

Report of Scrutinizer on Remote e-voting and Ballot

[Pursuant to rule Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To
Dr Murali K.Divi
Chairman and Managing Director
Divi's Laboratories Limited

Dear Sir,

I, V. Bhaskara Rao, Proprietor of V.Bhaskara Rao & Co., a Company Secretaries in practice having office at 6-2-1085/B, Flat No.103, Badam Sohana Apartments, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, appointed as Scrutinizer by the Company for the purpose of the Postal Ballot carried out as per the provisions of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions as mentioned in the notice of Postal Ballot dated 08th August, 2015 and submit our report as under

1. The shareholders holding shares as on the "cut off" date i.e. 07th August, 2015 were entitled to vote on the proposed resolutions (Item Nos.1 & 2) as set out in the Notice of Postal Ballot Form
2. The e-voting commenced on 14th August, 2015 (9.00AM) and ended on 12th September, 2015 (5.00 PM).
3. In respect of 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>)
4. All postal ballot forms received up to the close of working hours on 12.09.2015 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. **451** Postal Ballot forms were received and **505** shareholders casted their votes on the e-voting platforms.

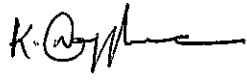


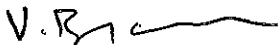
6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until Chairman considers, approves and signs the Minutes of the aforesaid and the same are handed over to the Company Secretary for safe keeping.
7. Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
8. We did not find any defaced or mutilated ballot paper.
9. Envelops containing postal ballot forms returned undelivered and these envelops were also not opened and they are separately kept.
10. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with Register of Members of the Company as on 07.08.2015 and list of beneficiaries as on 07.08.2015.
11. 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.
12. The shareholders who casted their votes both through postal Ballot as well as through e-voting, the votes casted through e-voting has been considered.

We have completed the formalities of voting by Electronic & Postal Ballot and hereby submit our report as attached to this report (**Annexed**) and you may accordingly declare the results of the voting. All the resolutions stands passed on combined result (Remote e-voting and Ballot).

For V. Bhaskara Rao & Co.
Company Secretaries

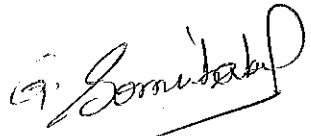
Witness:

K.Nagarjuna 



V. Bhaskara Rao
Proprietor



G. Srinubabu 

C.P.No: 4182, FCS No.5939

Place: Hyderabad

Date: 14.09.2015

Annexure

Resolution 1: Increase in Authorized Share Capital of the company and consequent alteration of Capital Clause of Memorandum of Association.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	503	100585801	94.40
Ballot	424	5962384	5.60
Total	927	106548185	100.00

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
Ballot	4	3196	0.00
Total	4	3196	0.00

(iii) Invalid/Abstain votes:

Particulars	Number of members voted	Number of votes cast by them	% of total number of votes cast
Remote E-voting	2	2828	-
Ballot	23	50962	-
Total	25	53790	-



Resolution 2: Approval for Issue of Bonus shares.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	503	100585801	94.41
Ballot	419	5949908	5.59
Total	922	106535709	100.00

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
Ballot	2	190	0.00
Total	2	190	0.00


(iii) Invalid/Abstain votes:

Particulars	Number of members voted	Number of votes cast by them	% of total number of votes cast
Remote E-voting	2	2828	-
Ballot	30	66444	-
Total	32	69272	-

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



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



Place: Hyderabad
Date: 14.09.2015