

FORM No. MGT-13
Report of Scrutinizer on E-voting

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

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

24th Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited 7-1-77 /E/1/303, Dharam Karan Road, Ameerpet, Hyderabad - 500016 held on 25th August, 2014 at 10.00 A.M. at K. L. N. Prasad Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI), 11-6-841, FAPCCI Marg, Red Hills, Hyderabad – 500 004.

Dear Sir,

I V. Bhaskara Rao, (proprietor of V.Bhaskara Rao & Co) 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 the e-voting conducted on the below mentioned resolution(s), at the 24th Annual General meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited, held on 25th August, 2014 at 10.00 A.M., at K. L. N. Prasad Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI), 11-6-841, FAPCCI Marg, Red Hills, Hyderabad – 500004. I submit our report as under:

1. The e-voting period for the business to be transacted at the AGM commenced from 19th August, 2014 (9.00AM) and ended on 21st August, 2014 (5.00 PM).
2. 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>)
3. The shareholders holding shares as on the "cut off" date i.e. 25th July,2014 were entitled to vote on the proposed resolutions (Item Nos.1 to 11 as set out in the Notice of the 24th AGM of M/s Divi's Laboratories Limited.)



4. The Register, all other papers and relevant records relating to Electronic voting 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 keeping.
5. I have completed the formalities of voting by Electronic mode. And I hereby submit my report (Annexed) and you may accordingly declare the results of the voting.

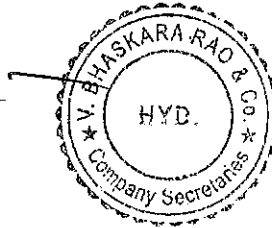
For V. Bhaskara Rao & Co.
Company Secretaries

V. B. Rao

V. Bhaskara Rao

Proprietor

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



Place: Hyderabad

Date: 26.08.2014

Witness:

1) K. Nagarjuna

K. Nagarjuna

2) B. SIVA

B. SIVA

Resolution 1: Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014 (Ordinary Resolution)

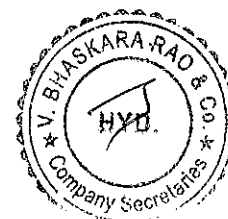
Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	303	92364247	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	0	0	--
Total			92364247	100

Resolution 2: Approval for payment of dividend at Rs. 20/- for each equity share for the financial year 2013-14 (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	303	92386744	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	0	0	--
Total			92386744	100

Resolution 3: Re-appointment of Sri Kiran S. Divi (DIN: 00006503) as Director, who retires by rotation (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	296	69212162	99.7485
2	Voted Against the Resolution	5	174537	0.2515
3	Invalid/Abstained Votes	2	23000045	--
Total		303	92386744	100



Resolution 4: Appointment of Auditors and fixing their remuneration (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	289	92229532	99.8347
2	Voted Against the Resolution	13	152712	0.1653
3	Invalid/Abstained Votes	1	4500	--
	Total	303	92386744	100

Resolution 5: Appointment of Sri K.V.K. Seshavataram (DIN: 00060874) as an Independent Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	300	92386695	100
2	Voted Against the Resolution	2	4	0
3	Invalid/Abstained Votes	1	45	--
	Total	303	92386744	100

Resolution 6: Appointment of Smt. S. Sridevi (DIN: 06879138) as an Independent Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	300	92386695	100
2	Voted Against the Resolution	2	4	0
3	Invalid/Abstained Votes	1	45	--
	Total	303	92386744	100



Resolution 7: Appointment of Dr. G. Suresh Kumar (DIN: 00183128) as an Independent Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	280	91811667	99.3824
2	Voted Against the Resolution	21	570532	0.6176
3	Invalid/Abstained Votes	2	4545	--
	Total	303	92386744	100

Resolution 8: Appointment of Sri R. Ranga Rao (DIN: 06409742) as an Independent Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	301	92386696	100
2	Voted Against the Resolution	1	3	0
3	Invalid/Abstained Votes	1	45	--
	Total	303	92386744	100

Resolution 9: Re-appointment of Dr. Murali K. Divi (DIN: 00005040), as Chairman & Managing Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	289	84363687	99.7744
2	Voted Against the Resolution	11	190759	0.2256
3	Invalid/Abstained Votes	3	7832298	--
	Total	303	92386744	100



Resolution 10: Re-appointment of Sri N.V. Ramana (DIN: 00005031) as an Executive Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	290	91842617	99.8438
2	Voted Against the Resolution	11	143682	0.1562
3	Invalid/Abstained Votes	2	400445	--
Total		303	92386744	100


