



Divi's Laboratories Limited

27 February, 2020

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

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

Stock Code: DIVISLAB

Stock Code: 532488

Dear Sir/Madam,

Sub: Declaration of Postal Ballot Results - Reg
Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As intimated earlier vide our letters dated 04 January, 2020 and 27 January, 2020, the Company conducted Postal Ballot process vide notice dated 04 January, 2020, for obtaining approval of the Members of the Company in respect of the following special business:

1. Payment of remuneration to Non-Executive Directors of the Company.
2. Appointment of Mr. K.V. Chowdary (DIN: 08485334) as an Independent Director of the Company.
3. Revision of remuneration payable to Ms. Nilima Motaparti (DIN: 06388001), Whole-time Director (Commercial) of the Company.
4. Re-appointment of Mr. Kiran S. Divi (DIN: 00006503) as Whole-time Director and Chief Executive Officer of the Company.
5. Re-appointment of Mr. Madhusudana Rao Divi (DIN: 00063843) as Whole-time Director (Projects) of the Company.

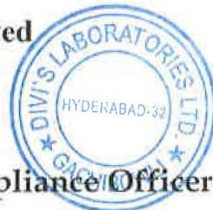
In this regard, we are submitting herewith the results of the Postal Ballot declared today (i.e. on 27 February, 2020) along with the copy of the report issued by the Scrutinizer, Mr. V. Bhaskara Rao, Company Secretary in Practice.

Members have approved the aforementioned resolutions with requisite majority. Accordingly, the said resolutions shall be deemed to have been passed on 26 February, 2020 i.e., the last date specified for receipt of duly completed postal ballot forms or e-voting.

This is for your information and records.

Thanking you,
Yours faithfully,
For Divi's Laboratories Limited


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



“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@divislabs.com, Website : www.divislabs.com

Company Name	DIVI'S LABORATORIES LIMITED
Date of the AGM/EGM	Not applicable, since resolutions are passed through postal ballot vide notice dated 04 January, 2020.
Total number of shareholders on Cut-off date	90103
Cut-off date	17 January, 2020

Resolution No.1		Payment of remuneration to Non-Executive Directors of the Company.						
Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	138039360	138009760	99.98	138009760	0	100.00	0.00
	Poll	138039360	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	138039360	3000	0.00	3000	0	100.00	0.00
Public- Institutions	E-Voting	93991869	74331241	79.08	74259091	72150	99.90	0.10
	Poll	93991869	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	93991869	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	33437351	3748264	11.21	3000960	747304	80.06	19.94
	Poll	33437351	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	33437351	626550	1.87	624804	1746	99.72	0.28
Total		265468580	216718815	81.64	215897615	821200	99.62	0.38

For DIVI'S LABORATORIES LTD.

M. Kishor
COMPANY SECRETARY

Resolution No.2		Appointment of Mr. K.V. Chowdary (DIN: 08485334) as an Independent Director of the Company						
Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	138039360	138009760	99.98	138009760	0	100.00	0.00
	Poll	138039360	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	138039360	3000	0.00	3000	0	100.00	0.00
Public- Institutions	E-Voting	93991869	74301999	79.05	74301999	0	100.00	0.00
	Poll	93991869	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	93991869	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	33437351	3748864	11.21	3748525	339	99.99	0.01
	Poll	33437351	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	33437351	626178	1.87	625803	375	99.94	0.06
Total		265468580	216689801	81.63	216689087	714	100.00	0.00

For DIVI'S LABORATORIES LTD.



COMPANY SECRETARY

Resolution No.3	Revision of remuneration payable to Ms. Nilima Motaparti (DIN: 06388001), Whole-time Director (Commercial) of the Company.							
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	138039360	138009760	99.98	138009760	0	100.00	0.00
	Poll	138039360	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	138039360	3000	0.00	3000	0	100.00	0.00
Public- Institutions	E-Voting	93991869	74288806	79.04	30287328	44001478	40.77	59.23
	Poll	93991869	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	93991869	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	33437351	3748901	11.21	2641905	1106996	70.47	29.53
	Poll	33437351	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	33437351	626358	1.87	625423	935	99.85	0.15
Total		265468580	216676825	81.62	171567416	45109409	79.18	20.82

For DIVI'S LABORATORIES LTD.

