



Divi's Laboratories Limited

Date: August 30, 2021

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: Proceedings of 31st Annual General Meeting (AGM), Voting Results and Report of Scrutinizer

This is to inform that the 31st Annual General Meeting (AGM) of the Company was held on August 30, 2021 at 10.00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) and the business mentioned in the Notice convening the AGM dated May 29, 2021 was duly transacted.

In this regard, we hereby submit the following:

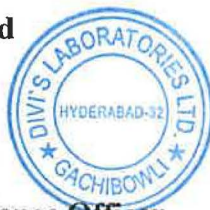
1. Summary of proceedings of the 31st Annual General Meeting as **Annexure – I**;
2. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as **Annexure – II**;
3. The Report of Scrutinizer on remote e-voting and voting at AGM (by electronic means) as **Annexure – III**.

Please note that all the resolutions set out in the Notice of 31st AGM were passed with requisite majority.

This is for your information and records.

Yours faithfully,
For **Divi's Laboratories Limited**

M. Satish Choudhury
Company Secretary & Compliance Officer



“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



Divi's Laboratories Limited

Summary of proceedings of the 31st Annual General Meeting of Divi's Laboratories Limited held on August 30, 2021 at 10.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Directors present through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"):

1. Dr. Ramesh B.V. Nimmagadda - Chairman & Independent Director, Chairman of Stakeholders Relationship Committee
2. Dr. Murali K. Divi - Managing Director
3. Mr. N.V. Ramana - Executive Director
4. Ms. Nilima Prasad Divi - Whole-time Director (Commercial)
5. Mr. Madhusudhana Rao Divi - Whole-time Director (Projects)
6. Dr. G. Suresh Kumar - Independent Director & Chairman of Compensation, Nomination and Remuneration Committee
7. Mr. R. Ranga Rao - Independent Director & Chairman of CSR Committee
8. Mr. K.V.K. Seshavataram - Independent Director & Chairman of Audit Committee
9. Dr. S. Ganapaty - Independent Director
10. Prof. Sunaina Singh - Independent Director
11. Mr. K.V. Chowdary - Independent Director

Leave of absence was granted to Dr. Kiran S. Divi, Whole-time Director & CEO.

In attendance of the following persons present through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"):

1. Mr. L. Kishore Babu, Chief Financial Officer
2. Mr. M. Satish Choudhury, Company Secretary & Compliance Officer
3. Mr. Sunit Kumar Basu, Partner, Price Waterhouse Chartered Accounts LLP, Statutory Auditors
4. Mr. V. Bhaskara Rao, Secretarial Auditor

Members Present:

The meeting was attended by 97 members through VC or OAVM.

Dr. Ramesh B.V. Nimmagadda, Chairman of the Company, chaired the meeting and conducted the proceedings of the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Company Secretary informed the members about general instructions regarding participation and voting at this meeting. He informed that the Annual General Meeting was held through VC or OAVM in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. Accordingly, the Company has provided the facility for joining the meeting through VC or OAVM for the members. It was informed that the Company has also provided webcast facility to view the live proceedings of the Annual General Meeting.

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The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements in which Directors are Interested, were made available electronically for inspection by the members during the AGM.

Members were informed that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice of AGM and Members who have not cast their votes electronically and were participating in the meeting can cast their votes during the meeting through the e-voting system (Insta Poll) provided by Kfin Technologies Private Limited (Kfintech).

The Chairman outlined the global economic outlook and the Managing Director briefed the meeting on the Company's operations during the year 2020-21 and during the first quarter of the 2021-22, beside updating about the capex and CSR initiatives by the Company. A copy of the Chairman's and Managing Director's Speeches are enclosed herewith.

The Company Secretary provided summary of the Statutory Auditor's Report and Secretarial Auditor's Report.

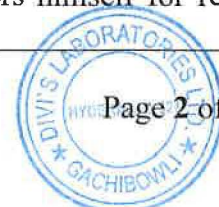
The Annual Report for the year ended March 31, 2021 along with Notice of this meeting, Board's Report, Auditor's Reports and the Audited Financial Statements of the Company as circulated to the members, were taken as read.