Resolution 11: Adoption of new Altered Articles of Association as per the new Companies Act 2013 (Special Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	288	91921844	99.7957
2	Voted Against the Resolution	9	188206	0.2043
3	Invalid/Abstained Votes	6	276694	--
Total		303	92386744	100

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

For V. Bhaskara Rao & Co.
Company Secretaries

V. B. 
V. Bhaskara Rao
Proprietor

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



Place: Hyderabad
Date: 26.08.2014

FORM No. MGT-13
Report of Scrutinizer on Poll

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

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

24th Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited
7-1-77 /E/1/303, Dharam Karan Road, Ameerpet Hyderabad - 500016 held on 25th August,
2014 at 10.00 A.M. at K. L. N. Prasad Auditorium, Federation of Andhra Pradesh Chambers of
Commerce and Industry (FAPCCI), 11-6-841, FAPCCI Marg, Red Hills, Hyderabad – 500 004.

Dear Sir,

I V. Bhaskara Rao, (proprietor of V.Bhaskara Rao & Co) 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 the poll taken on
the below mentioned resolution(s), at the 24th Annual General meeting of the Equity
Shareholders of M/s. Divi's Laboratories Limited, held on 25th August, 2014 at 10.00 A.M., at
K. L. N. Prasad Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry
(FAPCCI), 11-6-841, FAPCCI Marg, Red Hills, Hyderabad – 500004. I submit our report as
under:

1. After the time fixed for closing of the poll by the Chairman, M/s 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.



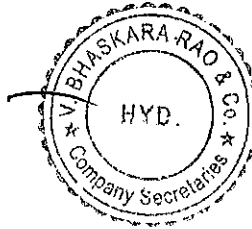
4. The shareholders holding shares as on the "cut off" date i.e. 25th July,2014 were entitled to vote on the proposed resolutions (Item Nos.1 to 11 as set out in the Notice of the 24th AGM of M/s Divi's Laboratories Limited.)
5. The Register, all other papers and relevant records relating to Poll papers 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 keeping.
6. I have completed the formalities of voting by Ballot papers. And I hereby submit my report (Annexed) and you may accordingly declare the results of the voting.

For V. Bhaskara Rao & Co.
Company Secretaries

V. B. Rao

V. Bhaskara Rao
Proprietor

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



Place: Hyderabad
Date: 26.08.2014

Resolution 1: Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014 (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	103	2336985	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	2	110	--
Total		105	2337095	100

Resolution 2: Approval for payment of dividend at Rs. 20/- for each equity share for the financial year 2013-14 (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	103	2337065	99.9991
2	Voted Against the Resolution	1	20	0.0009
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100

Resolution 3: Re-appointment of Sri Kiran S. Divi (DIN: 00006503) as Director, who retires by rotation (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	104	2337085	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100



Resolution 4: Appointment of Auditors and fixing their remuneration (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	104	2337085	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100

Resolution 5: Appointment of Sri K.V.K. Seshavataram (DIN: 00060874) as an Independent Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	104	2337085	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100

Resolution 6: Appointment of Smt. S. Sridevi (DIN: 06879138) as an Independent Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	103	2327085	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	2	10010	--
Total		105	2337095	100



Resolution 7: Appointment of Dr. G. Suresh Kumar (DIN: 00183128) as an Independent Director (Ordinary Resolution)

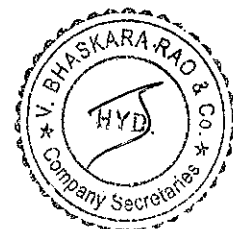
Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	101	1820583	77.8997
2	Voted Against the Resolution	3	516502	22.1003
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100

Resolution 8: Appointment of Sri R. Ranga Rao (DIN: 06409742) as an Independent Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	104	2337085	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100

Resolution 9: Re-appointment of Dr. Murali K. Divi (DIN: 00005040), as Chairman & Managing Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	104	2337085	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100



Resolution 10: Re-appointment of Sri N.V. Ramana (DIN: 00005031) as an Executive Director (Ordinary Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	102	2275946	100
2	Voted Against the Resolution	0	0	0
3	Invalid/Abstained Votes	3	61149	--
Total		105	2337095	100

Resolution 11: Adoption of new Altered Articles of Association as per the new Companies Act 2013 (Special Resolution)

Particulars		Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	Voted in Favour of the resolution	100	1801807	77.0963
2	Voted Against the Resolution	4	535278	22.9037
3	Invalid/Abstained Votes	1	10	--
Total		105	2337095	100

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

For V. Bhaskara Rao & Co.
Company Secretaries

V. B. Rao
V. Bhaskara Rao
Proprietor

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



Place: Hyderabad
Date: 26.08.2014