M. Satish

COMPANY SECRETARY

Resolution No.4		Re-appointment of Mr. Kiran S. Divi (DIN: 00006503) as Whole-time Director and Chief Executive Officer of the Company.						
Resolution required: (Ordinary/ Special)		SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	138039360	138009760	99.98	138009760	0	100.00	0.00
	Poll	138039360	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	138039360	3000	0.00	3000	0	100.00	0.00
Public- Institutions	E-Voting	93991869	74320637	79.07	33980296	40340341	45.72	54.28
	Poll	93991869	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	93991869	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	33437351	3748901	11.21	2642536	1106365	70.49	29.51
	Poll	33437351	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	33437351	626358	1.87	625561	797	99.87	0.13
Total		265468580	216708656	81.63	175261153	41447503	80.87	19.13

For DIVI'S LABORATORIES LTD.

M. G. Gaithe
COMPANY SECRETARY

Resolution No.5		Re-appointment of Mr. Madhusudana Rao Divi (DIN: 00063843) as Whole-time Director (Projects) of the Company.						
Resolution required: (Ordinary/ Special)		SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	138039360	138009760	99.98	138009760	0	100.00	0.00
	Poll	138039360	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	138039360	3000	0.00	3000	0	100.00	0.00
Public- Institutions	E-Voting	93991869	74331241	79.08	72533999	1797242	97.58	2.42
	Poll	93991869	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	93991869	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	33437351	3748899	11.21	3001562	747337	80.07	19.93
	Poll	33437351	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	33437351	626258	1.87	626084	174	99.97	0.03
Total		265468580	216719158	81.64	214174405	2544753	98.83	1.17

For DIVI'S LABORATORIES LTD.

COMPANY SECRETARY



Combined Report of Scrutinizer on E-voting and Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Amendment Rules, 2015]

To
The Chairman
Divi's Laboratories Limited
CIN: L24110TG1990PLC011854
1-72/23(P)/DIVIS/303, Divi Towers,
Cyber Hills, Gachibowli,
Hyderabad-500032.

Dear Sir,

I, V. Bhaskara Rao, Proprietor of M/s. V. Bhaskara Rao & Co., Practicing Company Secretaries, having office at 6-2-1085/B, Flat No.105, Badam Sohana Apartments, Rajbhavan Road, Somajiguda, Hyderabad - 500082, appointed as Scrutinizer by the Company for the purpose of the Postal Ballot carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions as mentioned in the Notice of Postal Ballot dated 4th January, 2020 and submit my report as under:

1. The shareholders holding shares as on the "cut-off" date i.e. 17th January, 2020 were entitled to vote on the proposed resolutions (Item Nos.1 to 5) as set out in the Notice of Postal Ballot Form.
2. The e-voting commenced on 28th January, 2020 (9.00AM) and ended on 26th February, 2020 (5.00 PM).
3. In respect of E-Voting the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Kfin Technologies Private Limited ([https:// www.evoting.karvy.com](https://www.evoting.karvy.com))
4. All Postal Ballot forms received up to 5.00 PM on 26th February 2020, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. **256** Postal Ballot forms were received and **699** shareholders casted their votes on the e-voting platform.



6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and the same are handed over to the Company Secretary for safe custody.
7. Particulars of all the Postal Ballot forms received from the members have been entered in a register separately maintained for the purpose.
8. I did not find any defaced or mutilated Postal Ballot form(s).
9. Envelopes containing Postal ballot forms returned undelivered and these envelopes were also not opened and they are separately kept.
10. The Postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with Register of Members of the Company as on 17th January, 2020 and list of beneficiaries as on 17th January, 2020.
11. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared Invalid for each resolution is enclosed.
12. In cases where the shareholders who casted their votes both through Postal Ballot as well as through e-voting, then votes casted through e-voting has been considered.

I have completed the formalities of e-voting & Postal Ballot and hereby submit my Report as **Annexure** and you may accordingly declare the results of the voting.