It was informed that the Company had provided members the facility to cast their vote electronically, on all resolutions set forth in the AGM Notice. The remote e-Voting period commenced at 9 a.m. on Thursday, August 26, 2021 and the facility was available to the shareholders till 5 p.m. on Sunday, August 29, 2021. It was also informed that there would be no voting by show of hands at the meeting.

It was also informed that the Board of Directors has appointed Mr. V. Bhaskara Rao, Practicing Company Secretary, as the Scrutinizer for scrutiny of the votes cast through the remote e-Voting platform and e-Voting during the AGM.

The following items of business as set out in the Notice convening the 31st Annual General Meeting were commended for members' consideration and approval:

Ordinary Business	
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, 2021, and the reports of the Board of Directors' and Auditors' thereon.
2	To declare dividend for the financial year 2020-21 To declare dividend of ₹ 20/- per Equity Share of face value ₹ 2 each (i.e. @ 1000%) for the financial year ended March 31, 2021.
3	To re-appoint 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.



4	To re-appoint 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.
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The Chairman formally announced e-Voting during the Meeting (Insta poll) for all those shareholders who have not cast their votes through remote e-voting provided by KfinTech, in respect of all the resolutions as set out in the Notice convening this AGM.

The Chairman opened the Question and Answers session. The members registered as speakers asked their queries and expressed their views. The Managing Director summarised his response to the queries of the members.

The Chairman authorized the Company Secretary to declare the results of the voting and place the results on the website of the Company and on website of Kfintech at the earliest beside submitting the same to the Stock Exchanges i.e., NSE and BSE. He informed that resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

The Chairman announced that all the business set out in the Notice of the AGM had been concluded and a time period of 15 minutes would be available for voting at the meeting on the KfinTech 'insta poll' after which the meeting will stand closed. He thanked the members for attending the meeting.

The Annual General Meeting was concluded at 11.27 a.m. on August 30, 2021.

The Scrutinizers' Report was received on August 30, 2021 and accordingly, all the resolutions set out in the Notice of the 31st Annual General Meeting of the Company dated May 29, 2021 were declared as passed with requisite majority.

For Divi's Laboratories Limited



M. Satish Choudhury
Company Secretary & Compliance Officer



(Enclosures: Chairman's Speech and Managing Director's Speech)



DIVI'S LABORATORIES LIMITED

CIN: L24110TG1990PLC011854

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31st Annual General Meeting, 30th August, 2021

CHAIRMAN'S SPEECH

Esteemed Shareholders, my colleagues on the Board, Good Morning to you all. A very warm welcome to the 31st Annual General Meeting of Divi's Laboratories Limited. We hope you and your families are healthy and safe. The Annual Report for the year ended 31st March, 2021 along with notice of the meeting, Board's Report and the audited financial statements of the Company have been circulated to you. With your permission, I take them as read.

We meet once again through a virtual meeting, amid unprecedented times, where the world is in the grip of second and a possible third waves of the pandemic. This has been a challenging year for each one of us as we witnessed the heart-breaking impact of the pandemic, that devastated lives and livelihoods, rendering a severe blow to societies and economies. My heart goes out to everyone who has suffered the loss of their loved ones.

In these times, I must say that we are greatly inspired by and pay our respects to the countless frontline warriors, owing to whose selfless service, the society and the community continues to breathe. I am confident that we shall overcome these tough times very soon with large vaccination drives being conducted across the country and yet remain to follow social distancing, wearing a mask and frequent sanitization.

As per IQVIA (formerly Quintiles and IMS Health, Inc.) which monitors global healthcare and clinical research, the global medicine market is expected to grow at 3–6% CAGR through 2025, reaching about \$1.6 trillion in total market size in 2025. Developed countries will continue to hold the highest market share & Pharmerging markets with good growth rates. Oncology, Immunology, Anti-diabetics, Neurology, Cardiology, Anti-coagulants, Respiratory & Pain will be the top 8 segments by value. The generic share of spending is also expected to rise, driven by, ongoing market dynamics around the use of medicines, the adoption of newer treatments, the impact of patent expiries and new generic competition, which will all contribute to the market growth for the next five years.

