

# ANNEXURE VII

## Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration ) Rules, 2014]

### I. Registration and Other Details:

i) CIN		L24110TG1990PLC011854
ii) Registration Date		12-10-1990
iii) Name of the Company		DIVI'S LABORATORIES LIMITED
iv) Category / Sub Category of the Company		Public Company/ Limited by shares
v) Address of the Registered Office and Contact Details		1-72/23(P)/DIVIS/303, Divi Towers Cyber Hills, Gachibowli HYDERABAD - 500 032 TELANGANA Tel: 040-23786300 Fax: 040-23786460 mail@divislabs.com
vi) Whether Listed Company	Yes/ No	YES
vii) Name, Address & Contact details of Registrar and Transfer Agent		KARVY FINTECH PVT. LTD Karvy Selenium Tower B, Plot No. 31& 32 Gachibowli, Financial District Nanakramguda HYDERABAD - 500 032 Tel: 040-67161526 nageswara.raop@karvy.com

### II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company:

SI No.	Name and description of main products / services	NIC code of the Product / Service	% to total turnover of the company
1	Naproxen	29183090	18%

### III. Particulars of Holding, Subsidiaries and Associate Companies

SI No.	Name and address of the Company	CIN/ GLN	Holding / Subsidiary /Associate	% of shares held	Applicable Section
1	Divis Laboratories (USA) Inc., 325 Columbia Turnpike Suite 305, Florham Park, New Jersey 07932	NA	Subsidiary	100	2(87)
2	Divi's Laboratories Europe AG Solithurnerstrasse 15 CH- Basle	NA	Subsidiary	100	2(87)

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A PROMOTERS</b>									
<b>(1) Indian</b>									
(a) Individuals / Hindu Undivided Family	130181232	0	130181232	49.04	130069360	0	130069360	49.00	-0.04
(b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corporate	8000000	0	8000000	3.01	8000000	0	8000000	3.01	0.00
(e) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(f) Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total A(1) :</b>	<b>138181232</b>	<b>0</b>	<b>138181232</b>	<b>52.05</b>	<b>138069360</b>	<b>0</b>	<b>138069360</b>	<b>52.01</b>	<b>-0.04</b>
<b>(2) Foreign</b>									
(a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total A(2) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter A=A(1)+A(2):</b>	<b>138181232</b>	<b>0</b>	<b>138181232</b>	<b>52.05</b>	<b>138069360</b>	<b>0</b>	<b>138069360</b>	<b>52.01</b>	<b>-0.04</b>
<b>B Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds / UTI	41025312	0	41025312	15.45	36885049	0	36885049	13.89	-1.56
(b) Banks / Financial Institutions	838261	0	838261	0.32	867426	0	867426	0.33	0.01
(c) Central Government /	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIIs/ FPIs	48862026	0	48862026	18.41	56301726	0	56301726	21.21	2.80
(h) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total B(1) :</b>	<b>90725599</b>	<b>0</b>	<b>90725599</b>	<b>34.18</b>	<b>94054201</b>	<b>0</b>	<b>94054201</b>	<b>35.43</b>	<b>1.25</b>
<b>(2) Non-institutions</b>									
(a) Bodies Corporate									
i) Indian	10997986	0	10997986	4.14	9580167	0	9580167	3.61	-0.53

