

Notice of Annual General Meeting

Notice is hereby given that the Twenty Fifth Annual General Meeting (AGM) of the Members of DIVI'S LABORATORIES LIMITED will be held on **Monday the 31st day of August, 2015 at 10.00 A.M.** at KLN Prasad Auditorium, FTAPCCI Premises, 11-6-841, Red Hills, Hyderabad - 500 004 to transact the following business :

ORDINARY BUSINESS :

Item No. 1 - Adoption of Financial Statements

To consider and adopt the audited financial statements, including audited consolidated financial statements, for the financial year ended 31st March, 2015 and the reports of the Directors and Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare dividend on equity shares for the financial year ended 31st March, 2015.

Item No. 3 - Appointment of Director

To re-appoint Mr. N V Ramana (DIN: 00005031), who retires by rotation and being eligible, offers himself for reappointment as a Director.

Item No. 4 - Appointment of Auditors

To ratify the appointment of M/s. P.V.R.K. Nageswara Rao & Co., Chartered Accountants, Hyderabad (Firm's Regn. No. 002283S) as Statutory Auditors of the Company and to fix their remuneration by passing the following resolution :

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the shareholders at the AGM held on 25th August, 2014, the appointment of M/s. P.V.R.K. Nageswara Rao & Co., Chartered Accountants, Hyderabad (Firm's Regn. No. 002283S) as the Statutory Auditors of the Company to hold office until the conclusion of the 27th AGM of the Company, be and is hereby ratified and that the Board of Directors be and is here by authorized to fix the remuneration payable to them for the financial year 2015-16 as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out-of-pocket expenses and such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and Board of Directors."

For and on behalf of the Board of Directors

Hyderabad
23rd May 2015

Dr. Murali K. Divi
Chairman & Managing Director
(DIN : 00005040)

Registered Office:
7-1-77/E/1/303, Divi Towers,
Dharam Karan Road,
Ameerpet, Hyderabad - 500 016.
CIN: L24110TG1990PLC011854
e-mail : mail@divislaboratories.com

NOTES :

1. ***A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.***

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. Members / proxies / authorized representatives are requested to bring the attendance slips duly filled in for attending the meeting and bring their copies of the Annual Report to the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. Closure of register of Members and Dividend :
 - (a) The Company has notified that Register of Members and Transfer Books will be closed from 10th August, 2015 to 14th August, 2015 (both days inclusive) for determining the names of the Members eligible for dividend, if approved, on equity shares. In respect of shares held in Electronic form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose.
 - (b) The dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to those shareholders whose name appears in Register of Members as on 8th August, 2015
 - (c) Members may please note that the Dividend Warrants are payable at par at the designated branches of the Bank printed on reverse of the Dividend Warrant for an initial period of 3 months only. Thereafter, the Dividend Warrant on revalidation is payable only at limited centers / branches. The members are, therefore, advised to encash Dividend Warrants within the initial validity period.

7. Bank particulars :

In order to provide protection against fraudulent encashment of the warrant, shareholders holding shares in physical form are requested to intimate the Company under the signature of sole / first joint holder, the following information to be incorporated on the Dividend Warrants :

- (i) Name of the Sole / First joint holder and the Folio Number.
- (ii) Particulars of Bank account, viz.,
 - Name of the Bank
 - Name of the Branch
 - Complete address of the Bank with Pin Code Number
 - Account type, whether Savings (SB) or Current account (CA)
 - Bank Account Number allotted by the Bank
8. Shareholders holding shares in electronic form may kindly note that their Bank account details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion of / change in such Bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. **Shareholders are requested to intimate immediately any change in their address or bank mandates to**

their depository participants with whom they are maintaining their demat accounts or to the company's share transfer agent, M/s Karvy Computershare Private Limited, if the shares are held in physical form.

9. Non-Resident Indian Shareholders are requested to inform the registrars, M/s. Karvy Computershare Private Limited immediately :
 - a) the change in the Residential status on return to India for permanent settlement.
 - b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Shareholders desirous of making nominations are requested to send their requests to the Registrar and Share Transfer Agent M/s. Karvy Computershare Private Limited.
11. M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial Dist., Nanakramguda, Hyderabad - 500 032 acts as the Company's Registrar and Share Transfer Agent for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Electronic form, shareholders may send requests or correspond through their respective Depository Participants.
12. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the unpaid or unclaimed dividend for the Financial year 2007-08 is due to be transferred to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Unclaimed dividend for the year(s) 2007-08, 2008-09, 2009-10 2010-11, 2011-12, 2012-13 and 2013-14 are held in separate Bank accounts and shareholders who have not received the dividend / encashed the warrants are advised to write to the Company with complete details.
13. The annual report for the financial year 2014-15 is being sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2014-15 upon sending a request to the Company. The Notice of the 25th AGM and the Annual Report 2014-15 will be available on the Company's website www.divislaboratories.com.
 Members who would like to receive all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic mode in lieu of physical copy (in order to save usage of paper) and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:
 - in respect of electronic shareholding - through their respective Depository Participants;
 - in respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.
14. Pursuant to Clause 49 of the Listing Agreement, additional information on directors seeking appointment / re-appointment at the annual general meeting is provided in the Annual Report.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
16. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on any working day till the date of AGM

17. e-voting

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, Divi's Laboratories Limited ("the Company") is pleased to provide to the shareholders the facility to exercise their votes electronically through electronic voting service facility arranged by M/s. Karvy Computershare Private Limited.

The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.