With the kind of hazards encountered during the last few years, healthcare is likely to be on top of the strategic agenda across geographies. The pharma industry will be closely monitored by governments in all countries in times to come. The biggest factor to look out for are the shifts in policies regarding healthcare and medicine spending. Pricing of medicines will be under increased scrutiny, an event that was already under way in most developed markets.

The Indian active ingredients industry has progressed from being perceived as an industry manufacturing simple molecules to becoming the preferred destination for high value and complex APIs. India ranks 3rd worldwide for pharmaceutical production by volume and 14th by value. The Indian Pharma industry right from APIs to finished dosage formulation is well poised to grow.

With the rise of Covid-19 pandemic, economies around the world have suffered, and several businesses are also experiencing challenges in operations and supply chains again with the rise in 2nd wave of the pandemic in India. Covid-19 has clearly highlighted the importance of a strong healthcare system. As India continues to fight Covid-19 and stabilize its economic growth trajectory, it is the right time for the country to apply learnings from the challenges and best practices that emerged during the pandemic as it has also presented the Indian pharmaceutical companies with an opportunity to become a preferred alternate hub for APIs and intermediates.

Your company continues to operate its plants and sites in accordance with the advisories issued from time to time by the Governments, while strictly adhering to the prescribed safety protocols. As a responsible corporate citizen, our company continues to work strongly with various local authorities, agencies and hospitals supporting them not just through financial commitments but also meeting their requirements around sanitization products and services.

Much like other businesses, there were a few disruptions within our business operations, but I am pleased to state that your company has been able to deliver an outstanding performance in the financial year 2020-21, as our Management Team and every member of Divi's family have been relentlessly working on safeguarding the business continuity, ensuring efficient operations beside meeting the requirements of customers for the well-being of people worldwide.

Thank You!

Dr. Ramesh Nimmagadda



DIVI'S LABORATORIES LIMITED

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31st Annual General Meeting, 30th August, 2021

MANAGING DIRECTOR'S SPEECH

Ladies and Gentlemen,

All through its journey, your Company has kept its focus on the principle of 'Sustained Growth' making sure that the leaps we take, contribute positively to the continued rigor of our operations. Our long-term plan is founded on this purpose of maintaining sustainability, which has helped us scale our operations over time. This has improved our overall reach and has generated greater value for our brand, as we now head into a new decade as one of the leaders in this industry.

Our Chairman briefly touched upon the global environment in general and the current COVID-19 pandemic situation. I would now highlight on the measures taken by your company in addressing the pandemic.

On the business front, your Company has shown incredible resilience and momentum in response to the Covid-19 pandemic. It has been a year of challenges and uncertainty and we are proud of the relentless commitment and dedication of the entire Divi's family. Our agility, adaptability, resilience and responsiveness to our customer needs, earned us tremendous goodwill and has enhanced our standing in the market. We faced operational challenges due to restricted movement and disrupted supply lines during the first few months of the pandemic, in 2020. As the second wave of the pandemic unfolded with predictions of a third wave in the near future, our focus continues to be on our people's health and safety, ensuring uninterrupted supplies of APIs to our customers.

Our business performance in the year is also a reflection of the innate adaptability within the company. The early months of the pandemic brought disruption and uncertainty to our business and to all our customers, colleagues, suppliers and shareholders. When the worldwide lockdown disturbed economic activity across virtually all sectors, Divi's responded with speed and agility, embracing a new operating model due to the kind of expansion programmes we undertook over the years. Despite the intensity of the second wave of Covid 19, we believe that we are in a far better place as we complete FY2021.

We are entering FY2022 powered by strong sustainable strategies and are more determined to keep formulating robust strategies and means to combat the challenges thrown by the pandemic. Our focus remains steadfast on operating our assets and facilities at full capacity, putting in place our expansion plans and keeping the safety of our employees at the forefront.