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									0.00
i) Individual shareholders holding nominal share capital up to ₹2 lakh	19261085	400103	19661188	7.41	17400271	347486	17747757	6.69	-0.72
ii) Individual shareholders holding nominal share capital in excess of ₹2 lakh	2354941	350350	2705291	1.02	2201732	350350	2552082	0.96	-0.06
(c) Others -									
i) Non Resident Indians	1579752	0	1579752	0.60	1405037	0	1405037	0.53	-0.07
ii) Trusts	662643	0	662643	0.25	934582	0	934582	0.35	0.10
iii) Clearing Members	349352	0	349352	0.13	1100194	0	1100194	0.41	0.28
iv) NBFcs Registered with RBI	48086	0	48086	0.02	11101	0	11101	0.00	-0.01
v) Alternative Investment Fund	554069	0	554069	0.21	0	0	0	0.00	-0.21
vi) IEPF	3382	0	3382	0.00	14099	0	14099	0.01	0.00
<b>Sub-total B(2) :</b>	<b>35811296</b>	<b>750453</b>	<b>36561749</b>	<b>13.77</b>	<b>32647183</b>	<b>697836</b>	<b>33345019</b>	<b>12.56</b>	<b>-1.21</b>
									0.00
<b>Total Public Shareholding B=B(1)+B(2) :</b>	<b>126536895</b>	<b>750453</b>	<b>127287348</b>	<b>47.95</b>	<b>126701384</b>	<b>697836</b>	<b>127399220</b>	<b>47.99</b>	<b>0.04</b>
C Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
<b>GRAND TOTAL: [A+B+C]</b>	<b>264718127</b>	<b>750453</b>	<b>265468580</b>	<b>100</b>	<b>264770744</b>	<b>697836</b>	<b>265468580</b>	<b>100.00</b>	<b>-</b>

## ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2018)			Shareholding at the end of the year (As on 31-03-2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	NILIMA MOTAPARTI	54000000	20.34	0.00	54000000	20.34	0.00	0.00
2	DIVI SATCHANDRA KIRAN	46000000	17.33	0.00	54000000	20.34	0.00	3.01
3	MURALI KRISHNA PRASAD DIVI	15567000	5.86	0.00	7567000	2.85	0.00	-3.01
4	DIVI SWARNA LATHA	14000000	5.27	0.00	14000000	5.27	0.00	0.00
5	DIVI MADHUSUDANA RAO	584632	0.22	0.00	472760	0.18	0.00	-0.04
6	DIVI BABU RAJENDRA PRASAD	26600	0.01	0.00	26600	0.01	0.00	0.00
7	RADHAKRISHNA RAO DIVI	3000	0.00	0.00	3000	0.00	0.00	0.00

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SI No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2018)			Shareholding at the end of the year (As on 31-03-2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
8	DIVIS BIOTECH PRIVATE LIMITED	8000000	3.01	0.00	8000000	3.01	0.00	0.00
9	SRI RAMACHANDRA RAO DIVI	0	0.00	0.00	0	0.00	0.00	0.00
	<b>TOTAL</b>	<b>138181232</b>	<b>52.05</b>		<b>138069360</b>	<b>52.01</b>		<b>-0.04</b>

**iii) Change in Promoters' Shareholding**

SI No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
A	Promoters							
1	MURALI KRISHNA PRASAD DIVI							
	At the beginning of the year	15567000	5.86	1-Apr-18				
				31-Oct-18	8000000	Disposal-Off Market Transfer-gift		
	At the end of the year			31-Mar-19			7567000	2.85
2	DIVI SATCHANDRA KIRAN							
	At the beginning of the year	46000000	17.33	1-Apr-18				
				31-Oct-18	8000000	Acquisition-Off Market Transfer-gift		
				31-Mar-19			54000000	20.34
3	MADHUSUDANA RAO DIVI Whole-time Director							
	At the beginning of the year	584632	0.22	1-Apr-18				
				10-Apr-18	5626	Sale		
				13-Apr-18	4374	Sale		
				16-Apr-18	10000	Sale		
				18-Apr-18	13200	Sale		
				20-Apr-18	1800	Sale		
				24-Apr-18	9561	Sale		
				27-Apr-18	5439	Sale		
				30-Apr-18	5000	Sale		
				11-Jul-18	10000	Sale		
				24-Aug-18	7654	Sale		
				27-Aug-18	2500	Sale		
				2-Nov-18	3000	Sale		

