



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,

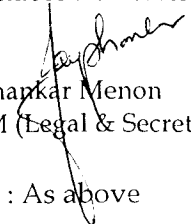
Sub: Details of voting results in Compliance with Regulation 44 of the LODR in relation to 70th Annual General Meeting (AGM) of the Company held on 9th August, 2017

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 |
| 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 |



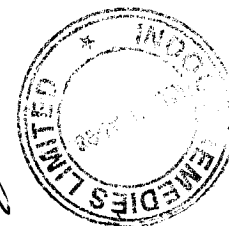

Indoco Remedies Limited

| 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 [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 |
| | | | | | | | | |
| 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 |



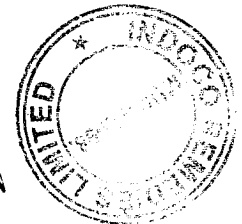
Indoco Remedies Limited

| 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 | Nos. |
| 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 March31, 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) | E-Voting | 65097358 | 99.991 | 60 | 0.001 | - |
| | Poll at AGM | 4896 | 0.008 | 0 | 0 | 200 |
| 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 31 st March, 2018. | | | | | | |
| | 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:

- i. 15 members had cast their votes by poll at the meeting.
- ii. 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