



INDOCO REMEDIES LTD

# indoco remedies limited

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

September 12, 2018

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,

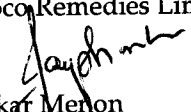
**Sub: Details of voting results in Compliance with Regulation 44 of the LODR in relation to 71<sup>st</sup> Annual General Meeting (AGM) of the Company held on 11<sup>th</sup> September, 2018**

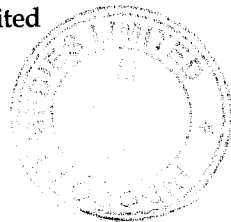
With reference to the above and in compliance with the requirements under Regulation 44 of the LODR, we furnish the details in respect of the voting results as under:

1.	Date of the AGM	Tuesday, 11 <sup>th</sup> September, 2018
2.	Total number of shareholders on record date (i.e 04.09.2018- cut off date for e-voting purpose)	16209
3.	No. of shareholders present in the meeting either in person or through representative	
	Promoters & Promoter Group	: 10
	Public	: 65
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

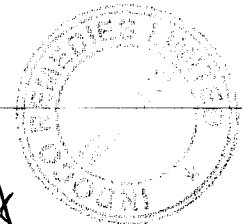
  
Jayshankar Menon  
Company Secretary



Encl : As above

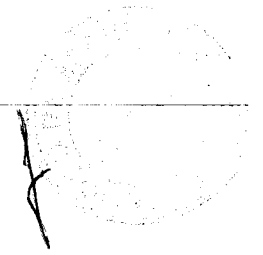
## Indoco Remedies Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt; (a) The audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and 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	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*10	[8]
Promoter and Promoter Group	E-Voting	54245746	54243746	99.9963	54243746	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.0000	0.00	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.00	0
	<b>Total</b>		<b>54243746</b>	<b>99.9963</b>	<b>54243746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	13786518	9957178	72.2240	9957178	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.0000	0.00	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.00	0
	<b>Total</b>		<b>9957178</b>	<b>72.2240</b>	<b>9957178</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	24118091	1028588	4.2648	1028588	0	100.00	0.00	0
	Poll		13630	0.0565	13630	0	100.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.00	0
	<b>Total</b>		<b>1042218</b>	<b>4.3213</b>	<b>1042218</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Total</b>		<b>92150355</b>	<b>65243142</b>	<b>70.8007</b>	<b>65243142</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>



## Indoco Remedies Limited

Resolution Required : (Ordinary)		2 - To declare a dividend on Equity Shares for the year ended 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	No. of votes Invalid
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54245746	54243746	99.9963	54243746	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.0000	0.00	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.00	0
	<b>Total</b>		<b>54243746</b>	<b>99.9963</b>	<b>54243746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	13786518	9961596	72.2561	9961596	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.0000	0.00	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.00	0
	<b>Total</b>		<b>9961596</b>	<b>72.2561</b>	<b>9961596</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	24118091	1028588	4.2648	1028588	0	100.00	0.00	0
	Poll		13630	0.0565	13630	0	100.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.00	0
	<b>Total</b>		<b>1042218</b>	<b>4.3213</b>	<b>1042218</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Total</b>		<b>92150355</b>	<b>65247560</b>	<b>70.8055</b>	<b>65247560</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>



## Indoco Remedies Limited

Resolution Required : (Ordinary)		3 - To appoint a director in place of Mr. Sundeep V Bambolkar (DIN 00176613), who retires by rotation and being eligible, offers himself for re-appointment.							
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54245746	54243746	99.9963	54243746	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>54243746</b>	<b>99.9963</b>	<b>54243746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	13786518	9961596	72.2561	9586561	375035	96.24	3.76	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>9961596</b>	<b>72.2561</b>	<b>9586561</b>	<b>375035</b>	<b>96.24</b>	<b>3.76</b>	<b>0.00</b>
Public Non Institutions	E-Voting	24118091	1028588	4.2648	1028578	10	99.999	0.001	0
	Poll		13630	0.0565	13630	0	100.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>1042218</b>	<b>4.3213</b>	<b>1042208</b>	<b>10</b>	<b>99.999</b>	<b>0.001</b>	<b>0.00</b>
<b>Total</b>		<b>92150355</b>	<b>65247560</b>	<b>70.8055</b>	<b>64872515</b>	<b>375045</b>	<b>99.43</b>	<b>0.57</b>	<b>0</b>



## Indoco Remedies Limited

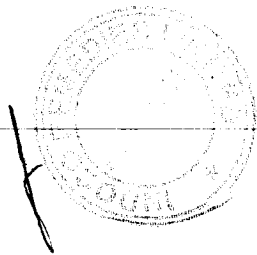
Resolution Required : (Special)

4 - To confirm the reappointment of Mr. Suresh G Kare as Chairman for a further period of Five (5) Years.

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

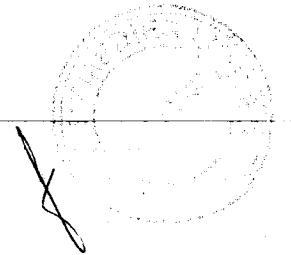
NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against	No. of votes
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled	Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	54245746	54243746	99.9963	54243746	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>54243746</b>	<b>99.9963</b>	<b>54243746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	13786518	9961596	72.2561	9961596	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>9961596</b>	<b>72.2561</b>	<b>9961596</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	24118091	1028588	4.2648	1028578	10	99.999	0.001	0
	Poll		13630	0.0565	13630	0	100.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>1042218</b>	<b>4.3213</b>	<b>1042208</b>	<b>10</b>	<b>99.999</b>	<b>0.001</b>	<b>0</b>
<b>Total</b>		<b>92150355</b>	<b>65247560</b>	<b>70.8055</b>	<b>65247550</b>	<b>10</b>	<b>100.00</b>	<b>0.0000</b>	<b>0</b>