SI No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
				9-Nov-18	12000	Sale		
				12-Nov-18	7000	Sale		
				16-Nov-18	5000	Sale		
				19-Nov-18	1000	Sale		
				22-Nov-18	3718	Sale		
				8-Feb-19	4000	Sale		
				15-Mar-19	1000	Sale		
	At the end of the year			31-Mar-19			472760	0.18

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI No.	Name	Shareholding at the beginning of the year 01-04-2018		Cumulative Shareholding at the end of the year 31-03-2019	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	SBI MUTUAL FUND	12252813	4.62	12061718	4.54
2	RELIANCE CAPITAL TRUSTEE COMPANY LIMITED	13425419	5.06	7511601	2.83
3	GOVERNMENT PENSION FUND GLOBAL	4546265	1.71	4601104	1.73
4	AXIS MUTUAL FUND TRUSTEE LIMITED	2910663	1.10	4111031	1.55
5	PINEBRIDGE INVESTMENTS GF MAURITIUS LIMITED	3060772	1.15	3060772	1.15
6	MIRAE ASSET EQUITY SAVINGS FUND**	0	0.00	2346593	0.88
7	KOTAK FUNDS**	1525054	0.57	2342393	0.88
8	HDFC TRUSTEE CO LTD	2311900	0.87	2263903	0.85
9	BARON EMERGING MARKETS FUND	2769049	1.04	2107356	0.79
10	M3 INVESTMENT PRIVATE LIMITED**	2040700	0.77	2040700	0.77
11	L AND T MUTUAL FUND TRUSTEE LTD*	3342596	1.26	1890000	0.71
12	PINEBRIDGE GLOBAL FUNDS - PINEBRIDGE INDIA EQUITY*	3227059	1.22	1263883	0.48
13	DSP BLACKROCK TAX SAVER FUND*	3107855	1.17	1712224	0.64

**Note:** The date-wise increase/ decrease in the shareholding of the top 10 shareholders is available on our website

\*Ceased to be in the list of Top 10 shareholders as on 31-03-2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2018.

\*\*Not in the list of Top 10 shareholders as on 01-04-2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2019.

The above information is based on the weekly beneficiary position received from Depositories.

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**v) Shareholding of Directors and Key Managerial Personnel:**

SI No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>A</b>	<b>DIRECTORS</b>				
1	MURALI KRISHNA PRASAD DIVI Chairman and Managing Director				
	At the beginning of the year	15567000	5.86		
	31-10-2018- Disposal-Off Market Transfer (gift)	8000000			
	At the end of the year			7567000	2.85
2	N. V. RAMANA Executive Director				
	At the beginning of the year	563078	0.21		
	At the end of the year			563078	0.21
3	MADHUSUDANA RAO DIVI Whole-time Director				
	At the beginning of the year	584632	0.22		
	10-04-2018- Sale	5626			
	13-04-2018- Sale	4374			
	16-04-2018- Sale	10000			
	18-04-2018-Sale	13200			
	20-04-2018- Sale	1800			
	24-04-2018-Sale	9561			
	27-04-2018- Sale	5439			
	30-04-2018-Sale	5000			
	11-07-2018-Sale	10000			
	24-08-2018-Sale	7654			
	27-08-2018-Sale	2500			
	02-11-2018-Sale	3000			
	09-11-2018-Sale	12000			
	12-11-2018-Sale	7000			
	16-11-2018-Sale	5000			
	19-11-2018-Sale	1000			
	22-11-2018-Sale	3718			
	08-02-2019-Sale	4000			
	15-03-2019-Sale	1000			
	At the end of the year			472760	0.18
4	SATCHANDRA KIRAN DIVI Whole-time Director				
	At the beginning of the year	46000000	17.33		
	31-10-2018-Acquisition-Off Market Transfer (gift)	8000000			
	At the end of the year			54000000	20.34
5	NILIMA MOTAPARTI Whole-time Director				
	At the beginning of the year	54000000	20.34		
	At the end of the year			54000000	20.34
6	DR. GANGAVARAPU SURESH KUMAR Independent Director	-	-	-	-
7	RANGA RAO RAVIPATI Independent Director	-	-	-	-

