



# Divi's Laboratories Limited

Date. 18<sup>th</sup> March 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,

**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 letter dated February 14, 2019, Board of Directors at its meeting held on February 2, 2019 has decided to seek approval of members by postal ballot for:


1. Re-appointment of Dr. G. Suresh Kumar (DIN: 00183128) as an Independent Director for a second term of five consecutive years
2. Re-appointment of Mr. R. Ranga Rao (DIN: 06409742) as an Independent Director for a second term of five consecutive years
3. Approval for continuance of Directorship of Mr. K. V. K. Seshavataram (DIN: 00060874) as a Non- Executive Independent Director of the Company
4. Re-appointment of Mr. K. V. K. Seshavataram (DIN: 00060874) as an Independent Director for a second term of five consecutive years

We are submitting herewith the results of the Postal Ballot declared today along with the copy of the report issued by the Scrutinizer, Mr. V. Bhaskara Rao, Company Secretary in Practice. Members approved the above resolutions mentioned in the notice dated February 2, 2019, with requisite majority.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Divi's Laboratories Limited

  
P V Lakshmi Rajani  
Company Secretary



**“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
Record Date	08.02.2019
Total number of shareholders on record date	80860
No. of resolutions passed	4

RESOLUTION No. 1		Re-appointment of Dr. G. Suresh Kumar (DIN: 00183128) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013						
Resolution required: (Ordinary/ Special)		SPECIAL						
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	138070360	138040760	99.9786	138040760	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	94038685	77786595	82.7177	57648527	20138068	74.1111	25.8888
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	33359535	4234299	12.6929	3498572	735727	82.6245	17.3754
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		169874	0.5092	169671	203	99.8804	0.1195
Total		265468580	220231528	82.9595	199357530	20873998	90.5218	9.4782

RESOLUTION No. 2		Re-appointment of Mr. R. Ranga Rao (DIN: 06409742) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013						
Resolution required: (Ordinary/ Special)		SPECIAL						
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	138070360	138040760	99.9786	138040760	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	94038685	77786595	82.7177	77578070	208525	99.7319	0.2680
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	33359535	4249941	12.7398	4239593	10348	99.7565	0.2434
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		169852	0.5092	169629	223	99.8687	0.1312
Total		265468580	220247148	82.9654	220028052	219096	99.9005	0.0995





<b>RESOLUTION No. 3</b>		<b>Approval for continuance of Directorship of Mr. K. V. K. Seshavataram (DIN: 00060874) as a Non-Executive Independent Director of the Company</b>						
Resolution required: (Ordinary/ Special)		<b>SPECIAL</b>						
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	138070360	138040760	99.9786	138040760	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	94038685	77786595	82.7177	77692355	94240	99.8788	0.1211
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	33359535	4250016	12.7400	4248970	1046	99.9753	0.0246
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		169874	0.5092	169631	243	99.8569	0.1430
<b>Total</b>		<b>265468580</b>	<b>220247245</b>	<b>82.9655</b>	<b>220151716</b>	<b>95529</b>	<b>99.9566</b>	<b>0.0434</b>

<b>RESOLUTION No. 4</b>		<b>Re-appointment of Mr. K. V. K. Seshavataram (DIN: 00060874) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013</b>						
Resolution required: (Ordinary/ Special)		<b>SPECIAL</b>						
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	138070360	138040760	99.9786	138040760	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	94038685	77786595	82.7177	77692355	94240	99.8788	0.1211
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	33359535	4250016	12.7400	4245246	4770	99.8877	0.1122
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		169874	0.5092	169587	287	99.8310	0.1689
<b>Total</b>		<b>265468580</b>	<b>220247245</b>	<b>82.9655</b>	<b>220147948</b>	<b>99297</b>	<b>99.9549</b>	<b>0.0451</b>



### Combined Report of Scrutinizer on E-voting and Postal Ballot

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

To  
Sri Murali Krishna Prasad Divi  
Chairman and Managing Director  
Divi's Laboratories Limited  
CIN: L24110TG1990PLC011854  
Hyderabad.

