



Divi's Laboratories Limited

Date: 07 September 2019

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

Stock Code: DIVISLAB

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

Stock Code: 532488

Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice - Reg.

As intimated earlier vide our letter dated 23 August, 2019, Board of Directors, at its meeting held on 23 August, 2019, has decided to seek approval of shareholders by postal ballot for:

1. Re-appointment of Dr. Murali K. Divi (DIN: 00005040) as Managing Director of the Company for a period of 5 years with effect from 10 October, 2019; and
2. Re-appointment of Mr. N.V. Ramana (DIN: 00005031) as Executive Director of the Company for a period of 5 years with effect from 26 December, 2019.

Accordingly, notice pursuant to Section 110 of the Companies Act, 2013 along with explanatory statement is being sent to shareholders for passing of resolutions. The Company is also providing e-voting facility to the shareholders to enable them to cast their vote electronically. The Board of Directors appointed Mr. V. Bhaskara Rao, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Notice of Postal Ballot is enclosed herewith for your information and records.

Further, please find below the schedule of events for postal ballot:

S.No	Activity	Date
1	Cut off-date/ Benpos date for sending notice to the shareholders	30 August, 2019
2	Voting start date	08 September, 2019
3	Voting end date	07 October, 2019
4	Scrutinizers report & Declaration of results	On or before 09 October, 2019

Yours faithfully,
For Divi's Laboratories Limited

M. Satish Choudhury
Company Secretary & Compliance Officer



Copy to: 1. National Securities Depository Limited,
2. Central Depository Services (India) Limited
3. Karvy Fintech Private Limited

“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

Regd Off.: Divi Towers, 1-72/23(P)/DIVIS/303 Cyber Hills, Gachibowli
Hyderabad - 500 032, Telangana, India.
CIN: L24110TG1990PLC011854, Tel: 91-40-23786300, Fax: 91-40-23786460,
E-mail : mail@divislabs.com, Website: www.divislabs.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by way of postal ballot / remote e-voting:

1. Re-appointment of Dr. Murali K. Divi (DIN: 00005040) as Managing Director of the Company for a period of 5 years with effect from 10 October, 2019.
2. Re-appointment of Mr. N. V. Ramana (DIN: 00005031) as Executive Director of the Company for a period of 5 years with effect from 26 December, 2019.

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. V. Bhaskara Rao, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record their assent (for) or dissent (against) in the Form by filling necessary details and affixing their signature at the designated place in the Form and return the same in original, duly completed, in the enclosed self-addressed, postage pre-paid Business Reply envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 07 October, 2019. Please note that, Postal Ballot Forms received after 5.00 p.m. on 07 October, 2019 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes hereunder. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be declared by 09 October, 2019 at the Registered Office of the Company. The result will be intimated to the Stock Exchanges where shares of the Company are listed (i.e. BSE Limited and National Stock Exchange of India Limited) and will also be displayed on the Company's website www.divislabs.com. The resolutions, if approved, will be taken as passed effectively on the last day of receipt of Postal Ballot forms or remote e-voting i.e. 07 October, 2019.

Item No. 1 – Re-appointment of Dr. Murali K. Divi (DIN: 00005040) as Managing Director of the Company for a period of 5 years with effect from 10 October, 2019.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"Resolved That in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and such other consents and permissions as may be necessary, approval of members of the Company be and is hereby accorded for the re-appointment of Dr. Murali K. Divi (DIN: 00005040), as Managing Director of the Company for a further period of 5 (five) years with effect from 10 October, 2019 on such terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Dr. Murali K. Divi, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"Resolved Further That the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2 – Re-appointment of Mr. N. V. Ramana (DIN: 00005031) as Executive Director of the Company for a period of 5 years with effect from 26 December, 2019.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"Resolved That in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and such other consents and permissions as may be necessary, approval of members of the Company be and is hereby accorded for the re-appointment of Mr. N.V. Ramana (DIN: 00005031), as Executive Director of the Company for a further period of 5 (five) years with effect from 26 December, 2019 on such terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. N. V. Ramana, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"Resolved Further That the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
of Divi's Laboratories Limited**

M. Satish Choudhury

Company Secretary & Compliance Officer

Membership No. A30204

Place : Hyderabad

Date : 23 August, 2019

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts of the businesses specified above is annexed hereto.
2. Only a member who is entitled to vote is entitled to exercise his / her vote through Postal Ballot. Members cannot exercise votes by proxy.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 30 August, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) or with the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited (Karvy) (in case of physical shareholding). For the members whose email IDs are not registered, physical copy of the Postal Ballot Notice is being sent by permitted mode along with a Business Reply Envelope.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on 30 August, 2019 (the cut-off date) and only such Member(s) will be entitled to cast their votes by Postal Ballot or remote e-voting.
5. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on 07 October, 2019. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
6. Members who have received Postal Ballot notice by e-mail and who wish to vote through ballot form can obtain the ballot form from the Registrar and Share Transfer Agent, Karvy Fintech Private Limited, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or from the Company at the Registered Office, fill in the details and send the same to the Scrutinizer by post.

