

20<sup>th</sup> March, 2019

The Secretary  
BSE Ltd.  
Corporate Relationship Dept.,  
14<sup>th</sup> Floor, P. J. Tower,  
Dalai Street, Fort  
Mumbai - 400 001  
**Stock Code — 500331**

The Secretary  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai - 400 051  
**Stock Code — PIDILITIND**

Dear Sir,

**Sub: Voting Result of Postal Ballot**  
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Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Postal Ballot Notice dated 23<sup>rd</sup> January, 2019, please find enclosed herewith the voting results of the Postal Ballot along with the Scrutinizer's Report issued by Mr. M. M Sheth, Proprietor of M. M Sheth & Co., Practicing Company Secretaries, the Scrutinizer.

You are requested to kindly take the same on your record

Thanking You,

Yours faithfully

**For Pidilite Industries Limited**



**Puneet Bansal**  
Company Secretary

Encl. as above



**Pidilite Industries Limited**

**Corporate Office**  
Ramkrishna Mandir Road  
Andheri - E, Mumbai 400059, India

**Regd. Office**  
Regent Chambers, 7th Floor  
Jamnalal Bajaj Marg  
208 Nariman Point  
Mumbai 400 021

**T + 91 22 2835 7000**  
**2835 7952 / 2835 7365**  
**F + 91 22 2830 4482**  
[www.pidilite.com](http://www.pidilite.com)  
CIN:L24100MH1969PLC014336

Pidilite Industries Limited								
Date of the AGM/EGM						19.03.2019		
Special Resolutions passed through Postal Ballot								
Date of announcement of Postal Ballot result						20.03.2019		
Total number of shareholders on record date:						1,14,206		
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:						Not Applicable		
Public:								
No. of Shareholders attended the meeting through Video Conferencing						Not Applicable		
Promoters and Promoter Group:								
Public:								
Resolution (1) - Approval for continuation of directorship of Shri N K Parekh, Non-Executive Director.								
Resolution required: (Ordinary / Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354377637	354374017	100.00	354374017	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>354374017</b>	<b>100.00</b>	<b>354374017</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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Public - Institutions	E-Voting	<b>98651053</b>	68730647	69.67	67767936	962711	98.60	1.40
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>68730647</b>	<b>69.67</b>	<b>67767936</b>	<b>962711</b>	<b>98.60</b>	<b>1.40</b>
Public- Non Institutions	E-Voting	<b>54948240</b>	4924095	8.96	4913545	10550	99.79	0.21
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		91319	0.17	87826	3493	96.17	3.83
	<b>Total</b>		<b>5015414</b>	<b>9.13</b>	<b>5001371</b>	<b>14043</b>	<b>99.72</b>	<b>0.28</b>
Total	E-Voting	<b>507976930</b>	428028759	84.26	427055498	973261	99.77	0.23
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		91319	0.02	87826	3493	96.17	3.83
	<b>Total</b>		<b>428120078</b>	<b>84.28</b>	<b>427143324</b>	<b>976754</b>	<b>99.77</b>	<b>0.23</b>



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Total number of shareholders on record date:					1,14,206			
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:					Not Applicable			
Public:								
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:					Not Applicable			
Public:								
Resolution (2) - Approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	354377637	354374017	100.00	354374017	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>354374017</b>	<b>100.00</b>	<b>354374017</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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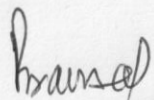
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Public - Institutions	E-Voting	<b>98651053</b>	67354766	68.28	54777171	12577595	81.33	18.67
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>67354766</b>	<b>68.28</b>	<b>54777171</b>	<b>12577595</b>	<b>81.33</b>	<b>18.67</b>
Public- Non Institutions	E-Voting	<b>54948240</b>	4924466	8.96	4907788	16678	99.66	0.34
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		90294	0.16	73888	16406	81.83	18.17
	<b>Total</b>		<b>5014760</b>	<b>9.13</b>	<b>4981676</b>	<b>33084</b>	<b>99.34</b>	<b>0.66</b>
Total	E-Voting	<b>507976930</b>	426653249	83.99	414058976	12594273	97.05	2.95
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		90294	0.02	73888	16406	81.83	18.17
	<b>Total</b>		<b>426743543</b>	<b>84.01</b>	<b>414132864</b>	<b>12610679</b>	<b>97.04</b>	<b>2.96</b>