Process for remote e-voting :

The Company has engaged the services of M/s.Karvy Computershare Private Limited ("Karvy") for facilitating remote e-voting to enable the Shareholders to cast their vote electronically.

A. Members who received the notice through e-mail from Karvy :

1. Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
2. Enter the login credentials (i.e., User ID and password mentioned in your email/sent separately). The Event No.+ Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please contact toll free number 1800 3454 001 for your existing password.

User Id :	For Members holding shares in Demat form: a. For NSDL: 8 character DP ID followed by 8 digit Client ID b. For CDSL: 16 digit Beneficiary ID/Client ID For Members holding shares in Physical form: Event No.(EVENT) followed by Folio No. registered with the Company.
Password	Your unique password is sent separately/provided in the email forwarding the electronic notice.

3. After entering these details appropriately, Click on "LOGIN".
4. You will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. After changing password, you need to login again with the new credentials.
6. On successful login, the system will prompt you to select the "EVENT" i.e. Divi's Laboratories Limited.
7. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
8. You may then cast your vote by selecting an appropriate option and click on "Submit", a confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution.
9. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: bhaskararaoandco@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
10. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
11. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

B. In case of Members receiving AGM Notice by Post :

1. Please use the User ID and initial password as provided in the AGM Notice Form.
2. Please follow all steps from Sr.No. 1 to 11 as mentioned in (A) above, to cast your vote.

C. In case of any query pertaining to e-voting, please visit Help & FAQ's section of Karvy e-voting website.

D. The remote e-voting facility is available during the following period :

Commencement of remote e-voting: From 9.00 a.m. on 27th August, 2015

End of remote e-voting: up to 5.00 p.m. on 30th August, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

18. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not be allowed to vote again at the Meeting.
19. The Board of Directors of the Company at their meeting held on 23rd May, 2015 has appointed Mr. V Bhaskara Rao, Practising Company Secretary, as Scrutinizer to scrutinize the remote e-voting and poll in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose. The Scrutinizer's decision on the validity of e-voting shall be final.
20. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on cut-off date i.e., 24th August, 2015. Members holding shares either in physical form or dematerialized form may cast their vote electronically.
21. Any person who becomes a member of the company after the dispatch of the Notice of the AGM and holds shares as on the cut-off date i.e., 24th August, 2015, may obtain User ID and password in the manner as mentioned below:
 - (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**.
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXXX123456789
 - (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call Karvy's toll free number 1-800-3454-001
 - (d) Member may send an e-mail request to evoting@karvy.com.
22. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 24th August, 2015 only shall be entitled to avail the facility of remote- e-voting and Poll.
23. The Scrutinizer after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizers' report and submit the same to the Chairman.
24. Resolutions shall be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the Resolutions.
25. The result of the voting along with Scrutinizers' Report will be communicated to the stock exchanges and will also be hosted on the website of the Company www.divislaboratories.com and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of resolutions.

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Divi's Laboratories Limited

CIN : L24110TG1990PLC011854

7-1-77/E/1/303, Divi Towers, Dharam Karan Road, Ameerpet, Hyderabad - 500 016.

Tel. : +91 40 2378 6300; Fax : +91 40 2378 6460

E-mail : mail@divislaboratories.com URL : www.divislaboratories.com

Share Transfer Agent : M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31-32,
Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032

CIN : U74140TG2003PTC041636

ATTENDANCE SLIP

Regd. Folio No.	
No. of Equity Shares held	

* DP ID :	
* Client ID :	

Name of the Shareholder	
Name of Proxy	

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company held at KLN Prasad Auditorium, FTAPCCI Premises, 11-6-841, Red Hills, Hyderabad - 500 004 at 10.00 A.M. on Monday, the 31st August, 2015.

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

if Member, Please sign here

If Proxy, Please sign here

Note : This form should be signed and handed over at the Meeting Venue.

* Applicable for investors holding shares in electronic form.

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Divi's Laboratories Limited

CIN : L24110TG1990PLC011854

7-1-77/E/1/303, Divi Towers, Dharam Karan Road, Ameerpet, Hyderabad - 500 016.

Tel. : +91 40 2378 6300; Fax : +91 40 2378 6460

E-mail : mail@divislaboratories.com URL : www.divislaboratories.com

Share Transfer Agent : M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, CIN : U74140TG2003PTC041636

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)

Registered address :

E-mail id :

Folio No./Client ID :

DP ID :

I/We, being the member(s) of.....shares of the above named Company, hereby appoint

1. Name.....

Address.....

E-mail id.....Signature..... , or failing him

2. Name.....

Address.....

E-mail id.....Signature..... , or failing him

3. Name.....

Address.....

E-mail id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company be held at KLN Prasad Auditorium, FTAPCCI Premises, 11-6-841, Red Hills, Hyderabad - 500 004 at 10.00 A.M. on Monday the 31st August, 2015 and at any adjournment thereof in respect of such resolutions as are indicated below :

** I/We wish my above proxy(ies) to vote in the manner as indicated in the box below :

Resolutions	For	Against	Abstain
1 Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31 st March, 2015			
2 Declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2015.			
3 Re-appointment of Mr. N.V.Ramana (DIN: 00005031), who retires by rotation, and being eligible offers himself for re-appointment.			
4 Ratification of appointment of M/s. PVRK Nageswara Rao & Co., Statutory Auditors and fixing their remuneration			

Affix
a revenue
Stamp

Signed this.....day of.....2015.

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

**This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions. your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note :

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. A proxy need not be a member of the Company.
3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent, of the total share capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

