



Divi's Laboratories Limited

Voting results of 24th Annual General Meeting

Date of the AGM: August 25, 2014 (Monday)

Total number of shareholders on record date: 31009
(i.e., July 25, 2014 - cut-off date for e-voting)

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 4
Public: 425

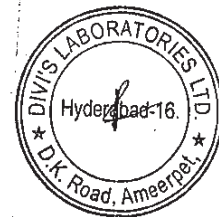
No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not arranged
Public: Not arranged

Agenda-wise Result

The mode of voting for all the resolutions was E-voting and Poll conducted at the meeting.

Details of Agenda: As per attachment

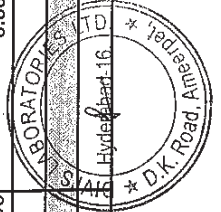


“An ISO-9001, ISO-14001 and OHSAS-18001 Triple certified company”

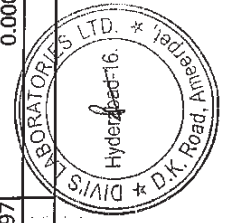
Regd. Off : Divi Towers, 7-1-77/E/1/303, Dharam Karan Road, Ameerpet, Hyderabad - 500 016. INDIA
CIN : L24110TG1990PLC011854 Tel : 91-40-2378 6300, Fax : 91-40-2378 6460

E-mail : mail@divislaboratories.com, Website : www.divislaboratories.com

Resolution No	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100	
1	Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014 (Ordinary Resolution)								
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	
	Public - Institutional Holders	41342642	24283816	58.7379	24283816	0	100	0	
	Public-Others	22261032	1301600	5.847	1301600	0	100	0	
	Total	132734290	94701232		94701232	0			
2	Approval for payment of dividend at Rs. 20/- for each equity share for the financial year 2013-14 (Ordinary Resolution)								
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	
	Public - Institutional Holders	41342642	24306313	58.7924	24306313	0	100	0	
	Public-Others	22261032	1301700	5.8474	1301680	20	99.9984	0.0015	
	Total	132734290	94723829		94723809	20			
3	Re-appointment of Sri Kiran S. Divi (DIN: 00006503) as Director, who retires by rotation (Ordinary Resolution)								
	Promoter and Promoter Group	69130616	46115816	66.7082	46115816	0	100	0	
	Public - Institutional Holders	41342642	24306313	58.7924	24131779	174534	99.2819	0.718	
	Public-Others	22261032	1301655	5.8472	1301652	3	99.9997	0.0002	
	Total	132734290	71723784		71549247	174537			
4	Appointment of Auditors and fixing their remuneration (Ordinary Resolution)								
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	
	Public - Institutional Holders	41342642	24301813	58.7815	24149105	152708	99.3716	0.6283	
	Public-Others	22261032	1301700	5.8474	1301696	4	99.9996	0.0003	
	Total	132734290	94719329		94566617	152712			
5	Appointment of Sri K.V.K. Seshavatharam (DIN: 00060874) as an Independent Director (Ordinary Resolution)								
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	
	Public - Institutional Holders	41342642	24306313	58.7924	24306313	0	100	0	
	Public-Others	22261032	1301655	5.8472	1301651	4	99.9996	0.0003	
	Total	132734290	94723784		94723780	4			



6	Appointment of Smt. S.Sridevi (DIN: 06879138) as an Independent Director (Ordinary Resolution)									
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	100	0
	Public – Institutional Holders	41342642	24306313	58.7924	24306313	0	100	0	100	0
	Public-Others	22261032	1291655	5.8023	1291651	4	99.9996	0.0003		
	Total	132734290	94713784		94713780	4				
7	Appointment of Dr. G. Suresh Kumar (DIN: 00183128) as an Independent Director (Ordinary Resolution)									
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	100	0
	Public – Institutional Holders	41342642	24301813	58.7815	23214784	1087029	95.5269	4.473		
	Public-Others	22261032	1301655	5.8472	1301650	5	99.9996	0.0003		
	Total	132734290	94719284		93632250	1087034				
8	Appointment of Sri R. Ranga Rao (DIN: 06409742) as an Independent Director (Ordinary Resolution)									
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	100	0
	Public – Institutional Holders	41342642	24306313	58.7924	24306313	0	100	0	100	0
	Public-Others	22261032	1301655	5.8472	1301652	3	99.9997	0.0002		
	Total	132734290	94723784		94723781	3				
9	Re-appointment of Dr. Murali K. Divi (DIN: 00005040), as Chairman & Managing Director (Ordinary Resolution)									
	Promoter and Promoter Group	69130616	61332316	88.7195	61332316	0	100	0	100	0
	Public – Institutional Holders	41342642	24257560	58.6744	24066805	190755	99.2136	0.7863		
	Public-Others	22261032	1301655	5.8472	1301651	4	99.9996	0.0003		
	Total	132734290	86891531		86700772	190759				
10	Re-appointment of Sri N.V. Ramana (DIN:00005031) as an Executive Director (Ordinary Resolution)									
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	100	0
	Public – Institutional Holders	41342642	24306313	58.7924	24162636	143677	99.4088	0.5911		
	Public-Others	22261032	840116	3.7739	840111	5	99.9994	0.0005		
	Total	132734290	94262245		94118563	143682				
11	Adoption of new Altered Articles of Association as per the new Companies Act 2013 (Special Resolution)									
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0	100	0
	Public – Institutional Holders	41342642	24029664	58.1232	23306183	723481	96.9892	3.0107		
	Public-Others	22261032	1301655	5.8472	1301652	3	99.9997	0.0002		
	Total	132734290	94447135		93723651	723484				



