



ANNEXURE VII

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 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		DIVIS 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)/DIMS/303, Divi Towers Cyber Hills, Gachibowli, Hyderabad - 500 032 Telangana, India Tel: 040-23786300 Fax: 040-23786460 E-mail: mail@divislabs.com
vi) Whether Listed Company	Yes/ No	YES
vii) Name, Address & Contact details of Registrar and Transfer Agent		KARVY FINTECH PVT. LTD Kary Selenium Tower B, Plot No. 31& 32 Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032 Tel: 040-67161526 E-mail: 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, USA	NA	Subsidiary	100	2(87)
2	Divi's Laboratories Europe AG Solithurnerstrasse 15 CH- Basel, Switzerland	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		
A PROMOTERS										
(1) Indian										
(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	
Sub-total A(1) :	138181232	0	138181232	52.05	138069360	0	138069360	52.01	-0.04	
(2) Foreign										
(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	
Sub-total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00	
Total Shareholding of Promoter A=A(1)+A(2):	138181232	0	138181232	52.05	138069360	0	138069360	52.01	-0.04	
B Public Shareholding										
(1) Institutions										
(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) FIs/ 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	
Sub-total B(1) :	90725599	0	90725599	34.18	94054201	0	94054201	35.43	1.25	
(2) Non-institutions										
(a) Bodies Corporate										
i) Indian	10997986	0	10997986	4.14	9580167	0	9580167	3.61	-0.53	
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00	
(b) Individuals										
i) Individual shareholders holding nominal share capital up to ₹2 lakh	19261085	400103	19661188	7.41	17400271	347486	17747757	6.69	-0.72	



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) 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
Sub-total B(2) :	35811296	750453	36561749	13.77	32647183	697836	33345019	12.56	-1.21
Total Public Shareholding B=B(1)+B(2) :	126536895	750453	127287348	47.95	126701384	697836	127399220	47.99	0.04
C Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
GRAND TOTAL: [A+B+C]	264718127	750453	265468580	100	264770744	697836	265468580	100	-

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 KRISHINA 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
8	DIVS BIOTECH PRIVATE LIMITED	8000000	3.01	0.00	8000000	3.01	0.00	0.00
	TOTAL	138181232	52.05		138069360	52.01		-0.04

iii) Change in Promoters' Shareholding

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
1	At the beginning of the year	138181232	52.05		
2	Date wise Increase/ Decrease in promoters shareholding during the year *	-111872	-0.04	138069360	52.01
3	At the end of the year	138069360	52.01		

*Details of inter se transfer within promoters and decrease in the promoters' shareholding during the year:

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 DIM							
	At the beginning of the year	15567000	5.86	1-Apr-18				
	Date wise increase/Decrease during the year			31-Oct-18	8000000	Disposal-Off Market Transfer-gift	7567000	2.85
	At the end of the year			31-Mar-19			7567000	2.85
2	DIM SATCHANDRA KIRAN							
	At the beginning of the year	46000000	17.33	1-Apr-18				
	Date wise increase/Decrease during the year			31-Oct-18	8000000	Acquisition-Off Market Transfer-gift	54000000	20.34
	At the end of the year			31-Mar-19			54000000	20.34
3	MADHUSUDANA RAO DIM							
	At the beginning of the year	584632	0.22	1-Apr-18				
	Date wise increase/Decrease during the year			10-Apr-18	5626	Sale	579006	0.22
				13-Apr-18	4374	Sale	574632	0.22
				16-Apr-18	10000	Sale	564632	0.21
				18-Apr-18	13200	Sale	551432	0.21
				20-Apr-18	1800	Sale	549632	0.21
				24-Apr-18	9561	Sale	540071	0.20
				27-Apr-18	5439	Sale	534632	0.20
				30-Apr-18	5000	Sale	529632	0.20
				11-Jul-18	10000	Sale	519632	0.20
				24-Aug-18	7654	Sale	511978	0.19
				27-Aug-18	2500	Sale	509478	0.19
				2-Nov-18	3000	Sale	506478	0.19
				9-Nov-18	12000	Sale	494478	0.19
				12-Nov-18	7000	Sale	487478	0.18
				16-Nov-18	5000	Sale	482478	0.18
				19-Nov-18	1000	Sale	481478	0.18
				22-Nov-18	3718	Sale	477760	0.18
				8-Feb-19	4000	Sale	473760	0.18
				15-Mar-19	1000	Sale	472760	0.18
	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.

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
A	DIRECTORS				
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	3.01	7567000	2.85
	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	0.00	579006	0.22
	13-04-2018- Sale	4374	0.00	574632	0.22
	16-04-2018- Sale	10000	0.00	564632	0.21
	18-04-2018-Sale	13200	0.00	551432	0.21
	20-04-2018- Sale	1800	0.00	549632	0.21

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
	24-04-2018-Sale	9561	0.00	540071	0.20
	27-04-2018- Sale	5439	0.00	534632	0.20
	30-04-2018-Sale	5000	0.00	529632	0.20
	11-07-2018-Sale	10000	0.00	519632	0.20
	24-08-2018-Sale	7654	0.00	511978	0.19
	27-08-2018-Sale	2500	0.00	509478	0.19
	02-11-2018-Sale	3000	0.00	506478	0.19
	09-11-2018-Sale	12000	0.00	494478	0.19
	12-11-2018-Sale	7000	0.00	487478	0.18
	16-11-2018-Sale	5000	0.00	482478	0.18
	19-11-2018-Sale	1000	0.00	481478	0.18
	22-11-2018-Sale	3718	0.00	477760	0.18
	08-02-2019-Sale	4000	0.00	473760	0.18
	15-03-2019-Sale	1000	0.00	472760	0.18
	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	3.01	54000000	20.34
	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	-	-	-	-
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* Additional Director	-	-	-	-
B	KEY MANAGERIAL PERSONNEL				
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 she was appointed as an Additional Director.



V. Indebtedness

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

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

VI Remuneration of Directors and Key Managerial Personnel

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

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
	Total (A)	5881	2990	99	2023	68	11061
	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	Prof. Sunaina Singh*	
1	Independent Directors							
	Fee for attending board / committee meetings	12	13	10	9	7	0	51
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total (1)	12	13	10	9	7	0	51
2	Other Non-Executive Directors							
	Fee for attending board / committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total (2)							
	Total (B) = (1)+(2)	12	13	10	9	7	0	51
	Total Managerial Remuneration							11112
	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)						

*Appointed w.e.f 28 March 2019

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
	Total			32	227 259

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

Dr. Murali K. Divi

Chairman & Managing Director
(DIN: 00005040)

Place: Hyderabad
Date: 25 May 2019