



# *Divi's Laboratories Limited*

## Voting results of 27<sup>th</sup> Annual General Meeting

Date of the AGM: September 25, 2017 (Monday)

Total number of shareholders on record date: 97889  
(as of - cut-off date September 18, 2017)

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

Promoters and Promoter Group: 3  
Public: 584

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not arranged  
Public: Not arranged

## Agenda-wise Result

The mode of voting for all the resolutions was E-voting and Poll conducted at the meeting.

Details of Agenda: As per attachment



**“An ISO-9001, ISO-14001 and OHSAS-18001 Triple certified company”**

**Regd. Off. :** Divi Towers, 1-72/23(P)/DIVIS/303, Cyber Hills, Gachibowli, Hyderabad - 500 032, Telangana, INDIA.

Tel : 91-40-2378 6300, Fax : 91-40-2378 6460, CIN : L24110TG1990PLC011854

E-mail : mail@divislaboratories.com, Website : www.divislaboratories.com



Resolution No. 1 Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March, 2017										
ORDINARY										
Resolution required: (Ordinary/ Special)	ORDINARY									
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		138151632	99.9424	138151632	0	100.0000	0.0000		
	Poll	138231232		0.0000	00	00	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		138151632	99.9424	138151632	0	100.0000	0.0000		
Public- Institutions	E-Voting		67244752	79.1922	67244752	0	100.0000	0.0000		
	Poll	84913370	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		67244752	79.1922	67244752	0	100.0000	0.0000		
Public- Non Institutions	E-Voting		5938943	14.0321	5938311	632	99.9893	0.0106		
	Poll	42323978	80700	0.1907	80620	80	99.9008	0.0991		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		6019643	14.2228	6018931	712	99.9882	0.0118		
Total	Total	265468580	211416027	79.6388	211415315	712	99.9997	0.0003		

Resolution No. 2 Declaration of dividend on Equity Shares for the financial year ended 31st March, 2017										
ORDINARY										
Resolution required: (Ordinary/ Special)	ORDINARY									
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		138151632	99.9424	138151632	0	100.0000	0.0000		
	Poll	138231232	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		138151632	99.9424	138151632	0	100.0000	0.0000		
Public- Institutions	E-Voting		67289746	79.2452	67289746	0	100.0000	0.0000		
	Poll	84913370	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		67289746	79.2452	67289746	0	100.0000	0.0000		
Public- Non Institutions	E-Voting		5938969	14.0322	5938344	625	99.9894	0.0105		
	Poll	42323978	80700	0.1907	80620	80	99.9008	0.0991		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		6019669	14.2229	6018964	705	99.9883	0.0117		
Total	Total	265468580	211461047	79.6558	211460342	705	99.9997	0.0003		



Resolution No. 3 Re-appointment of Mr. Kiran S. Divi (DIN: 00006503), who retires by rotation and being eligible, offers himself for re-appointment										
ORDINARY										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	138231232	92151632	66.6648	92151632	0	100.0000	0.0000		
	Poll			0		00	0	0.0000		
	Postal Ballot (if applicable)			0		00	0	0.0000		
	Total		92151632	66.6648	92151632	0	100	0.0000		
Public- Institutions	E-Voting	84913370	67289746	79.2452	66451645	838101	98.7544	1.2455		
	Poll			0		0	0.0000	0.0000		
	Postal Ballot (if applicable)			0		00	0	0.0000		
	Total		67289746	79.2452	66451645	838101	98.7545	1.2455		
Public- Non Institutions	E-Voting	42323978	5938908	14.0320	5937519	1389	99.9766	0.0233		
	Poll		80700	0.1907	80620	80	99.9008	0.0991		
	Postal Ballot (if applicable)			0		00	0	0.0000		
	Total		6019608	14.2227	6018139	1469	99.9756	0.0244		
	Total	265468580	165460986	62.3279	164621416	839570	99.4926	0.5074		

Resolution No. 4 Appointment of Statutory Auditors and fixation of their remuneration										
ORDINARY										
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	138231232	138151632	99.9424	138151632	0	100.0000	0.0000		
	Poll			0		00	0	0.0000		
	Postal Ballot (if applicable)			0		00	0	0.0000		
	Total		138151632	99.9424	138151632	0	100	0.0000		
Public- Institutions	E-Voting	84913370	64579930	76.0539	64569156	10774	99.9833	0.0166		
	Poll			0		0	0.0000	0.0000		
	Postal Ballot (if applicable)			0		00	0	0.0000		
	Total		64579930	76.0539	64569156	10774	99.9833	0.0167		
Public- Non Institutions	E-Voting	42323978	5938908	14.0320	5938258	650	99.9890	0.0109		
	Poll		80700	0.1907	80620	80	99.9008	0.0991		
	Postal Ballot (if applicable)			0		00	0	0.0000		
	Total		6019608	14.2227	6018878	730	99.9879	0.0121		
	Total	265468580	208751170	78.6350	208739666	11504	99.9945	0.0055		