OPERATIONS FOR THE YEAR

I would like to brief you on highlights of business operations during the year under review:

- ↑ Our consolidated Revenue for the year increased by 26% to ₹ 7032 Crores.
- ↑ Operating profit (PBDIT) for the year amounted to ₹ 2923 crores as against an operating profit of ₹ 2012 crores for the last year.
- ↑ Profit before Tax (PBT) for the year grew by 47% to ₹ 2666 crores as against a PBT of ₹ 1819 crores for the last year.
- ↑ Total Tax Provision for the current year amounted to ₹ 682 crores as against a tax provision of ₹ 443 crores for the last year.
The company has capitalized fixed assets of ₹ 1183 crores during the year.
- ↑ Profit after Tax (PAT) before Other Comprehensive Income for the year amounted to ₹ 1984 crores as against a PAT of ₹ 1377 crores for the last year, reflecting a growth of 44%.
- ↑ Earnings Per Share of ₹ 2/- each works out to ₹ 74.75 for the year as against ₹ 51.85 for the last year.
- ↑ Out of the total revenue, 23% came from North America, 47% from Europe, 12% from Asia, 13% from India and 5% from rest of the World.

The ₹ 2,500 crores of CAPEX have been implemented since 2018, and the debottlenecking and backward integration programs taken up during these last two years have also become fully operational along with the most modern wastewater treatment facility. One initiative of particular interest is our drive towards green chemistry. We have a group of dedicated scientists at both these facilities who constantly revisit the chemistry of our existing products to see possibilities of process efficiency and lowering the costs. The end goal is to minimize wastage, maximize profits and move towards greener chemistry.



DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 20/- per equity share of ₹ 2/- each, i.e., 1000% for the financial year ended March 31, 2021. The total dividend pay-out for the current year amounts to ₹ 531 Crores as against ₹ 512 crores in the previous year.

OPERATIONS FOR QUARTER ENDING 30TH JUNE, 2021

Your Company has put in place several measures to ensure business continuity with uninterrupted production and supplies to our customers, yet focusing on the ongoing expansion to create a steady supply platform. We have completed many of the expansion and debottlenecking activities planned during the quarter with slight delay caused by the second wave. During the quarter, we have capitalized assets of ₹ 270 crores, most of which was for the fast-track project and we have ₹ 579 crores of CWIP in projects, especially for creating capacities for new generic molecules; and validation for these new generics are progressing very well.

During the first quarter of the year 2021-22, your company has achieved a consolidated revenue of ₹ 1997 crores reflecting a growth of 14% over the corresponding quarter of the previous year. Profit before tax for the quarter amounted to ₹ 814 crores, a growth of 23%. Tax provision for the quarter came higher at ₹ 257 crores. We have earned a profit after tax of ₹ 557 crores for the quarter.

CSR INITIATIVES

The year 2020-21 has seen the emergence of a health crisis caused by the Covid-19 pandemic and has been immensely challenging for each one of us. The loss of lives and livelihoods has left a lasting pain, which is sure to leave an indelible mark on us. In responding to these challenges, we were guided by our core principles and we remained true to our purpose of maintaining sustainable operations. Being at the forefront of the pharmaceutical industry, Divi's as a company in its capacity has been contributing to fight the pandemic since Day 1 and we continue to do our part in helping communities around our manufacturing units.

- Distributed sanitizing material to several villages around our manufacturing facilities and the Municipal Administrations nearby.
- Provided PPE kits, hand gloves, face masks, medical kits, furniture, beds and mattresses to both Government aided and privately managed health care centres.
- Provided food to COVID-19 frontline workers, volunteers, staff of government medical/multi-lateral agencies, and migrant workers during the lockdown period.
- Supplied oxygen cylinders and concentrators to Government hospitals in Telangana & Andhra Pradesh!
- Set up Oxygen generation plants in two major hospitals, helping patients have access to uninterrupted oxygen supply!
- Supplying essential healthcare supplies to existing healthcare centres and setting up a new Covid-19 healthcare centre, accommodating ~50 patients!

Divi's mission, for the past 31 years, has been and will continue to be about "Sustaining Growth, with a Purpose". Whether it is promoting child empowerment, or ensuring safe drinking water, or conducting massive plantation drives, we have always stayed connected to our communities & nature. Access to education, health care, safe drinking water, empowerment of children and women, well-being of animals, betterment of livelihoods, development of rural infrastructure – it is in these actions that we want our stakeholders to take pride. At Divi's, we diligently follow our social responsibility efforts to strive to create a positive impact in the lives of people through our initiatives aimed at improving their quality of life.