In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Registrar and Share Transfer Agent or the Company at its Registered Office.
7. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be declared by 09 October, 2019 at the Registered Office of the Company. The result of the voting along with Scrutinizers' Report will be communicated to the Stock Exchanges and will also be hosted on the website of the Company www.divislabs.com and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of resolutions. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 07 October, 2019 i.e., the last date specified for receipt of duly completed postal ballot forms or e-voting.
8. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting.
9. In compliance with Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-voting facility to the members, to enable them to cast their vote electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged services of Karvy Fintech Private Limited for providing remote e-voting facility to all its members. **Please note that each Member can opt for only one mode of voting i.e., either by remote E-voting or by Physical Ballot.** However, in case members cast their votes through both the modes, then voting done by e-voting shall prevail and voting cast through physical ballot form shall be treated as invalid.

Process for remote e-voting:

A. Members who received the Notice through e-mail from Karvy:

- i. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
- ii. Enter the login credentials (i.e., User ID and password mentioned in your email/ Form). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

	Details
User-ID	For Members holding shares in Demat form: a. For NSDL: 8 character DP ID followed by 8 digit Client ID b. For CDSL: 16 digit Beneficiary ID/Client ID For Members holding shares in Physical form: EVEN(E-Voting Event Number) followed by Folio Number
Password	Your unique password is sent separately/provided in the email forwarding the electronic notice. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for 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. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e. Divi's Laboratories Limited.
- 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder 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. You may then cast your vote by selecting an appropriate option and click on "Submit", a confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- ix. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: bhaskararaoandco@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN No."
- x. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- xi. 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.

B. In case of Members receiving the Notice by Post:

1. Please use the User ID and initial password as provided in the Form.
2. Please follow all steps from Sr.No. i to xi as mentioned in (A) above, to cast your vote.

C. In case of any query pertaining to e-voting, please refer to the Help & FAQ's section and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy's e-voting website) or contact Karvy's toll free number 1-800-34-54-001 or phone no. 040 – 6716 2222 for any further clarifications.

D. The e-voting period commences on 08 September, 2019 at 9.00 a.m. and ends on 07 October, 2019 at 5.00 p.m. The remote e-voting will not be allowed beyond the aforesaid date and time. The e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 setting out all the material facts pertaining to Resolution Nos. 1 & 2.

Item No. 1

As the term of appointment of Dr. Murali K. Divi, as Chairman and Managing Director, approved by the members on 25 August, 2014 expires on 09 October, 2019, the Board of Directors of the Company (the 'Board'), at its meeting held on 23 August, 2019 has re-appointed Dr. Murali K. Divi as Managing Director, subject to the approval of members, for a further period of 5 (five) years with effect from 10 October, 2019, at the remuneration recommended by the Nomination and Remuneration Committee.

Pursuant to the recommendation of Nomination and Remuneration Committee and as approved by the Board as detailed above, it is proposed to seek the members' approval for the re-appointment of and payment of remuneration to Dr. Murali K. Divi as Managing Director in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Broad particulars of the terms of remuneration payable to Dr. Murali K. Divi are as under:

Salary, perquisites and other allowances:

- a) Salary of ₹ 1 (Rupee One only) per month.
- b) In addition to the aforesaid salary, he shall be entitled to following perquisites and allowances:
 - i) Rent free furnished accommodation or house rent allowance in lieu thereof including watch and ward.
 - ii) Re-imbursment of expenses for gas, electricity and water
 - iii) Re-imbursment of medical expenses, personal accident insurance premium and premium on medi-claim policy
 - iv) Leave travel concession for self and his family including dependents
 - v) Re-imbursment of actual club fees
 - vi) Company's contribution towards pension scheme or superannuation fund or provident fund as per the Company's policy.
 - vii) Gratuity payable as per the rules of the Company
 - viii) Encashment of un-availed leave as per the rules of the Company
 - ix) All other payments in the nature of perquisites and allowances agreed by the Board of Directors from time to time.

