



## Notice of the 33<sup>rd</sup> Annual General Meeting

**NOTICE** is hereby given that the Thirty-Third Annual General Meeting (AGM) of the Members of Divi's Laboratories Limited (the Company) will be held on Monday, August 28, 2023 at 10.00 a.m. IST through video conferencing ("VC") / other audio-visual means ("OAVM") to transact the following business:

### Ordinary Business:

#### Item No. 1 – Adoption of financial statements

To consider and adopt the audited financial statements of the Company, both standalone and consolidated, for the financial year ended March 31, 2023, and the reports of the Board of Directors' and Auditors' thereon.

#### Item No. 2 – Declaration of dividend for the financial year 2022-23

To declare dividend of ₹30/- per equity share of face value ₹2/- each (i.e. @ 1500%) for the financial year ended March 31, 2023.

#### Item No. 3 – Appointment of Dr. Kiran S. Divi, who retires by rotation, as Director of the Company

To appoint a director in place of Dr. Kiran S. Divi (DIN: 00006503), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### Item No. 4 – Appointment of Ms. Nilima Prasad Divi, who retires by rotation, as Director of the Company

To appoint a director in place of Ms. Nilima Prasad Divi (DIN: 06388001), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

**By Order of the Board of Directors**

**M. Satish Choudhury**

Company Secretary  
Membership No. F12493

Place: Hyderabad  
Date: May 20, 2023

#### Registered Office:

1-72/23(P)/DIVIS/303, Divi Towers,  
Cyber Hills, Gachibowli, Hyderabad – 500 032  
CIN: L24110TG1990PLC011854  
Website: www.divislabs.com  
e-mail: mail@divislabs.com  
Tel: +91 40 66966300  
Fax: +91 40 66966460

### NOTES:

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with these Circulars, provisions of the Act and SEBI Listing Regulations, the 33<sup>rd</sup> AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue.  
The deemed venue for the 33<sup>rd</sup> AGM shall be the Registered Office of the Company. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- In terms of the provisions of Section 152 of the Act, Dr. Kiran S. Divi and Ms. Nilima Prasad Divi, Directors of the Company, retire by rotation at the AGM. The Compensation, Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments. Details of Directors seeking re-appointment at the AGM, as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standard -2 on General Meetings issued by the

Institute of Company Secretaries of India are provided in the "Annexure" to the Notice of AGM.

4. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 28, 2023. Members seeking to inspect such documents can send an email to [cs@divislabs.com](mailto:cs@divislabs.com).
5. The Board of Directors at its meeting held on May 20, 2023, has recommended a dividend of ₹30/- per equity share of ₹2/- each (i.e. 1500%) for the financial year 2022-23, subject to the approval of the shareholders at the 33<sup>rd</sup> AGM. **The record date for determining the names of the members eligible for dividend on equity shares, if approved, is August 11, 2023.**

If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on and from Monday, September 04, 2023 as under:

- a. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively referred to as "Depositories", as on record date.
- b. To all Members in respect of shares held in physical form, after giving effect to valid transmission or transposition requests lodged with the Company as on record date.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details. We urge members to update their bank details for receiving dividends by following the process stated in note no. 9 below.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are

held in physical form, with the Company/Registrars and Transfer Agents ('RTA') by sending documents through e-mail on or before August 11, 2023 to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please click here: <https://www.divislabs.com/investor-relations/statutory-communication/#2023-24> and refer '**Information regarding deduction of Income tax at source on dividend for FY 2022-23**'. The members may also refer to the e-mail being sent to members in this regard.

6. Unclaimed dividend for the year(s) 2016-17, 2017-18, 2018-19, 2019-20 (interim dividend), 2020-21 and 2021-22 are held in separate bank accounts and shareholders who have not received the dividend/ encashed the warrants are advised to write to the Company or to Registrar and Transfer Agent (RTA) of the Company, KFin Technologies Limited ("Kfin") with complete details.

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16, from time to time, to Investor Education and Protection Fund Authority ("IEPF"). Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2023 are uploaded on the website of the Company and can be accessed through the link <https://www.divislabs.com/investor-relations/reports-and-filings/unclaimed-dividend/>.