Your company has significantly stepped up the CSR Expenditure during the year to about ₹ 32 crores. I would highlight some of our CSR programs undertaken during the year:

- Development of infrastructure for Model School, Siricilla with amenities like School Library, Football Court, Dining Hall, Computer Lab and Science Lab.
- Distribution of note books and nutritional products to students benefiting ~15,000 students.
- Setting up of digital classrooms in 9 schools, benefiting ~560 students.
- Operating and maintenance of 81 RO plants benefiting ~2,15,000 people through 'Project Sujalam – any time safe drinking water for all' making safe drinking water accessible to the communities around our manufacturing facilities.
- Led major plantation drives in the Choutuppal & Bhimili regions, where we have overseen over 1 lakh plantations in villages.
- Initiated several animal welfare programmes in 28 villages, benefiting ~50,000 people.
- Significant projects undertaken under Village development, such as Development of Children's Park, Gym equipment distribution, Cricket kits distribution, Distribution of LED lights and Provision of kitchen shed and toilets

CONCLUSION

Ladies and Gentlemen, on behalf of the Board, I would like to thank all our stakeholders –esteemed customers, vendors, business associates, banks, regulatory agencies, Government Departments and our shareholders for their continued support and good wishes. I would like to thank all our employees for their unstinted efforts and dedication in ensuring the continuity of our manufacturing and business activities duly complying with the safety and hygiene protocols at the workplace.

Our commitment to being a reliable supplier, delivering quality APIs - remains unchanged!

Warm regards,

Dr. Murali K. Divi

ANNEXURE - II

	DIVI'S LABORATORIES LIMITED
Date of the AGM	30-08-2021
Total number of shareholders on record date	209359
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	92

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the audited financial statements of the Company, both standalone and consolidated, for the financial year ended March 31, 2021, and the reports of the Board of Directors' and Auditors' thereon.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	13,78,99,200	13,76,27,000	99.80	13,76,27,000	0	100.00	0.00	0	0
	Poll		2,42,600	0.18	2,42,600	0	100.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		13,78,69,600	99.98	13,78,69,600	0	100.00	0.00	0	0
Public- Institutions	E-Voting	8,95,53,861	7,64,33,578	85.35	7,63,89,739	43,839	99.94	0.06	0	58,967
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		7,64,33,578	85.35	7,63,89,739	43,839	99.94	0.06	0	58,967
Public- Non Institutions	E-Voting	3,80,15,519	69,41,917	18.26	69,41,906	11	100.00	0.00	0	10,46,542
	Poll		68,604	0.18	68,604	0	100.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		70,10,521	18.44	70,10,510	11	100.00	0.00	0	10,46,542
Total		26,54,68,580	22,13,13,699	83.37	22,12,69,849	43,850	99.98	0.02	0	1105509

For DIVI'S LABORATORIES LTD.

 COMPANY SECRETARY



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend of Rs. 20/- per equity share of face value Rs. 2/- each (i.e. 1000%) for the financial year ended March 31, 2021.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	13,78,99,200	13,76,27,000	99.80	13,76,27,000	0	100.00	0.00	0	0
	Poll		2,42,600	0.18	2,42,600	0	100.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		13,78,69,600	99.98	13,78,69,600	0	100.00	0.00	0	0
Public- Institutions	E-Voting	8,95,53,861	7,64,92,545	85.42	7,64,92,545	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		7,64,92,545	85.42	7,64,92,545	0	100.00	0.00	0	0
Public- Non Institutions	E-Voting	3,80,15,519	79,88,459	21.01	79,88,447	12	100.00	0.00	0	0
	Poll		68,604	0.18	68,604	0	100.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		80,57,063	21.19	80,57,051	12	100.00	0.00	0	0
Total		26,54,68,580	22,24,19,208	83.78	22,24,19,196	12	100.00	0.00	0	0

For DIVI'S LABORATORIES LTD.

