

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to 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 & Managing Director
M/s. Divi's Laboratories Limited
7-1-77/E/1/303, Dharam Karanroad,
Ameerpet, Hyderabad-500 016.

25th Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited
having its Registered Office at 7-1-77/E/1/303, Dharam Karanroad, Ameerpet, Hyderabad-
500016, 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.

Dear Sir,

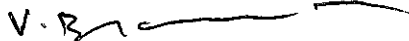
I V. Bhaskara Rao, a Company Secretary in Practice having office at 6-2-1085/B, Flat No.103,
Badam Sohana Apartments, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, was appointed
as Scrutinizer for the purpose of scrutinizing the Poll Process under the provisions of Section 109
of the Act read with Rule 21 of the Companies (Management and Administration) rules, 2014
read with Clause 35B of Listing Agreement entered into by the Company with National Stock
Exchange of India Limited (NSE) and BSE Limited, on the below mentioned resolution (s), at
the 25th Annual General meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited
having its Registered Office at 7-1-77/E/1/303, Dharam Karanroad, Ameerpet, Hyderabad-
500016, 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 - 500004. I submit my 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. 24th August, 2015 were entitled to vote on the proposed resolutions (Item Nos.1 to 4 as set out in the Notice of the 25th AGM of M/s. Divi's Laboratories Limited). The Results of the Poll is as **Annexed**.
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. 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,

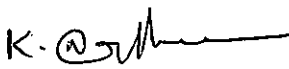
V. R. 

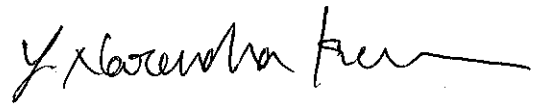
CS Bhaskara Rao V
Company Secretary
C.P.4182, FCS No.5939



Place: Hyderabad
Date: 01.09.2015

Witnesses:

K. 
1) K. Nagarjuna


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 31st March, 2015 and the reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
94	928434	100

(ii) Voted against the resolution:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstain votes:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1536	-



Resolution 2: To declare dividend on equity shares for the financial year ended 31st March, 2015.

(i) Voted in favour of the resolution:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
94	928434	100

(ii) Voted against the resolution:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstain votes:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1536	-



Resolution 3: To re-appoint Mr. N V Ramana (DIN: 00005031), who retires by rotation and being eligible, offers himself for reappointment as a Director.

(i) Voted in favour of the resolution:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
91	466895	100

(ii) Voted against the resolution:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstain votes:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
8	463075	-



Resolution 4: 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.

(i) Voted in favour of the resolution:

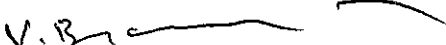
Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
94	928434	100

(ii) Voted against the resolution:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstain votes:

Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1536	-

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



Place: Hyderabad
Date: 01.09.2015

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL

To
Dr. Murali K. Divi
Chairman & Managing Director
M/s. Divi's Laboratories Limited
7-1-77/E/1/303, Dharam Karanroad,
Ameerpet, Hyderabad-500016.

25th Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited having its Registered Office at 7-1-77/E/1/303, Dharam Karanroad, Ameerpet, Hyderabad-500016, 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.

Dear Sir,

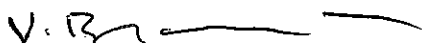
I V. Bhaskara Rao, a Company Secretary in practice having office at 6-2-1085/B, Flat No.103, Badam Sohana Apartments, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, was appointed as Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 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 read with Clause 35B of Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) and BSE Limited, on the below mentioned resolution(s), at the 25th Annual General meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited having its Registered Office at 7-1-77/E/1/303, Dharam Karanroad, Ameerpet, Hyderabad-500016, 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 - 500004. I submit my 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. 24th August, 2015 were entitled to vote on the proposed resolutions (Item Nos.1 to 4 as set out in the Notice of the 25th 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 27th August, 2015, 9.00 A.M, as ended on 30th August, 2015, 5.00 P.M. The results of the remote e-voting were unblocked by me on 30th August, 2015 at 5.00 P.M.
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 keeping.
8. I have completed the formalities of voting by Electronic and Polling at the AGM. And I hereby submit my report (Annexed) and you may accordingly declare the results of the voting. All the resolutions stands passed on combined result (Remote e-voting and Poll).

Thanking You,

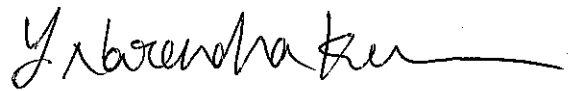

CS Bhaskara Rao V
Company Secretary
C.P.4182, FCS No.5939



Place: Hyderabad
Date: 01.09.2015

Witnesses:


1) K. Nagarjuna


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 31st March, 2015 and the reports of the 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	449	105412186	99.13
Poll at the Venue	94	928434	0.87
Total	543	106340620	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	0	0	0
Poll at the Venue	0	0	0
Total	0	0	0

(iii) Invalid/Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of votes cast
Remote E-voting	7	324064	-
Poll at the Venue	5	1536	-
Total	12	325600	-



Resolution 2: To declare dividend on equity shares for the financial year ended 31st March, 2015.

(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	456	105758747	99.13
Poll at the Venue	94	928434	0.87
Total	550	106687181	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	0	0	0
Poll at the Venue	0	0	0
Total	0	0	0

(iii) Invalid/Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of votes cast
Remote E-voting	0	0	-
Poll at the Venue	5	1536	-
Total	5	1536	-



Resolution 3: To re-appoint Mr. N V Ramana (DIN: 00005031), 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	453	105684933	99.49
Poll at the Venue	91	466895	0.44
Total	544	106151828	99.93

(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	73814	0.07
Poll at the Venue	0	0	0.00
Total	3	73814	0.07

(iii) Invalid/Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of votes cast
Remote E-voting	0	0	-
Poll at the Venue	8	463075	-
Total	8	463075	-



Resolution 4: 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.

(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	445	105417818	98.81
Poll at the Venue	94	928434	0.87
Total	539	106346252	99.68

(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	11	340929	0.32
Poll at the Venue	0	0	0.00
Total	11	340929	0.32

(iii) Invalid/Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them	% of total number of votes cast
Remote E-voting	0	0	-
Poll at the Venue	5	1536	-
Total	5	1536	-

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.R.

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



Place: Hyderabad
Date: 01.09.2015