Resolution No. 5									
Appointment of Dr. Ramesh B.V. Nimmagadda (DIN:07854042) as an Independent Director									
ORDINARY									
Resolution required: (Ordinary/ Special)									
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 – in 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		138151632	99.9424	138151632	0	100.0000	0.0000	
	Poll	138231232	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		138151632	99.9424	138151632	0	100.0000	0.0000	
Public- Institutions	E-Voting		67289746	79.2452	67289746	0	100.0000	0.0000	
	Poll	84913370	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		67289746	79.2452	67289746	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		5938345	14.0307	5936687	1658	99.9720	0.0279	
	Poll	42323978	80700	0.1907	80620	80	99.9008	0.0991	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		6019045	14.2214	6017307	1738	99.9711	0.0289	
	Total	265468580	211460423	79.6555	211458685	1738	99.9992	0.0008	

Resolution No. 6									
Appointment of Ms. Nilima Motaparti (DIN:06388001) as a Whole-time Director									
ORDINARY									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
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 – in 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		84151632	60.8774	84151632	0	100.0000	0.0000	
	Poll	138231232	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		84151632	60.8774	84151632	0	100.0000	0.0000	
Public- Institutions	E-Voting		67289746	79.2452	66551589	738157	98.9030	1.0969	
	Poll	84913370	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		67289746	79.2452	66551589	738157	98.9030	1.0969	
Public- Non Institutions	E-Voting		5938858	14.0319	5936537	2321	99.9609	0.0390	
	Poll	42323978	80700	0.1907	80620	80	99.9008	0.0991	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		6019558	14.2226	6017157	2401	99.9601	0.0399	
	Total	265468580	157460936	59.3143	156720378	740558	99.5297	0.4703	



Resolution No. 7 Appointment of Dr. S. Ganapathy (DIN: 07872766) as an Independent Director										
ORDINARY										
Resolution required: (Ordinary/ Special) 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		138151632	99.9424	138151632	0	100.0000	0.0000		
	Poll	138231232	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		138151632	99.9424	138151632	0	100	0		
Public- Institutions	E-Voting		67289746	79.2452	67289746	0	100.0000	0.0000		
	Poll	84913370	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		67289746	79.2452	67289746	0	100	0		
Public- Non Institutions	E-Voting		5938345	14.0307	5936229	2116	99.9643	0.0356		
	Poll	42323978	80700	0.1907	80620	80	99.9008	0.0991		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		6019045	14.2214	6016849	2196	99.9635	0.0365		
	Total	265468580	211460423	79.6555	211458227	2196	99.9990	0.0010		





## COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL

To  
Dr.Murali K. Divi  
Chairman & Managing Director  
M/s. Divi's Laboratories Limited  
1-72/23(P)/DIVIS/303, Divi Towers,  
Cyber Hills, Gachibowli,  
Hyderabad-500032.

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited having its Registered Office at 1-72/23(P)/DIVIS/303, Divi Towers, Cyber Hills, Gachibowli, Hyderabad-500032, held on Monday the 25<sup>th</sup> day of September, 2017 at 10.00 A.M. at Global Peace Auditorium, Brahma Kumaris, Shanti Sarovar, Academy for Better World, Gachibowli, Hyderabad-500032.

Dear Sir,

I V. Bhaskara Rao, a Company Secretary in practice having office at 6-2-1085/B, Flat No.103, Badam Sohana Apartments, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of Companies Act, 2013 (The Act) read with Rule 20 of the Companies (Management and Administration) rules, 2015 and the Poll Process under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) rules, 2014, on the below mentioned resolution(s), at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited, held on Monday the 25<sup>th</sup> day of September, 2017 at 10.00 A.M. at Global Peace Auditorium, Brahma Kumaris, Shanti Sarovar, Academy for Better World, Gachibowli, Hyderabad-500032. I submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Divi's Laboratories Limited, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was 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 poll papers, which were incomplete and/or which were otherwise found defective have been treated as Invalid and kept separately.
4. The shareholders holding shares as on the "cut off" date i.e. 18<sup>th</sup> September, 2017 were entitled to vote on the proposed resolutions (Item Nos.1 to 7 as set out in the Notice of the 27<sup>th</sup> AGM of M/s. Divi's Laboratories Limited).
5. The Company had appointed M/s. Karvy Computershare Private Limited as the service provider, for executing the facility of Remote E-voting to the shareholders of the Company. The Remote E-voting period for the business transacted at the AGM commenced from 21<sup>st</sup> September, 2017, 9.00AM (IST) as ended on 24<sup>th</sup> September, 2017, 5.00 PM (IST). The results of the Remote E-voting were unblocked by me on 24<sup>th</sup> September, 2017 at 5.00 PM (IST).
6. In respect of Remote E-Voting, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Karvy ([https:// www.evoting.karvy.com](https://www.evoting.karvy.com))
7. The Register, all other papers and relevant records relating to Electronic Voting, Poll Papers at the meeting shall remain in our safe custody until Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.
8. I have completed the formalities of voting by Electronic and Polling Paper at the AGM. I hereby submit my report (**Annexed**) and you may accordingly declare the results of the voting. All the resolutions stand passed on combined result (Remote e-voting and Poll Paper).

