



Divi's Laboratories Limited

Voting results of 25th Annual General Meeting

Date of the AGM: August 31, 2015 (Monday)

Total number of shareholders on record date: 31520
(i.e., August 24, 2015 - 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: 567

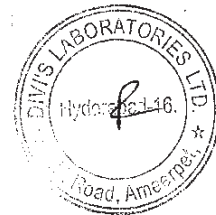
No. of Shareholders attended the meeting through Video Conferencing

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



CIN : L24110TG1990PLC011854

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

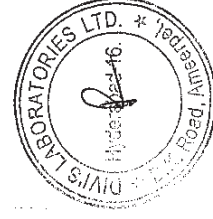
Regd. Off : Divi Towers, 7-1-77/E/1/303, Dharam Karan Road, Ameerpet, Hyderabad - 500 016. INDIA

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 (6)=[(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, 2015 (Ordinary Resolution)							
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0
	Public - Institutional Holders	45076892	31734066	70.3999	31734066	0	100	0
	Public-Others	18526782	5490738	29.6368	5490738	0	100	0
	Total	132734290	106340620	80.1154	106340620	0	100	0
2	Approval for payment of dividend at Rs. 20/- for each equity share for the financial year 2014-15 (Ordinary Resolution)							
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0
	Public - Institutional Holders	45076892	32080624	71.1687	32080624	0	100	0
	Public-Others	18526782	5490741	29.6368	5490741	0	100	0
	Total	132734290	106687181	80.3765	106687181	0	100	0
3	Re-appointment of Sri N. V. Ramana (DIN: 00005031) as Director, who retires by rotation (Ordinary Resolution)							
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0
	Public - Institutional Holders	45076892	32080624	71.1687	32006859	73765	99.77	0.2299
	Public-Others	18526782	5029202	27.1456	5029153	49	99.999	0.0009
	Total	132734290	106225642	80.0288	106151828	73814	99.9305	0.0695
4	Ratification of appointment of M/s. PVRK Nageswara Rao & Co., Statutory Auditors and fixing their remuneration (Ordinary Resolution)							
	Promoter and Promoter Group	69130616	69115816	99.9786	69115816	0	100	0
	Public - Institutional Holders	45076892	32080624	71.1687	31739695	340929	98.9372	1.0627
	Public-Others	18526782	5490741	29.6368	5490741	0	100	0
	Total	132734290	106687181	80.3765	106346252	340929	99.6804	0.3196

All the aforesaid resolutions were passed with requisite majority.



COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL

To
Dr. Murali K. Divi
Chairman & Managing Director
M/s. Divi's Laboratories Limited
7-1-77/E/1/303, Dharam Karanroad,
Ameerpet, Hyderabad-500016.

25th Annual General Meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited having its Registered Office at 7-1-77/E/1/303, Dharam Karanroad, Ameerpet, Hyderabad-500016, held on Monday the 31st day of August, 2015 at 10.00 A.M. at KLN Prasad Auditorium, FTAPCCI Premises, 11-6-841, Red Hills, Hyderabad - 500 004.

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, was 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 read with Clause 35B of Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) and BSE Limited, on the below mentioned resolution(s), at the 25th Annual General meeting of the Equity Shareholders of M/s. Divi's Laboratories Limited having its Registered Office at 7-1-77/E/1/303, Dharam Karanroad, Ameerpet, Hyderabad-500016, held on Monday the 31st day of August, 2015 at 10.00 A.M. at KLN Prasad Auditorium, FTAPCCI Premises, 11-6-841, Red Hills, Hyderabad - 500004. I submit my 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. 24th August, 2015 were entitled to vote on the proposed resolutions (Item Nos.1 to 4 as set out in the Notice of the 25th 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 27th August, 2015, 9.00 A.M, as ended on 30th August, 2015, 5.00 P.M. The results of the remote e-voting were unblocked by me on 30th August, 2015 at 5.00 P.M.
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 keeping.
8. I have completed the formalities of voting by Electronic and Polling at the AGM. And 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).


Thanking You,



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



Place: Hyderabad
Date: 01.09.2015

Witnesses:


1) K. Nagarjuna


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 31st March, 2015 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	449	105412186	99.13
Poll at the Venue	94	928434	0.87
Total	543	106340620	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/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	324064	-
Poll at the Venue	5	1536	-
Total	12	325600	-



Resolution 2: To declare dividend on equity shares for the financial year ended 31st March, 2015.

(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	456	105758747	99.13
Poll at the Venue	94	928434	0.87
Total	550	106687181	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/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	0	0	-
Poll at the Venue	5	1536	-
Total	5	1536	-



Resolution 3: To re-appoint Mr. N V Ramana (DIN: 00005031), 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	453	105684933	99.49
Poll at the Venue	91	466895	0.44
Total	544	106151828	99.93

(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	3	73814	0.07
Poll at the Venue	0	0	0.00
Total	3	73814	0.07

(iii) Invalid/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	0	0	-
Poll at the Venue	8	463075	-
Total	8	463075	-



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	445	105417818	98.81
Poll at the Venue	94	928434	0.87
Total	539	106346252	99.68

(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	11	340929	0.32
Poll at the Venue	0	0	0.00
Total	11	340929	0.32


(iii) Invalid/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	0	0	-
Poll at the Venue	5	1536	-
Total	5	1536	-

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


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



Place: Hyderabad
Date: 01.09.2015