Perquisites shall be evaluated as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. However, contribution towards pension scheme, superannuation fund, provident fund to the extent these singly or together are not taxable under the Income Tax law, gratuity and encashment of un-availed leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included in the aforesaid perquisites limit.

However, the aggregate monetary value of the perquisites in any year shall not exceed ₹ 50 lakhs per annum.

Remuneration based on net profits:

In addition to the salary, perquisites and allowances mentioned above, Dr. Murali K. Divi shall be entitled to remuneration @ 3% of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act, 2013, due and payable in the month of June in succeeding financial year.

Reimbursement of expenses:

Expenses incurred for travelling, boarding and lodging during business trips, use of car(s) on Company's business and communication expenses at residence, shall be paid/reimbursed at actuals and not considered as perquisites.

Minimum remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Director, the Company does not have profits or its profits are inadequate, the Company will pay salary, perquisites, allowances and remuneration as a percentage of profits not exceeding the maximum limits as prescribed under Section II, Part II of Schedule V to the Act as amended from time to time as minimum remuneration to Dr. Murali K Divi.

Dr. Murali K. Divi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Dr. Murali K. Divi, now aged 68 years, will attain the age of 70 years during the 5 year term of his current appointment as Managing Director of the Company. Being the founder and visionary behind the Company's existence and driving force for the Company's sustained performance, the appointment of Dr. Divi is in the interest of the Company and its stakeholders.

The above may be treated as a written memorandum setting out the terms of re-appointment of Dr. Murali K. Divi under Section 190 of the Act.

Details of Dr. Murali K. Divi including the information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are given as Annexure.

Except Dr. Murali K. Divi, Mr. Madhusudana Rao Divi, Mr. Kiran S. Divi, Ms. Nilima Motaparti and their relatives, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the members may be taken through Postal Ballot instead of transacting such businesses at a General Meeting.

Board recommends the resolution set forth in Item No. 1 for approval of the members through Postal Ballot, by way of Special Resolution.

Item No. 2

As the term of appointment of Mr. N. V. Ramana as Executive Director, approved by the members on 25 August, 2014 expires on 25 December, 2019, the Board of Directors of the Company (the 'Board'), at its meeting held on 23 August, 2019 has re-appointed Mr. N. V. Ramana as Executive Director, subject to the approval of members, for a further period of 5 (five) years with effect from 26 December, 2019, at the remuneration recommended by the Nomination and Remuneration Committee.

Pursuant to the recommendation of Nomination and Remuneration Committee and as approved by the Board as detailed above, it is proposed to seek the members' approval for the re-appointment of and payment of remuneration to Mr. N. V. Ramana as Executive Director in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Broad particulars of the terms of remuneration payable to Mr. N. V. Ramana are as under:

Salary, perquisites and other allowances:

- a) Salary of ₹ 7,70,000/- (Rupees Seven lakhs seventy thousand only) per month.
- b) In addition to the aforesaid salary, he shall be entitled to following perquisites and allowances:
 - i) Rent free furnished accommodation or house rent allowance in lieu thereof including watch and ward.
 - ii) Re-imbursment of expenses for gas, electricity and water
 - iii) Re-imbursment of medical expenses, personal accident insurance premium and premium on medi-claim policy
 - iv) Leave travel concession for self and his family including dependents
 - v) Re-imbursment of actual club fees
 - vi) Employees Stock Options and other benefits and allowances as per rules of the Company
 - vii) Company's contribution towards pension scheme or superannuation fund or provident fund as per Company's policy.
 - viii) Gratuity payable as per the Rules of the Company
 - ix) Encashment of un-availed leave as per the rules of the Company
 - x) All other payments in the nature of perquisites and allowances agreed by the Board of Directors from time to time

Perquisites shall be evaluated as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. However, contribution towards pension scheme, superannuation fund, provident fund to the extent these singly or together are not taxable under the Income Tax law, gratuity and encashment of un-availed leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included in the aforesaid perquisites limit.

However, the aggregate monetary value of the perquisites in any year shall not exceed 40% of his annual salary.

Remuneration based on net profits:

In addition to salary, perquisites and allowances mentioned above, Mr. N. V. Ramana shall be entitled to remuneration @ 1.5% of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act, 2013 due and payable in the month of June in succeeding financial year.

Reimbursement of expenses:

Expenses incurred for travelling, boarding and lodging during business trips, use of car(s) on Company's business and communication expenses at residence, shall be paid/reimbursed at actuals and not considered as perquisites.