Thanking You,

V. B. —————

CS Bhaskara Rao V  
Company Secretary  
C.P.4182, FCS No.5939



Place: Hyderabad  
Date: 26.09.2017

Witnesses:

1) A. Naga Durga Raju

2) Y. Narendra Kumar

## Annexure

**Resolution 1:** To consider and adopt the audited financial statements, including audited consolidated financial statements, for the financial year ended 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon.

### (i) Voted in favour of the resolution:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	388	211334695	99.96
Poll at the Venue	25	80620	0.04
Total	413	211415315	100.00

### (ii) Voted against the resolution:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	632	0
Poll at the Venue	1	80	0
Total	4	712	0

### (iii) Invalid votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	0	0
Poll at the Venue	3	3702
Total	3	3702

### (iv) Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	9	1198517
Poll at the Venue	0	0
Total	9	1198517





**Resolution 2:** To declare dividend for the financial year ended 31st March 2017

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	391	211379722	99.96
Poll at the Venue	25	80620	0.04
Total	416	211460342	100.00

**(ii) Voted against the resolution:**

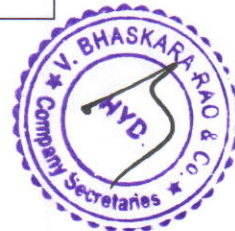
Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	625	0
Poll at the Venue	1	80	0
Total	3	705	0

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	0	0
Poll at the Venue	3	3702
Total	3	3702

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	7	1153497
Poll at the Venue	0	0
Total	7	1153497



**Resolution 3:** To re-appoint Mr. Kiran S. Divi (DIN: 00006503), who retires by rotation and being eligible, offers himself for reappointment as a Director.

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	378	164540796	99.44
Poll at the Venue	25	80620	0.05
Total	403	164621416	99.49

**(ii) Voted against the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	13	839490	0.51
Poll at the Venue	1	80	0.00
Total	14	839570	0.51

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	0	0
Poll at the Venue	3	3702
Total	3	3702

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	9	47153558
Poll at the Venue	0	0
Total	9	47153558



**Resolution 4:** To appoint M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company who shall hold office from the conclusion of this AGM until the conclusion of the 32nd AGM of the Company and to fix their remuneration.

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	384	208659046	99.96
Poll at the Venue	25	80620	0.04
Total	409	208739666	99.99

**(ii) Voted against the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	6	11424	0.01
Poll at the Venue	1	80	0.00
Total	7	11504	0.01

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	0	0
Poll at the Venue	3	3702
Total	3	3702

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	10	3863374
Poll at the Venue	0	0
Total	10	3863374





**Resolution 5: Appointment of Dr. Ramesh B. V. Nimmagadda as an Independent Director**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	384	211378065	99.96
Poll at the Venue	25	80620	0.04
Total	409	211458685	100.00

**(ii) Voted against the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	6	1658	0
Poll at the Venue	1	80	0
Total	7	1738	0

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	0	0
Poll at the Venue	3	3702
Total	3	3702

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	10	1154121
Poll at the Venue	0	0
Total	10	1154121



**Resolution 6: Appointment of Ms. Nilima Motaparti as a Whole-Time Director**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	380	156639758	99.48
Poll at the Venue	25	80620	0.05
Total	405	156720378	99.53

**(ii) Voted against the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	740478	0.47
Poll at the Venue	1	80	0.00
Total	11	740558	0.47

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	0	0
Poll at the Venue	3	3702
Total	3	3702

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	10	55153608
Poll at the Venue	0	0
Total	10	55153608



**Resolution 7: Appointment of Dr. S. Ganapaty as an Independent Director.**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	383	211377607	99.96
Poll at the Venue	25	80620	0.04
Total	408	211458227	100.00

**(ii) Voted against the resolution:**

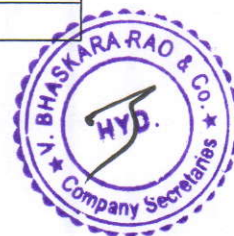
Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	7	2116	0.00
Poll at the Venue	1	80	0.00
Total	8	2196	0.00

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	0	0
Poll at the Venue	3	3702
Total	3	3702

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	10	1154121
Poll at the Venue	0	0
Total	10	1154121





A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared Invalid for each resolution is enclosed

Thanking you

Yours faithfully

V. B. Rao

CS Bhaskara Rao V  
Company Secretary  
C.P.4182, FCS No.5939



Place: Hyderabad  
Date:26.09.2017