Dear Sir,

I, V. Bhaskara Rao, Company Secretary in practice having office at 6-2-1085/B, Flat No.103, 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 2<sup>nd</sup> February, 2019 and submit our report as under:

1. The shareholders holding shares as on the "cut-off" date i.e. 8<sup>th</sup> February, 2019 were entitled to vote on the proposed resolutions (Item Nos.1,2,3 and 4) as set out in the Notice of Postal Ballot Form.
2. The e-voting commenced on 15<sup>th</sup> February, 2019 (9.00AM) and ended on 16<sup>th</sup> March, 2019 (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 Karvy (<https://www.evoting.karvy.com>)
4. All Postal Ballot forms received up to the close of working hours on 16.03.2019 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. **249** Postal Ballot forms were received and **665** 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 08.02.2019 and list of beneficiaries as on 08.02.2019.
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 voting by electronic & Postal Ballot and hereby submit our Report as **Annexed** and you may accordingly declare the results of the voting. All the resolutions stands passed on combined result (Remote e-voting and Postal Ballot) with requisite majority.

Thanking You,  
Yours faithfully



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



Place: Hyderabad  
Date: 18.03.2019

Witness:

1) K.Nagarjuna 

2) Y. Narendra Kumar



**Annexure**

**Resolution 1:** Re-appointment of Dr. G. Suresh Kumar (DIN: 00183128) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

**(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	543	199187859	90.44
Ballot	223	169671	00.08
Total	766	199357530	90.52

**(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	113	20873795	9.48
Ballot	3	203	0.00
Total	116	20873998	9.48

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	23	7557
Total	23	7557

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	10	593275
Ballot	Nil	Nil
Total	10	593275

**(v) Less voted:**

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	4	355139
Ballot	Nil	Nil
Total	4	355139



**Resolution 2:** Re-appointment of Mr. R. Ranga Rao (DIN: 06409742) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

**(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	637	219858423	99.82
Ballot	221	169629	00.08
Total	858	220028052	99.90

**(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	20	218873	00.10
Ballot	4	223	00.00
Total	24	219096	00.10

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	23	7557
Total	23	7557

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	9	578633
Ballot	1	22
Total	10	578655

**(v) Less voted:**

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	4	355139
Ballot	Nil	Nil
Total	4	355139





**Resolution 3:** Approval for continuance of Directorship of Mr. K. V. K. Seshavataram (DIN: 00060874) as a Non- Executive 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	632	219982085	99.88
Ballot	221	169631	00.08
Total	853	220151716	99.96

**(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	25	95286	00.04
Ballot	5	243	00.00
Total	30	95529	00.04

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	23	7557
Total	23	7557

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	8	578558
Ballot	Nil	Nil
Total	8	578558

**(v) Less voted:**

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	4	355139
Ballot	Nil	Nil
Total	4	355139





**Resolution 4:** Re-appointment of Mr. K. V. K. Seshavataram (DIN: 00060874) as an Independent Director for a second term of five consecutive years; in terms of Section 149 of the Companies Act, 2013.

**(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	641	219978361	99.88
Ballot	220	169587	00.08
Total	861	220147948	99.96

**(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	16	99010	00.04
Ballot	6	287	00.00
Total	22	99297	00.04

**(iii) Invalid votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	Nil	Nil
Ballot	23	7557
Total	23	7557

**(iv) Abstain votes:**

Particulars	Number of members voted (in person or proxy)	Number of votes cast by them
Remote E-voting	8	578558
Ballot	Nil	Nil
Total	8	578558

**(v) Less voted:**

Particulars	Number of members voted (in person or proxy)	Number of votes Less cast by them
Remote E-voting	4	355139
Ballot	Nil	Nil
Total	4	355139



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,  
Yours faithfully



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



Place: Hyderabad  
Date: 18.03.2019

Witness:

1) K.Nagarjuna 

2) Y. Narendra Kumar

