10.30 A.M. IST.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolutions contained in the Notice of the Seventieth Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer of the e-voting process and for the Poll at the AGM 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 authorised agency engaged by the company to provide e-voting facility for e-voting and also the poll conducted through physical ballot forms at the AGM.

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

- i. In accordance with the notice of 70th AGM dated 26th May, 2017, sent to the shareholders and the advertisement pursuant to Rule 20(5) of the Companies (Management and Administration) Rules, 2014, the e-voting period remained open from 3rd August, 2017 at 10:00 A.M. (IST) and ended on 8th August, 2017 at 05:00 P.M. (IST).
- ii. The members of the Company as on the "cut-off" date i.e. 28th July, 2017, were entitled to vote on the resolutions (Item No. 1 to 5) as set out in the notice of 70th AGM of the company.





- iii. The votes cast were unblocked at 11:01 A.M. IST on 9th August, 2017 in the presence of 2 witnesses, Ms. Devishree Mishra and Ms. Ketaki Kale, who are not in the employment of the Company.
- iv. Thereafter, the details containing, inter-alia, the list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ("CDSL") i.e. "<http://www.evotingindia.co.in>".

4. I have issued separate Scrutinizer's Reports dated 9th August, 2017 on the e-voting and dated 9th August, 2017 on the poll conducted through physical Ballot Forms on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of Poll as under:

Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes not considered
		Nos.	% age	Nos	% age	
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	65097418	99.992	0	0	0
	Poll at AGM	4896	0.008	0	0	200
Adoption of Annual Financial Statements:						
(a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon;						
(b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.						
Total		65102314	100	0	0	200





Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes not considered
		Nos.	% age	Nos	% age	
Item No. 2 of the Notice (As an Ordinary Resolution) To declare a final dividend on Equity Shares for the year ended March 31, 2017.	E-Voting	65097338	99.992	80	0.001	-
	Poll at AGM	4896	0.008	0	0	200
	Total	65102234	99.999	80	0.001	200
Item No. 3 of the Notice (As an Ordinary Resolution) To appoint a Director in place of Dr. Anand M Nadkarni (DIN 06881461), who retires by rotation and being eligible, offers himself for re-appointment.	E-Voting	64268559	98.720	828859	1.272	-
	Poll at AGM	4896	0.008	0	0	200
	Total	64273455	98.728	828859	1.272	200
Item No. 4 of the Notice (As an Ordinary Resolution) To appoint M/s. Gokhale & Sathe, a Firm of Chartered Accountants, (Firm Registration No. 103264W), as Statutory Auditors of the Company under Section 139 & 142 of the Companies Act, 2013 & Companies (Audit & Auditors) Rules, 2014 to hold office from the conclusion of the forthcoming Annual General Meeting till the conclusion of the Seventy Fifth Annual General Meeting and to fix their remuneration.	E-Voting	65097168	99.991	250	0.001	-
	Poll at AGM	4896	0.008	0	0	200
	Total	65102064	99.999	250	0.001	200





Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes not considered
		Nos.	% age	Nos	% age	Nos.
Item No.5 of the Notice (As an Ordinary Resolution) <i>Remuneration</i> Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending 31 st March, 2018.	E-Voting	65097358	99.991	60	0.001	-
	Poll at AGM	4896	0.008	0	0	200
	Total	65102254	99.999	60	0.001	200

In calculating percentage, invalid votes have not been taken into account.

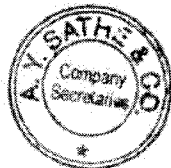
All the Resolutions stand passed with the requisite majority.

5. I observed that:

- 15 members had cast their votes by poll at the meeting.
- 106 members had cast their votes through e-voting.

Thanking you.

Yours faithfully,



CS Ajit Sathe
Company Secretary in Whole-time Practice & Scrutinizer
Membership No.: FCS-2899; CP No. 738

Place: Mumbai

Dated: 9th August, 2017