Pursuant to the applicable provisions of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more will be transferred to the demat account of IEPF Authority. The Company has already initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by members for seven consecutive years or more. Members are advised to visit the website of the Company at <https://www.divislabs.com/investor-relations/reports-and-filings/unclaimed-dividend/> to ascertain the details of shares liable for transfer/transferred in the name of IEPF Authority.

Details of shares so far transferred to the IEPF Authority are available on the website of the Company [www.divislabs.com](http://www.divislabs.com) and the details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).



Members whose unclaimed dividend/ shares are transferred to the IEPF Authority can claim their unclaimed dividend and shares from the IEPF Authority by filing Form No IEPF-5 and following the Refund Procedure as detailed on the website of IEPF Authority i.e. [www.iepf.gov.in](http://www.iepf.gov.in).

The concerned Members/investors are advised to visit the weblink of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html>, or contact Company's RTA for detailed procedure to lodge the claim with IEPF Authority.

7. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Intimation letters for furnishing the required details were sent by the Company. The forms for updating the same are available at <https://www.divisilabs.com/investor-relations/shareholders-contact/>.

Members holding shares in electronic form are requested to submit their PAN, KYC details and nominations to their Depository Participant(s) ("DP").

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the

Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

8. All documents/requests and other communications relating to shares should be addressed to the Company's RTA at the address mentioned below:

Kfin Technologies Limited  
Unit: Divi's Laboratories Limited  
Selenium Tower B, Plot No. 31 – 32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad - 500032  
Phone No: +91 40-67161526, Fax: +91 40-23001153  
Toll Free No. 1800-3454-001  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

9. We encourage members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, to receive copies of the Annual Report 2022-23 in electronic mode.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them by submitting Form SH-13 to RTA (if holding physical shares) / to their DP (if holding demat shares).

Members may follow the process detailed below for registration of email ID to obtain the annual report, updating bank account details for the receipt of dividend and other information as per the aforementioned SEBI Circular:

Type of holder	Process to be followed	
Physical	ISR Form(s) and the supporting documents can be provided to RTA by any one of the following modes. a) Through hard copies which are self-attested, which can be shared on the address mentioned at note no 8 above; or b) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a> Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a>	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
The forms for updating the above details are available at <a href="https://www.divisilabs.com/investor-relations/shareholders-contact/#downloads">https://www.divisilabs.com/investor-relations/shareholders-contact/#downloads</a>		
Demat	Please contact your Depository Participant (DP) and register your email address, bank account details in your demat account and nomination, as per the process advised by your DP, where the demat account is being held.	

10. Regulation 40 of SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Any shareholder who is desirous of dematerialising their securities may write to the Company at [cs@divislabs.com](mailto:cs@divislabs.com) or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for any clarifications, if needed.
11. Non-Resident Indian Members are requested to inform the RTA (if holding shares in physical mode) / respective DP (if holding shares in demat mode), immediately of:
- Change in their residential status on return to India for permanent settlement; and
  - Particulars of their bank account maintained in India with account type, account number and name and address of the bank with pin code number, if not furnished earlier.

12. **Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / the Depositories / RTA. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.divislabs.com](http://www.divislabs.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of Company's RTA at <https://evoting.kfintech.com>.

For receiving all communication (including Annual Report) from the Company electronically, members are requested to update their email addresses with RTA (if holding shares in physical mode) / respective DP (if holding shares in demat mode) as stated above. In case of any queries/ difficulties in registering the e-mail address, Members may write to [cs@divislabs.com](mailto:cs@divislabs.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

13. **Procedure for joining the AGM through VC/OAVM:**

The Company will provide VC / OAVM facility to its Members for participating at the AGM through platform provided by Company's RTA, KFin Technologies Limited.

- Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>
  - Enter the login credentials (i.e., User ID and password for e-voting).
  - After logging in, click on "Video Conference" option
  - Then click on camera icon appearing against AGM event of Divi's Laboratories Limited, to attend the Meeting.
- Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
  - Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
  - Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
  - Members who need assistance before or during the AGM, can contact Kfin on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free numbers 1800-425-8998 / 1800-345-4001 . Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
  - In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
  - Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
  - Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board Resolution / Power of Attorney / Authorisation Letter, etc., authorising



their representative to attend the AGM through VC / OAVM on their behalf. The said Resolution /Authorisation shall be sent to the Scrutiniser by e-mail on its registered e-mail address to bhaskararaoandco@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVEN".

14. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and by clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during August 24, 2023 to August 25, 2023. Members shall be provided a 'queue number' before the meeting. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
15. The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfin. On successful login, select 'Post Your Question' option which will be opened from August 24, 2023 to August 25, 2023.
16. All the shareholders attending the AGM will have option to post their comments / queries through a dedicated Chat box that will be available below the meeting screen.
17. **Procedure for 'remote e-voting' and e-voting at the AGM ('Insta Poll'):**

**I. E-voting Facility:**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting facility provided by listed entities, dated December 09, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of Kfin Technologies Limited as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address is explained in the instructions given herein below.

The remote e-voting facility will be available during the following voting period:

<b>Commencement of remote e-voting:</b>	<b>9:00 a.m. (IST) on August 24, 2023</b>
<b>End of remote e-voting:</b>	<b>5:00 p.m. (IST) on August 27, 2023</b>

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.

Voting rights of a Member /Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the Company as on the **cut-off date, i.e., August 22, 2023 ("Cut-off Date")**.

The Board of Directors of the Company has appointed Mr. V Bhaskara Rao, Practicing Company Secretary, (Membership No. FCS5939) as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

**II. Information and instructions relating to e-voting are as under:**

- a. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- b. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting through Insta Poll shall be treated as "INVALID".

- c. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- d. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

### III. Remote e-voting:

#### a. Information and instructions for 'remote e-voting' by Individual Shareholders holding shares of the Company in demat mode

As per circular of SEBI on e-voting facility provided by Listed Entities, dated December 09, 2020, all **"individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:



## Procedure to login through websites of Depositories

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p><b>1. User already registered for IDEAS facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the button "Beneficial Owner" available for login under 'IDEAS' section.</li> <li>A new page will open. Enter your User ID and Password for accessing IDEAS.</li> <li>On successful authentication, you will enter your IDEAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.</li> <li>Click on "Active E-voting Cycles" option under E-voting.</li> <li>You will see Company Name: "Divi's Laboratories Limited" on the next screen. Click on the e-Voting link available against Divi's Laboratories Limited or select e-Voting service provider "Kfin" and you will be re-directed to the e-Voting page of Kfin to cast your vote without any further authentication.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)</li> <li>Enter your User ID and Password for accessing Easi / Easiest.</li> <li>You will see Company Name: "Divi's Laboratories Limited" on the next screen. Click on the e-Voting link available against Divi's Laboratories Limited or select e-Voting service provider "Kfin" and you will be re-directed to the e-Voting page of Kfin to cast your vote without any further authentication.</li> </ol>
<p><b>2. Users not registered for IDEAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select option "Register Online for IDEAS" available on the left hand side of the page</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>	<p><b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>
<p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the button "Login" available under "Shareholder/Member" section.</li> <li>On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "Divi's Laboratories Limited" on the next screen. Click on the e-Voting link available against Divi's Laboratories Limited or select e-Voting service provider "Kfin" and you will be re-directed to the e-Voting page of Kfin to cast your vote without any further authentication.</li> </ol>	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following links: <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="https://www.evotingindia.com">https://www.evotingindia.com</a></li> <li>Provide Demat Account Number and PAN</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Divi's Laboratories Limited or select e-Voting service provider "Kfin" and you will be re-directed to the e-Voting page of Kfin to cast your vote without any further authentication.</li> </ol>

## Procedure to login through their demat accounts / Website of Depository Participant

- Individual shareholders holding shares of the Company in Demat mode can access e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL.
- An option for "e-voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-voting" and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable).
- Click on the e-voting link available against Divi's Laboratories Limited or select e-voting service provider "Kfin" and you will be re-directed to the e-voting page of Kfin to cast your vote without any further authentication.



**Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available on the websites of the Depositories / Depository participants.**

**Contact details in case of any technical issues NSDL website**

Please contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: **1800 1020 990** and **1800 22 44 30**

**Contact details in case of any technical issues CDSL website**

Please contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at **022- 23058738** or **022-23058542-43**

**b. Information and instructions for 'remote e-voting' by (i) Shareholders other than individuals holding shares of the Company in demat mode and (ii) All shareholders holding shares in physical mode:**

**A. In case a Member receives an e-mail from the Company / Kfin i.e. for Members whose e-mail address is registered with the Company / Depository Participant(s):**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with Kfin for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" for Divi's Laboratories Limited and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- xii. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board Resolution / Power of Attorney / Authorisation Letter, etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by e-mail on its registered e-mail address to [bhaskararaoandco@gmail.com](mailto:bhaskararaoandco@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even."





**B. In case of a Member whose e-mail address is not registered / updated with the Company / Kfin / Depository Participant(s), please follow the following steps to generate your login credentials:**

- i. Please follow the steps for registration of e-mail address as mentioned in note no. 9 above.
- ii. After registration of email, please follow all steps above to cast your vote by electronic means.
- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfin Website) or contact at the details mentioned below for any e-voting related clarification/grievances:

Mr. P Nageswara Rao, Manager,  
Kfin Technologies Limited  
(Unit: Divi's Laboratories Limited)  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District,  
Nanakramguda, Hyderabad - 500 032  
Phone No. 040 – 67161526  
Toll free No. 1800-309-4001  
e-mail: einward.ris@kfintech.com or  
evoting@kfintech.com

**C. e-voting at AGM (Insta Poll):**

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen.

Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon. Insta Poll will be kept open for 15 minutes after end of the AGM.

**D. e-voting Result:**

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company at [www.divislabs.com](http://www.divislabs.com) and on the website of Kfin at: <https://evoting.kfintech.com>. The result will also be simultaneously be communicated to the Stock Exchanges.

**Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Monday, August 28, 2023.**

## Annexure to Notice of AGM

Details of Directors seeking re-appointment at the 33<sup>rd</sup> AGM as required under Regulation 36(3) of SEBI Listing Regulations, and the Secretarial Standard - 2 on General Meetings

### Item No. 3 – Re-appointment of Dr. Kiran S. Divi, who retires by rotation, as Director of the Company

#### Brief resume:

Dr. Kiran S. Divi holds a postgraduate degree in Pharmacy from Jawaharlal Nehru Technological University (JNTU), Kakinada, Andhra Pradesh. He holds a Ph.D. degree from Gandhi Institute of Technology and Management, Visakhapatnam.

Dr. Kiran S. Divi joined Divi's Laboratories Limited on August 10, 2001, as Director (Business Development). He was later designated as Whole-time Director and Chief Executive Officer of the Company. He is responsible for manufacturing operations, marketing, quality assurance, regulatory affairs and corporate HR.

**Age:** 46 years

#### Nature of his expertise in specific functional areas:

Manufacturing operations, marketing, quality assurance, regulatory affairs, and corporate HR.

#### Disclosure of relationships inter-se between Directors, Manager and other Key Managerial Personnel:

Dr. Kiran S. Divi is related to Dr. Murali K. Divi, Managing Director and Ms. Nilima Prasad Divi, Whole-time Director (Commercial) of the Company.

#### Directorships of Dr. Kiran S. Divi held in other companies:

- Divi's Biotech Private Limited
- Divi's Resorts and Agro Farms Private Limited
- Divi's Properties Private Limited

**Name of listed entities from which Dr. Kiran S. Divi has resigned in the past three years:** Nil

#### Memberships/Chairmanships of Committees in other companies:

As a Chairman of Committee: Nil

As a member of Committee: Member of CSR Committee of Divi's Properties Private Limited

**Shareholding in the Company:** Dr. Kiran S. Divi holds 5,40,00,000 equity shares of ₹2/- each of the Company.

**Remuneration proposed to be paid:** As per the shareholders resolution dated February 26, 2020.

**Terms and conditions of appointment:** In terms of Section 152(6) of the Companies Act, 2013, Dr. Kiran S. Divi who was re-appointed as a Whole-time Director and Chief Executive

Officer for a period of 5 years commencing from April 01, 2020 vide shareholders resolution dated February 26, 2020, is liable to retire by rotation.