All the aforesaid resolutions were passed with requisite majority.

Combined Report of Scrutinizer for E-voting and 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 e-voting and for
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:

The Company has appointed Karvy ([https:// www.evoting.karvy.com](https://www.evoting.karvy.com)) as the service provider, for
executing the facility of electronic voting to the shareholders of the company commenced from
19th August, 2014 (9.00AM). All the resolutions set forth in the AGM notice. The E-voting
results were unblocked on 21st August, 2014 (5.00 PM) in presence of two witnesses and the
details are given in the scrutinizer report in Form No. MGT-13 dated 26th August 2014.

At the 24th Annual General Meeting of the Company held on 25th August 2014, the Chairman of
the company had suo moto called for a poll to facilitate the members present in the meeting who
could not participate in the e-voting to record their votes through the poll process. For further
details kindly refer to my scrutinizer report in Form No. MGT-13 dated 26th August 2014.



The result of the e-voting together with the poll is attached herewith.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and poll by the Shareholders of the Company and the same shall be handed over to the Chairman of the Company

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

Witnesses:

1) K. Nagarjuna

K. Nagarjuna

2) B. Siva

B. Siva

Voting Results of 24th Annual Geberal Meeting of Divi's Laboratories Limited (E-Voting and POLL)

Annexure

Item Number of Resolution	Description	Particulars of Business	Total Number of members	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid/Abstained Votes	
				Number of Votes Cast	Number of shares	%	Number of Votes Cast	Number of shares	Number of Votes Cast
1	Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014	E-Voting Poll Total	408	303 103 406	92364247 2336985 94701232	100 100 0	0 0 0	0 0 2	0 110 110
2	Approval for payment of dividend at Rs. 20/- for each equity share for the financial year 2013-14	E-Voting Poll Total	408	303 103 406	92386744 2337065 94723809	100 99.9991 100	0 1 1	0 0.0009 1	0 1 10
3	Re-appointment of Sri Kiran S. Divi (DIN: 00006503) as Director, who retires by rotation.	E-Voting Poll Total	408	296 104 400	69212162 2337085 71549247	99.7485 100 100	5 0 5	0.2515 0 174537	2 1 3
4	Appointment of Auditors and fixing their remuneration	E-Voting Poll Total	408	289 104 393	92229532 2337085 94566617	99.8347 100 100	13 0 13	0.1653 0 152712	1 1 2
5	Appointment of Sri K. V. K. Seshavaram (DIN: 00060874) as an Independent Director.	E-Voting Poll Total	408	300 104 404	92386695 2337085 94723780	100 100 100	2 0 2	0 0 4	1 1 2
6	Appointment of Smt. S.Sridevi (DIN: 06879138) as an Independent Director.	E-Voting Poll Total	408	300 103 403	92386695 2327085 94713780	100 100 100	2 0 2	0 0 4	1 2 3
7	Appointment of Dr. G. Suresh Kumar(DIN: 00183128) as an Independent Director.	E-Voting Poll Total	408	280 101 381	91811667 1820583 93632250	99.3824 77.8997 100	21 3 24	0.6176 22.1003 1087034	2 1 3
8	Appointment of Sri R. Ranga Rao (DIN: 06409742) as an Independent Director	E-Voting Poll Total	408	301 104 405	92386696 2337085 94723781	100 100 100	1 0 1	0 0 3	1 1 2
9	Re-appointment of Dr. Murali K. Divi (DIN: 00005040), as Chairman & Managing Director.	E-Voting Poll Total	408	289 104 393	84363687 2337085 86700772	99.7744 100 100	11 0 11	0.2256 0 190759	3 1 4
10	Re-appointment of Sri N.V. Ramana (DIN:00005031) as an Executive Director.	E-Voting Poll Total	408	290 102 392	91842617 2275946 94118563	99.8438 100 100	11 0 11	0.1562 0 143682	2 3 5
11	Adoption of new Altered Articles of Association as per the new Companies Act 2013	E-Voting Poll Total	408	288 100 388	91921844 1801807 93723651	99.7957 77.0963 100	9 4 13	0.2043 22.9037 723484	6 1 7

