



# ***Divi's Laboratories Limited***

Date.30<sup>th</sup> August 2016

To  
The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East)  
MUMBAI - 400 051

To  
The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI - 400 001

Stock Code: DIVISLAB

Stock Code: 532488

Dear Sir/Madam,

**Sub: Details of voting results of 26<sup>th</sup> Annual General Meeting of the company held on 29-08-2016 at 10.00 a.m. - Reg.**

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**


Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of voting results of 26<sup>th</sup> Annual General Meeting of the company held 29<sup>th</sup> August 2016 at 10.00 a.m. at Sundarayya Vignana Kendram (SVK), Gachibowli X-Roads, Green Lands Colony, Besides Centre for Good Governance, Serilingampalli Mandal, Hyderabad - 500 032, are enclosed as per prescribed format.

As required under Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the Scrutinizer's Report on the remote e-voting and voting through poll is also enclosed herewith.

This is for your information and records.

Thanking You,

Yours faithfully,  
For Divi's Laboratories Limited

  
P V Lakshmi Rajani  
Company Secretary  
(ACS 18882)



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

**Regd. Off. :** Divi Towers, 1-72/23(P)/DIVIS/303, Cyber Hills, Gachibowli, Hyderabad - 500 032, Telangana, INDIA.

**Tel :** 91-40-2378 6300, **Fax :** 91-40-2378 6460, **CIN :** L24110TG1990PLC011854

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



# ***Divi's Laboratories Limited***

## **Voting results of 26<sup>th</sup> Annual General Meeting**

Date of the AGM: August 29, 2016 (Monday)

Total number of shareholders on record date: 42339  
(as of - cut-off date August 22, 2016)

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

Promoters and Promoter Group: 3  
Public: 473

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”**

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

<b>RESOLUTION No. 1</b>										
<b>Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March, 2016</b>										
ORDINARY										
Resolution required: (Ordinary/ Special)	ORDINARY									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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 (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	138211232	138131632	99.9424	138131632	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	91534953	68021648	74.3122	68021648	0	100.0000	0.0000		
	Poll		213680	0.2334	213680	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	35722395	8430422	23.5998	8430422	0	100.0000	0.0000		
	Poll		36496	0.1022	36496	0	100.0000	0.0000		
<b>Total</b>		<b>265468580</b>	<b>214833878</b>	<b>80.9263</b>	<b>214833878</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		

<b>RESOLUTION No. 2</b>										
<b>Confirmation of Interim dividend paid on Equity Shares as final dividend for the financial year ended 31st March, 2016</b>										
ORDINARY										
Resolution required: (Ordinary/ Special)	ORDINARY									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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 (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	138211232	138131632	99.9424	138131632	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	91534953	68123342	74.4233	68123342	0	100.0000	0.0000		
	Poll		213680	0.2334	213680	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	35722395	8430428	23.5998	8430428	0	100.0000	0.0000		
	Poll		36496	0.1022	36496	0	100.0000	0.0000		
<b>Total</b>		<b>265468580</b>	<b>214935578</b>	<b>80.9646</b>	<b>214935578</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		



<b>RESOLUTION No. 3</b>									
Re-appointment of Mr. Madhusudana Rao Divi (DIN: 00063843), who retires by rotation and being eligible, offers himself for re-Resolution required: (Ordinary/ Special)									
ORDINARY									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of 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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	138211232	137567000	99.5339	137567000	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	91534953	68123342	74.4233	67663090	460252	99.3243	0.6756	
	Poll		213680	0.2334	213680	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	35722395	8430428	23.5998	8430428	0	100.0000	0.0000	
	Poll		36496	0.1022	36496	0	100.0000	0.0000	
Total		265468580	214370946	80.7519	213910694	460252	99.7853	0.2147	

<b>RESOLUTION No. 4</b>									
Ratification of appointment of M/s. PVRK Nageswara Rao & Co., as Statutory Auditors and fixing their remuneration									
ORDINARY									
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of 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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	138211232	138131632	99.9424	138131632	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	91534953	68123342	74.4233	60072968	8050374	88.1826	11.8173	
	Poll		213680	0.2334	213680	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	35722395	8430428	23.5998	8430424	4	99.9999	0.0000	
	Poll		36496	0.1022	36496	0	100.0000	0.0000	
Total		265468580	214935578	80.9646	206885200	8050378	96.2545	3.7455	

All the aforesaid resolutions were passed with requisite majority.