SI No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
8	KANTHETI VENKATA KRISHNA SESHAVATARAM Independent Director	-	-	-	-
9	DR. RAMESH B.V. NIMMAGADDA* Independent Director	-	-	-	-
10	DR. GANAPATY SERU* Independent Director	-	-	-	-
11	PROF. SUNAINA SINGH Independent Director	-	-	-	-
<b>B</b>	<b>KEY MANAGERIAL PERSONNEL</b>				
1	L.KISHORE BABU Chief Financial Officer				
	At the beginning of the year	250	0.00		
	At the end of the year			250	0.00
2	P V LAKSHMI RAJANI Company Secretary	-	-	-	-

\*The opening holding has been considered from the date on which they were appointed as independent director.

## V. Indebtedness

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	6311	0	--	6311
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>6311</b>	<b>--</b>	<b>--</b>	<b>6311</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	4249	0	--	4249
Reduction	0	0	--	0
<b>Net Change</b>	<b>4249</b>	<b>0</b>	<b>--</b>	<b>4249</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	10560	0	--	10560
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>10560</b>	<b>0</b>	<b>--</b>	<b>10560</b>

## VI Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lakhs)

SI No.	Particulars of Remuneration	Name of MD/ WTD/ Manager					Total Amount
		Dr. Murali K. Divi	Mr. N.V. Ramana	Mr. Madhusudana Rao Divi	Mr. Kiran S. Divi	Ms. Nilima Motaparti	
1	Gross Salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	90	84	78	78	48	378
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	19	15	12	15	14	75
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission						
	- as % of profit	5761	2881		1921		10563
	- others	-	-	-	-	-	-
5	Others - PF	11	10	9	9	6	45
	<b>Total (A)</b>	<b>5881</b>	<b>2990</b>	<b>99</b>	<b>2023</b>	<b>68</b>	<b>11061</b>
	Ceiling as per the Act	₹19205 lakhs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

### B. Remuneration to other directors:

(₹ in lakhs)

SI No.	Particulars of Remuneration	Name of Director					Total Amount
		Dr. G. Suresh Kumar	Mr. R. Ranga Rao	Mr. K.V.K. Seshavataram	Dr. Ramesh B.V. Nimmagadda	Dr. S. Ganapaty	
<b>1</b>	<b>Independent Directors</b>						
	Fee for attending board / committee meetings	12	13	10	9	7	0
	Commission	-	-	-	-	-	-
	Others	-	-	-	-	-	-
	<b>Total (1)</b>	<b>12</b>	<b>13</b>	<b>10</b>	<b>9</b>	<b>7</b>	<b>0</b>
<b>2</b>	<b>Other Non-Executive Directors</b>						
	Fee for attending board / committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others	-	-	-	-	-	-
	<b>Total (2)</b>						
	<b>Total (B) = (1)+(2)</b>	<b>12</b>	<b>13</b>	<b>10</b>	<b>9</b>	<b>7</b>	<b>0</b>
	<b>Total Managerial Remuneration</b>	<b>11112.00</b>					
	Overall Ceiling as per the Act	₹21126 lakhs (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

\*Retired w.e.f 22 June 2017



**C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD**

(₹ in lakhs)

SI No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary (P V Lakshmi Rajani)	CFO (L Kishore Babu)	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		31	222	253
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Not Applicable	-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission				
	- as % of profit		-	-	-
	- others				
5	Others - PF		1	5	6
	<b>Total</b>		<b>32</b>	<b>227</b>	<b>259</b>

**VII Penalties / Punishment/ Compounding of Offences:**

There were no penalties/ punishments/ compounding of offences for breach of any section of Companies Act against the Company or its Directors or other Officers in default, if any during the year.

For and on behalf of the Board

Hyderabad  
25-May-19

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