Minimum remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Director, the Company does not have profits or its profits are inadequate, the Company will pay salary, perquisites, allowances and remuneration as a percentage of profits not exceeding the maximum limits as prescribed under Section II, Part II of Schedule V to the Act as amended from time to time as minimum remuneration to Mr. N. V. Ramana.

Mr. N. V. Ramana satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. N. V. Ramana under Section 190 of the Act.

Details of Mr. N. V. Ramana including the information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are given as Annexure.

Except Mr. N. V. Ramana and his relatives, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the members may be taken through Postal Ballot instead of transacting such businesses at a General Meeting.

Board recommends the resolution set forth in Item No.2 for approval of the members through Postal Ballot, by way of Ordinary Resolution.

**By Order of the Board of Directors
of Divi's Laboratories Limited**

M. Satish Choudhury
Company Secretary & Compliance Officer
Membership No. A30204

Place : Hyderabad
Date : 23 August, 2019

Registered Office :

Divi Towers, I-72/23(P)/DIVIS/303,
Cyber Hills, Gachibowli
Hyderabad - 500 032, Telangana, India.
CIN : L24110TG1990PLC011854
e-mail : mail@divislabs.com

“ANNEXURE”

Additional information of directors recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Dr. Murali K. Divi (DIN: 00005040)

Brief resume:

Dr. Murali K. Divi is the Founder, Chairman and Managing Director of Divi's Laboratories Limited. Dr. Divi oversees business strategies and research activities of the Company.

He holds a Ph.D. degree in Pharmaceutical Sciences from Kakatiya University, India. He is also a member of the American Institute of Chemical Engineers and the American Chemical Society and International Society for Pharmaceutical Engineering (ISPE).

Dr. Divi has extensive experience of over 40 years in implementing and managing bulk fine chemical manufacturing facilities conforming to cGMP/USFDA standards in USA as well as India; and has led R&D teams and developed efficient processes for active pharma ingredients, speciality chemicals, fine chemicals and custom synthesis of ingredients for large MNCs.

Ever since he promoted Divi's Laboratories Limited in the year 1990, Dr. Divi made immense contribution for the sustainable business and growth of the Company.

Age: 68 years

Nature of his expertise in specific functional areas: Research, technology and business strategies for active pharma ingredients and speciality products.

Disclosure of relationships between directors inter-se: Dr. Murali K. Divi is related to Mr. Madhusudana Rao Divi, Mr. Kiran S. Divi and Ms. Nilima Motaparti, Whole-time Directors of the Company.

Directorships held in other companies:

- Divi's Biotech Pvt. Ltd
- Pridhvi Asset Reconstruction and Securitisation Company Limited
- Divi's Resorts and Agro Farms Pvt. Ltd
- Touchstone Equities Limited
- Divi's Properties Pvt. Ltd.

Except Divi's Laboratories Limited, Dr. Divi does not hold directorship in any other listed company.

Memberships/Chairmanships of Committees in other companies: Dr. Murali K. Divi is the Chairman of CSR Committee of Divi's Biotech Private Limited.

Shareholding in the Company: 75,67,000 equity shares

Remuneration proposed to be paid: As per the resolution at item No. 1 of this Notice read with the explanatory statement thereto.

Terms and conditions of appointment: As per the draft letter of appointment setting out the terms and conditions which is available for inspection by the members at the Registered Office of the Company.

Date of first appointment on Board, last drawn remuneration and number of board meetings attended: Dr. Murali K. Divi is the Founder of Divi's Laboratories Limited and is on the Board from incorporation of the Company i.e. 12 October, 1990. His last drawn remuneration for the financial year 2018-19 is ₹ 5881 lakhs including commission. He attended 6 meetings out of 6 meetings held during the financial year 2018-19.

Mr. N. V. Ramana (DIN: 00005031)

Brief resume:

Mr. N.V. Ramana has been the Executive Director of Divi's Laboratories Limited for the past 27 years.

He is a graduate in chemistry from Osmania University, India. He is also a Member of the American Chemical Society.

Mr. Ramana oversees all functions relating to strategic planning, marketing, custom manufacturing, contract research of active ingredients as also the nutraceutical business. He was instrumental in developing the nutraceutical business from conceptualisation, design, engineering, automation, development of products to suit end user requirements and developing marketing set up, managing subsidiaries and growth of business.

Prior to joining Divi's, Mr. Ramana had over 10 years of experience in the diverse international businesses, a substantial part of which is in the pharmaceutical industry; and was engaged in market research for active ingredients, developing marketing strategies for API business and enhancing business for several pharma companies.

Age: 61 years

Nature of his expertise in specific functional areas: Strategic planning, marketing, custom manufacturing, contract research of active ingredients as also the nutraceutical business.