All the resolutions set out in the Postal Ballot Notice dated 4th January, 2020 stands passed with requisite majority on combined result (i.e. e-voting and Postal Ballot).

Thanking You,

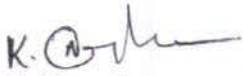
**For V. Bhaskara Rao & Co.
Company Secretaries**

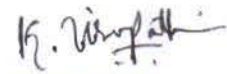


**V. Bhaskara Rao
Proprietor**

**C.P.No: 4182, FCS No.5939
UDIN: F005939A000577378**

Witness:


K. Nagarjuna


K. Tirupathi

Place: Hyderabad
Date: 27.02.2020



ANNEXURE

Resolution No.1: Payment of remuneration to Non-Executive Directors of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	663	21,52,69,811	99.33
Ballot	223	6,27,804	00.29
Total	886	21,58,97,615	99.62

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	31	8,19,454	00.38
Ballot	23	1,746	00.00
Total	54	8,21,200	00.38

(iii) Invalid votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	10	16,446
Total	10	16,446

(iv) Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	5	22,40,594
Ballot	Nil	Nil
Total	5	22,40,594

(v) Less voted:

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	7	5,67,503
Ballot	2	17
Total	9	5,67,520



Resolution No. 2: Appointment of Mr. Kosaraju Veerayya Chowdary (DIN: 08485334) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	683	21,60,60,284	99.71
Ballot	225	6,28,803	00.29
Total	908	21,66,89,087	100.00

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	11	339	00.00
Ballot	16	375	00.00
Total	27	714	00.00

(iii) Invalid votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	10	16,446
Total	10	16,446

(iv) Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	6	22,69,336
Ballot	5	372
Total	11	22,69,708

(v) Less voted:

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	7	5,67,503
Ballot	2	17
Total	9	5,67,520



Resolution No. 3: Revision of remuneration payable to Ms. Nilima Motaparti (DIN: 06388001), Whole-time Director (Commercial) of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	329	17,09,38,993	78.89
Ballot	223	6,28,423	00.29
Total	552	17,15,67,416	79.18

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	363	4,51,08,474	20.82
Ballot	19	935	00.00
Total	382	4,51,09,409	20.82

(iii) Invalid votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	10	16,446
Total	10	16,446

(iv) Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	9	22,82,492
Ballot	4	192
Total	13	22,82,684

(v) Less voted:

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	7	5,67,503
Ballot	2	17
Total	9	5,67,520



Resolution No. 4: Re-appointment of Mr. Kiran S. Divi (DIN: 00006503) as Whole-time Director and Chief Executive Officer of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	339	17,46,32,592	80.58
Ballot	227	6,28,561	00.29
Total	566	17,52,61,153	80.87

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	356	4,14,46,706	19.13
Ballot	15	797	00.00
Total	371	4,14,47,503	19.13

(iii) Invalid votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	10	16,446
Total	10	16,446

(iv) Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	5	22,50,661
Ballot	4	192
Total	9	22,50,853

(v) Less voted:

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	7	5,67,503
Ballot	2	17
Total	9	5,67,520



Resolution No. 5: Re-appointment of Mr. Madhusudana Rao Divi (DIN: 00063843) as Whole-time Director (Projects) of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	669	21,35,45,321	98.54
Ballot	228	6,29,084	00.29
Total	897	21,41,74,405	98.83

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	27	25,44,579	01.17
Ballot	13	174	00.00
Total	40	25,44,753	01.17

(iii) Invalid votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	10	16,446
Total	10	16,446

(iv) Abstain votes:

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	3	22,40,057
Ballot	5	292
Total	8	22,40,349

(v) Less voted:

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	7	5,67,505
Ballot	2	17
Total	9	5,67,522



Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared Invalid/Abstained for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

Thanking You,

**For V. Bhaskara Rao & Co.
Company Secretaries**

Witness:

K. Nagarjuna
K. Nagarjuna

V. Bhaskara Rao

**V. Bhaskara Rao
Proprietor**

**C.P.No: 4182, FCS No.5939
UDIN: F005939A000577378**



Place: Hyderabad
Date: 27.02.2020

K. Tirupathi
K. Tirupathi