M. Satish
COMPANY SECRETARY



Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - 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.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	13,78,99,200	13,76,27,000	99.80	13,76,27,000	0	100.00	0.00	0	0	
	Poll		2,42,600	0.18	2,42,600	0	100.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		13,78,69,600	99.98	13,78,69,600	0	100.00	0.00	0	0	
Public- Institutions	E-Voting	8,95,53,861	7,60,92,958	84.97	7,59,06,810	1,86,148	99.76	0.24	0	3,99,587	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		7,60,92,958	84.97	7,59,06,810	1,86,148	99.76	0.24	0	399587	
Public- Non Institutions	E-Voting	3,80,15,519	79,70,728	20.97	79,70,618	110	100.00	0.00	0	17,731	
	Poll		68,604	0.18	68,604	0	100.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		80,39,332	21.15	80,39,222	110	100.00	0.00	0	17731	
Total		26,54,68,580	22,20,01,890	83.63	22,18,15,632	1,86,258	99.92	0.08	0	417318	

For DIVI'S LABORATORIES LTD.
N. Sahasr
 COMPANY SECRETARY



Resolution No.	4										
Resolution required: (Ordinary/ Special)	ORDINARY - 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.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	13,78,99,200	13,76,27,000	99.80	13,76,27,000	0	100.00	0.00	0	0	
	Poll		2,42,600	0.18	2,42,600	0	100.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		13,78,69,600	99.98	13,78,69,600	0	100.00	0.00	0	0	
Public- Institutions	E-Voting	8,95,53,861	7,60,92,958	84.97	7,58,51,368	2,41,590	99.68	0.32	0	3,99,587	
	Poll		0	0.00	0	0	0.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		7,60,92,958	84.97	7,58,51,368	2,41,590	99.68	0.32	0	399587	
Public- Non Institutions	E-Voting	3,80,15,519	79,70,728	20.97	79,70,484	244	100.00	0.00	0	17,731	
	Poll		68,604	0.18	68,604	0	100.00	0.00	0	0	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	
	Total		80,39,332	21.15	80,39,088	244	100.00	0.00	0	17731	
Total		26,54,68,580	22,20,01,890	83.63	22,17,60,056	2,41,834	99.89	0.11	0	417318	

For DIVI'S LABORATORIES LTD.

M. Satish
COMPANY SECRETARY





CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

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

31st Annual General Meeting (AGM) of the Equity Shareholders of **Divi's Laboratories Limited** having its Registered Office at 1-72/23(P)/DIVIS/303, Divi Towers, Cyber Hills, Gachibowli, Hyderabad-500032, Telangana, held on Monday, the 30th day of August, 2021 at 10.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, V. Bhaskara Rao, Practicing Company Secretary (Proprietor of V. Bhaskara Rao & Co., Company Secretaries) having office at 6-2-1085/B, Flat No. 105, 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) and e-voting during the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") under the provisions of Section 108 of Companies Act, 2013 (The Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 read with Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and the Secretarial Standards on General Meetings, on the below mentioned resolution(s) as provided in the notice dated 29.05.2021, at the 31st Annual General Meeting of the Equity Shareholders of Divi's Laboratories Limited, held on Monday, the 30th day of August, 2021 at 10.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). I submit my report as under:

1. The notice dated 29th May, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company, through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated January 13, 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.



2. The Shareholders holding shares as on the "cut off" date i.e. 23rd August, 2021 were entitled to vote on the resolutions (Item Nos.1 to 4 as set out in the Notice of the 31st AGM of Divi's Laboratories Limited).
3. The Company had appointed KFin Technologies Private Limited (KfinTech) as the service provider, for executing the facility of Remote E-voting and E-voting during the AGM to the shareholders of the Company. The Remote E-voting period for the business to be transacted at the AGM commenced from 26th August, 2021, 9.00AM (IST) and ended on 29th August, 2021, 5.00 PM (IST). The Remote E-voting facility was unblocked by me on 29th August, 2021 at 5.00 PM (IST).
4. At the AGM of the Company held on Monday, the 30th day of August, 2021, at 10:00 A.M.(IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), the Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not participated in the Remote E-voting facility provided during 26th August, 2021, 9.00 AM (IST) to 29th August, 2021, 5.00 PM (IST) to cast their votes. After ensuring that all the members, who intended to cast their vote through e-voting at the AGM have exercised their right to vote and after seeking permission from the Chairman of the AGM of the Company, e-voting at the AGM was closed/blocked.
5. Subsequent to the completion of e-voting process at the 31st AGM, the votes cast by the shareholders were diligently scrutinized by me. The votes cast at the AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations lodged with the Company.
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 KfinTech(<https://evoting.kfintech.com/>)
7. The Electronic data and relevant records of Voting shall remain in my safe custody until Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same shall be handed over to the Company Secretary for safe custody.
8. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting prior to AGM and e-voting during the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.