Disclosure of relationships between directors inter-se: Mr. N.V. Ramana is not related to any of the directors of the Company.

Directorships held in other companies: Nil.

Except Divi's Laboratories Limited, Mr. Ramana does not hold directorship in any other listed company.

Memberships/Chairmanships of Committees in other companies: Nil

Shareholding in the Company: 5,63,078 equity shares

Remuneration proposed to be paid: As per the resolution at item No. 2 of this Notice read with the explanatory statement thereto.

Terms and conditions of appointment: As per the draft letter of appointment setting out the terms and conditions which is available for inspection by the members at the Registered Office of the Company.

Date of first appointment on Board, last drawn remuneration and number of board meetings attended: Mr. N.V. Ramana joined the Board of Directors of Divi's Laboratories Limited on 01 October, 1994. His last drawn remuneration for the financial year 2018-19 is ₹ 2990 lakhs including commission. He attended 6 meetings out of 6 meetings held during the financial year 2018-19.

**By Order of the Board of Directors
of Divi's Laboratories Limited**

M. Satish Choudhury
Company Secretary & Compliance Officer
Membership No. A30204

Place : Hyderabad

Date : 23 August, 2019

Registered Office :

Divi Towers, I-72/23(P)/DIVIS/303,
Cyber Hills, Gachibowli
Hyderabad - 500 032, Telangana, India.
CIN : L24110TG1990PLC011854
e-mail : mail@divislabs.com



Divi's Laboratories Limited

Divi Towers, 1-72/23(P)/DIVIS/303, Cyber Hills, Gachibowli, Hyderabad - 500 032 India
CIN: L24110TG1990PLC011854; Tel: 91-40-23786300, Fax: 91-40-23786460
E-mail: mail@divislabs.com, Website: www.divislabs.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole/First
named member

2. Name(s) of the Joint Holder(s), if any

3. Registered Folio No./DP ID No.*/Client ID
No.>(*applicable to the shareholders holding shares
in dematerialised form).

4. Number of Equity Shares held

I / We hereby exercise my / our vote in respect of following **Special / Ordinary Resolution(s)** to be passed through Postal Ballot for the business stated in the notice of Divi's Laboratories Limited (the "Company") dated 23 August, 2019 by sending my/ our assent / dissent to the said resolutions by placing tick (✓) mark at the appropriate box below:

Item No	Resolution	No of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution - Re-appointment of Dr. Murali K. Divi (DIN: 00005040) as Managing Director of the Company for a period of 5 years with effect from 10 October, 2019.			
2.	Ordinary Resolution - Re-appointment of Mr. N. V. Ramana (DIN: 00005031) as Executive Director of the Company for a period of 5 years with effect from 26 December, 2019.			

Place :

Date :

Signature of the Member /
Authorised Representative.

NOTE: Please read carefully the instructions printed overleaf before filling the form.

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <http://evoting.karvy.com>. The electronic voting particulars are set out as follows:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

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

Commencement of e-voting	End of e-voting
08 September, 2019 at 9.00 a.m.	07 October, 2019 at 5.00 p.m.

- Notes: 1. Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 07 October, 2019 at 5.00 p.m. (IST)

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expenses of the registered members will also be accepted.
2. The postage prepaid self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member.
4. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form.
5. Members are requested to convey their assent or dissent in this Ballot Form only. The assent or dissent received in any other form shall not be considered valid. Unsigned, incomplete or incorrectly ticked Postal Ballot Form(s) will be rejected.
6. A member need not use all his votes nor does he need to cast all his votes in the same way.
7. Voting rights of members shall be reckoned on the paid up value of shares registered in the name of the members whose name appears in the register of members / record of depositories as on the cut-off date i.e., 30 August, 2019.
8. Duly signed and completed Postal Ballot Form should reach the scrutinizer not later than 5.00 P.M. on 07 October, 2019. The Postal Ballot Form received after this date will be treated as if the reply from such member(s) has not been received.
9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 8 above.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper found, the Scrutinizer would destroy such envelope.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
12. The Company is also offering remote e-voting facility as an alternate, for all the members to enable them to cast their vote electronically instead of dispatching the Postal Ballot Form. Remote e-voting is optional. The voting through postal ballot/remote e-voting will commence on 08 September, 2019 at 9.00 A.M. and ends on 07 October, 2019 at 5.00 P.M. The detailed procedure for e-voting is enumerated in the notes to the Postal Ballot Notice
13. The exercise of vote through Postal Ballot is not permitted through a Proxy.