## Indoco Remedies Limited

Resolution Required : (Special)		5 - To approve the remuneration of the Cost Auditors- M/s Sevekari, Khare & Associates, Cost Accountants for the Financial Year ended March 31, 2019.							
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54245746	54243746	99.9963	54243746	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>54243746</b>	<b>99.9963</b>	<b>54243746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	13786518	9961596	72.2561	9961596	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>9961596</b>	<b>72.2561</b>	<b>9961596</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	24118091	1028588	4.2648	1028578	10	99.999	0.001	0
	Poll		13630	0.0565	13630	0	100.00	0.00	0
	Postal Ballot		0	0.0000	0	0	0.00	0.00	0
	<b>Total</b>		<b>1042218</b>	<b>4.3213</b>	<b>1042208</b>	<b>10</b>	<b>99.999</b>	<b>0.001</b>	<b>0</b>
<b>Total</b>		<b>92150355</b>	<b>65247560</b>	<b>70.8055</b>	<b>65247550</b>	<b>10</b>	<b>100.00</b>	<b>0.0000</b>	<b>0</b>





**SCRUTINIZER'S COMBINED REPORT**

To,  
**The Chairman of 71<sup>st</sup> Annual General Meeting of the members of Indoco Remedies Limited (CIN: L85190MH1947PLC005913) (hereinafter referred to as "the Company") held on Tuesday, September 11, 2018, at 10.30 A.M. IST, at MIG Cricket Club, MIG Colony, Bandra (East), Mumbai - 400051.**

Dear Sir,

1. I, CS Ajit Sathe, proprietor of M/s A. Y. Sathe & Co., Practicing Company Secretary, Mumbai, 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 71<sup>st</sup> Annual General Meeting (AGM) of the Company, held on Tuesday, September 11, 2018, 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 71<sup>st</sup> 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 71<sup>st</sup> AGM dated 30<sup>th</sup> May, 2018, 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 Tuesday, September 06, 2018 at 10:00 A.M. (IST) and ended on Monday, September 10, 2018 at 05:00 P.M. (IST).
- ii. The members of the Company as on the "cut-off" date i.e. August 31, 2018, were entitled to vote on the resolutions (Item No. 1 to 5) as set out in the notice of 71<sup>st</sup> AGM of the company.





- iii. The votes cast were unblocked at 11:37 A.M. IST on 11<sup>th</sup> September, 2018 in the presence of 2 witnesses, CS Prathamesh Joglekar and CS Nikita Sheth, 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 11<sup>th</sup> September, 2018 on the e-voting and dated 11<sup>th</sup> September, 2018 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 Businesses	Votes In favour of the resolution		Votes against the resolution		Total Voting	
		Nos.	%	Nos	%	Nos.	%
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	65229512	99.98	Nil	Nil	65229512	100
	Poll at AGM	13630	00.02	Nil	Nil	13630	100
<b>Adoption of Audited Financial Statements:</b>							
(a) The Audited financial statements of the Company for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon;							
(b) The Audited consolidated financial statements of the Company for the Financial Year ended March 31, 2018 and the report of the Auditors thereon							
<b>Total</b>		<b>65243142</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>65243142</b>	<b>100</b>







Agenda Item No. of Notice	Particulars of Business	Votes In favour of the resolution		Votes against the resolution		Total Voting	
		Nos.	%	Nos	%	Nos.	%
Item No. 2 of the Notice (As an Ordinary Resolution)  To declare a dividend on Equity Shares for the year ended March 31, 2018	E-Voting	65233930	99.98	Nil	Nil	65233930	100
	Poll at AGM	13630	0.02	Nil	Nil	13630	100
	<b>Total</b>	<b>65247560</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>65247560</b>	<b>100</b>
Item No. 3 of the Notice (As an Ordinary Resolution)  To appoint a director in place of Mr. Sundeep V Bambolkar (DIN 00176613), who retires by rotation and being eligible, offers himself for re-appointment	E-Voting	64858885	99.48	375045	100	65233930	100
	Poll at AGM	13630	0.02	Nil	Nil	13630	100
	<b>Total</b>	<b>64872515</b>	<b>100</b>	<b>375045</b>	<b>100</b>	<b>65247560</b>	<b>100</b>
Item No. 4 of the Notice (As a Special Resolution)  To re-appoint Mr. Suresh G Kare (DIN: 00179220), as a Wholetime Director of the Company, designated as Chairman for the period of five years with effect from July 1, 2018	E-Voting	65233920	99.98	10	100	65233930	100
	Poll at AGM	13630	0.02	Nil	Nil	13630	100
	<b>Total</b>	<b>65247550</b>	<b>100</b>	<b>10</b>	<b>100</b>	<b>65247560</b>	<b>100</b>





Agenda Item No. of Notice	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Voting	
		Nos.	%	Nos	%	Nos.	%
Item No. 6 of the Notice (As an Ordinary Resolution)	E-Voting	65233920	99.98	10	100	65233930	100
	Poll at AGM	13630	0.02	Nil	Nil	13630	100
To fix the remuneration to be paid to 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 31st March, 2019							
<b>Total</b>		<b>65247550</b>	<b>100</b>	<b>10</b>	<b>100</b>	<b>65247560</b>	<b>100</b>

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

All the Resolutions stand passed with the requisite majority.

5. I observed that:

- i. 22 members had cast their votes by poll at the meeting.
- ii. 101 members had cast their votes through e-voting.

Thanking you.

Yours faithfully,  
For A Y Sathe & Co.,



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

Place: Mumbai  
Dated: 12<sup>th</sup> September, 2018