#### Date of first appointment on Board, last drawn remuneration and number of Board meetings attended:

Dr. Kiran S. Divi joined the Board of Directors of Company on August 10, 2001. His last drawn remuneration for the financial year 2022-23 is ₹2,479 lakhs including remuneration based on net profits. He attended 4 board meetings out of 4 meetings held during the financial year 2022-23.

### Item No. 4 – Re-appointment of Ms. Nilima Prasad Divi, who retires by rotation, as Director of the Company

#### Brief resume:

Ms. Nilima Prasad Divi has a Master's Degree in International Business from Gitam Institute of Foreign Trade, Visakhapatnam and in International Finance from Glasgow University, U.K. She has significant international exposure in UK and Scotland for over 5 years before joining the Company and acquired commercial acumen and familiarity with international business environment.

Ms. Nilima Prasad Divi joined the Company during 2012 in the management cadre of the Company. She joined the Board as a Whole-time Director on June 27, 2017. She oversees the commercial functions comprising of sourcing, risk mitigation as well as corporate finance, accounting, taxation, secretarial, investor relations, CSR projects. She is also the Chief Control Officer and works towards control mainly in matters pertaining to commercial functions as well as projects.

**Age:** 41 years

#### Nature of her expertise in specific functional areas:

Sourcing, risk mitigation, corporate finance, accounting, taxation, secretarial, investor relations CSR projects.

#### Disclosure of relationships inter-se between Directors, Manager and other Key Managerial Personnel:

Ms. Nilima Prasad Divi is related to Dr. Murali K. Divi, Managing Director and Dr. Kiran S. Divi, Whole-time Director and Chief Executive Officer of the Company.

#### Directorships of Ms. Nilima Prasad Divi held in other companies:

- Divi's Biotech Private Limited
- Divi's Resorts and Agro Farms Private Limited
- Divi's Properties Private Limited



**Name of listed entities from which Ms. Nilima Prasad Divi has resigned in the past three years:** Nil

**Memberships/Chairmanships of Committees in other companies:**

As a Chairman of Committee: Nil

As a member of Committee: Member of CSR Committee of Divi's Properties Private Limited

**Shareholding in the Company:** Ms. Nilima Prasad Divi holds 5,40,00,000 equity shares of ₹2/- each of the Company.

**Remuneration proposed to be paid:** As per the shareholders resolution dated March 26, 2022.

**Terms and conditions of appointment:** In terms of Section 152(6) of the Companies Act, 2013, Ms. Nilima Prasad Divi who was re-appointed as a Whole-time Director (Commercial) for a period of 5 years commencing from June 27, 2022 vide shareholders resolution dated March 26, 2022, is liable to retire by rotation.

**Date of first appointment on Board, last drawn remuneration and number of Board meetings attended:**

Ms. Nilima Prasad Divi joined the Board of Directors of the Company as Whole-time Director from June 27, 2017. Her last

drawn remuneration for the financial year 2022-23 is ₹2,463 lakhs including remuneration based on net profits. She attended 4 board meetings out of 4 meetings held during the financial year 2022-23.

**By Order of the Board of Directors**

**M. Satish Choudhury**

Company Secretary  
Membership No. F12493

Place: Hyderabad

Date: May 20, 2023

**Registered Office:**

1-72/23(P)/DIVIS/303, Divi Towers,  
Cyber Hills, Gachibowli, Hyderabad – 500 032

CIN: L24110TG1990PLC011854

Website: www.divislabs.com

e-mail: mail@divislabs.com

Tel: +91 40 66966300

Fax: +91 40 66966460