**V. BHASKARA RAO & CO.**  
COMPANY SECRETARIES

6-2-1085/B, Flat No. 103,  
Badam Sohana Apartments,  
Beside Dega Tower,  
Raj Bhavan Road, Somajiguda,  
Hyderabad - 500 082.  
Office : 93923 69579  
Mobile : 93923 99570  
E-mail : bhaskararaoandco@gmail.com

### **COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL**

To

Dr. Murali K. Divi  
Chairman & Managing Director  
M/s. Divi's Laboratories Limited  
1-72/23(P)/DIVIS/303, Divi Towers,  
Cyber Hills, Gachibowli,  
Hyderabad - 500032

26<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited having its Registered Office at 1-72/23(P)/DIVIS/303, Divi Towers, Cyber Hills, Gachibowli, Hyderabad-500032, held on Monday the 29<sup>th</sup> day of August, 2016 at 10.00 A.M. at Sundarayya Vignana Kendram (SVK), Gachibowli X-Roads, Green Lands Colony, Besides Centre for Good Governance, Serilingampalli Mandal, Hyderabad-500032.

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, 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 on the below mentioned resolution(s), at the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited, held on Monday the 29<sup>th</sup> day of August, 2016 at 10.00 A.M. at Sundarayya Vignana Kendram (SVK), Gachibowli X-Roads, Green Lands Colony, Besides Centre for Good Governance, Serilingampalli Mandal, Hyderabad-500032. I submit our 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. 22<sup>nd</sup> August, 2016 were entitled to vote on the proposed resolutions (Item Nos.1 to 4 as set out in the Notice of the 26<sup>th</sup> 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 25<sup>th</sup> August, 2016, 9.00 AM (IST) as ended on 28<sup>th</sup> August, 2016, 5.00 PM (IST). The results of the Remote E-voting were unblocked by me on 28<sup>th</sup> August, 2016 at 5.00 PM (IST).
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 custody.
8. I have completed the formalities of voting by Electronic and Polling Paper at the AGM. 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 Paper).

Thanking You,

V. R.

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



Place: Hyderabad  
Date: 30.08.2016

Witnesses:

1) K. Nagarjuna K. Nagarjuna

Y. Narendra Kumar

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 31<sup>st</sup> March, 2016 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	529	214583702	99.88
Poll at the Venue	78	250176	0.12
Total	607	214833878	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 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	0
Poll at the Venue	3	23545	100
Total	3	23545	100

### (iv) 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	9	214057	100
Poll at the Venue	0	0	0
Total	9	214057	100



**Resolution 2:** To confirm the interim dividend paid on equity shares as final dividend for the financial year ended 31<sup>st</sup> March, 2016.

**(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	534	214685402	99.88
Poll at the Venue	78	250176	0.12
Total	612	214935578	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 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	0
Poll at the Venue	3	23545	100
Total	3	23545	100

**(iv) 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	4	157351	100
Poll at the Venue	0	0	0
Total	4	157351	100



**Resolution 3:** To re-appoint Mr. Madhusudana Rao Divi (DIN: 00063843), 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	526	213660518	99.67
Poll at the Venue	78	250176	0.12
Total	604	213910694	99.79

**(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	5	460252	0.21
Poll at the Venue	0	0	0.00
Total	5	460252	0.21

**(iii) Invalid 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	0
Poll at the Venue	3	23545	100
Total	3	23545	100

**(iv) 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	721983	100
Poll at the Venue	0	0	0
Total	7	721983	100



**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	510	206635024	96.14
Poll at the Venue	78	250176	0.12
Total	588	206885200	96.25

**(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	24	8050378	3.75
Poll at the Venue	0	0	0.00
Total	24	8050378	3.75

**(iii) Invalid 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	0
Poll at the Venue	3	23545	100
Total	3	23545	100

**(iv) 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	4	157351	100
Poll at the Venue	0	0	0
Total	4	157351	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

V. R. 

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



Place: Hyderabad

Date: 30.08.2016