9. I have completed the formalities of e-voting of the 31st AGM. I hereby submit my report (Annexed) and you may accordingly declare the results of the voting.

All the resolutions stated in the notice of AGM were duly passed on consolidated result (Remote e-voting and e-voting at 31stAGM) with requisite majority.

Thanking You,

Yours faithfully

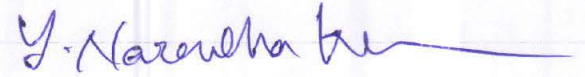
For V. Bhaskara Rao & Co.
Company Secretaries




V. Bhaskara Rao
Proprietor

C.P.No: 4182, FCS No.5939
UDIN: F005939C000856580





Witness: Y. Narendra Kumar


K. Nagarjuna

Place: Hyderabad
Date: 30.08.2021

ANNEXURE

Resolution 1: To consider and adopt the audited financial statements of the Company, both standalone and consolidated, for the financial year ended March 31, 2021, and the reports of the Board of Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1369	220958645	99.84
E-voting (During AGM)	18	311204	00.14
Total	1387	221269849	99.98

(ii) Voted against the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	6	43850	00.02
E-voting (During AGM)	Nil	Nil	Nil
Total	6	43850	00.02

(iii) Less voted:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	11	827377
E-voting (During AGM)	Nil	Nil
Total	11	827377

(iv) Abstain votes:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	12	1105509
E-voting (During AGM)	Nil	Nil
Total	12	1105509



Resolution 2: To declare dividend of Rs.20/- per equity share of face value Rs.2/- each (i.e. @ 1000%) for the financial year ended March 31,2021.

(i) Voted in favour of the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1382	222107992	99.86
E-voting (During AGM)	18	311204	00.14
Total	1400	222419196	100.00

(ii) Voted against the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	5	12	0.00
E-voting (During AGM)	Nil	Nil	Nil
Total	5	12	0.00

(iii) Less voted:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	11	827377
E-voting (During AGM)	Nil	Nil
Total	11	827377

(iv) Abstain votes:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	Nil	Nil
E-voting (During AGM)	Nil	Nil
Total	Nil	Nil



Resolution 3: 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.

(i) Voted in favour of the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1354	221504428	99.78
E-voting (During AGM)	18	311204	00.14
Total	1372	221815632	99.92

(ii) Voted against the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	22	186258	00.08
E-voting (During AGM)	Nil	Nil	Nil
Total	22	186258	00.08

(iii) Less voted:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	11	827377
E-voting (During AGM)	Nil	Nil
Total	11	827377

(iv) Abstain votes:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	12	417318
E-voting (During AGM)	Nil	Nil
Total	12	417318



Resolution 4: 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.

(i) Voted in favour of the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1349	221448852	99.75
E-voting (During AGM)	18	311204	00.14
Total	1367	221760056	99.89

(ii) Voted against the resolution:

Particulars of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	27	241834	00.11
E-voting (During AGM)	Nil	Nil	Nil
Total	27	241834	00.11

(iii) Less voted:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	11	827377
E-voting (During AGM)	Nil	Nil
Total	11	827377

(iv) Abstain votes:

Particulars of voting	Number of members voted	Number of votes cast by them
Remote E-voting	12	417318
E-voting (During AGM)	Nil	Nil
Total	12	417318



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

Thanking you

Yours faithfully

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

Witness: Y. Narendra Kumar

V. Bhaskara Rao

**V. Bhaskara Rao
Proprietor**

**C.P.No: 4182, FCS No.5939
UDIN: F005939C000856580**



K. Nagarjuna

K. Nagarjuna

Place: Hyderabad
Date: 30.08.2021