For Pidilite Industries Limited



**Puneet Bansal**

**Company Secretary**



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**M. M. SHETH & Co.**  
**Company Secretaries**

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+ 91 9892203752  
+ 91 9892770645

E-mail: shethmm\_cs@yahoo.co.in

202, Aqua Corp., Churchgate Chambers, Near American Centre, 5 New Marine Lines, Mumbai - 400 020.

M. M. SHETH  
Proprietor

## REPORT OF SCRUTINIZER

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
Pidilite Industries Limited  
CIN: L24100MH1969PLC014336  
Regd. Off: Regent Chambers, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg, 208, Nariman Point,  
Mumbai - 400 021.

Dear Sir,

I, Manubhai M. Sheth, Practising Company Secretary, appointed as Scrutinizer by the Board of Directors of Pidilite Industries Limited (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the special resolutions stated in the Notice of Postal Ballot and E-voting dated 23<sup>rd</sup> January, 2019 proposed to be passed by the Equity shareholders of the Company, submit my report as under:

- (1) The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to transaction of business by means of Postal Ballot process on the special resolutions proposed in the Notice of Postal Ballot and E-voting is the responsibility of the Management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the special resolutions.





**M. M. SHETH & Co.**  
**Company Secretaries**

- (2) In accordance with the Notice of Postal Ballot and E-voting dated 23<sup>rd</sup> January, 2019 dispatched to the shareholders by prescribed modes on 14<sup>th</sup> February, 2019 and the advertisements published on 16<sup>th</sup> February, 2019 pursuant to rule 22(3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on 18<sup>th</sup> February, 2019 (9.00 a.m.) and ended on 19<sup>th</sup> March, 2019 at 5.00 p.m. for physical ballots as well as for e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes cast through e-voting were unblocked on 19<sup>th</sup> March, 2019 after 5.00 p.m. in the presence of two witnesses and the e-voting summary statement was downloaded from e-voting website of NSDL.
- (3) The Equity shareholders holding shares as on 8<sup>th</sup> February, 2019, "cut off date" were entitled to vote on the special resolutions stated in the Notice of Postal Ballot and E-voting.
- (4) The ballot papers received were scrutinized and reconciled with the records maintained by the Company / R & T Agents and the authorizations/ power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting. Invalid ballots were marked and segregated and summary results were prepared. For processing postal ballots, necessary technical support was provided by TSR Darashaw Limited, Mumbai, the Registrar & Share Transfer Agents of the Company (R & T Agents).
- (5) My report on the results of the voting is based on the data downloaded from NSDL and the votes cast through physical ballot forms received respectively in respect of the special resolutions stated in the Notice of Postal Ballot and E-voting as processed and provided by R & T Agents.



(6) The result of the voting is as under:

A. Special Resolution for approval for continuation of directorship of Shri N K Parekh, Non-Executive Director

No. of Equity shareholders who cast vote	No. of shares voted by them	% of Total Paid-up Equity Share Capital
1,222	42,81,26,019	84.28

	E-voting		Postal Ballot		Total	
	No. of members	No. of shares	No. of members	No of shares	No. of shares	% of shares voted
Assent	1,021	42,70,55,498	104	87,826	42,71,43,324	99.77
Dissent	72	9,73,261	3	3,493	9,76,754	0.23
Invalid	-	-	22	5,941	5,941	0*
Total	1,093	42,80,28,759	129	97,260	42,81,26,019	100

\* negligible

The votes cast in favour of above special resolution are 99.77 %.

B. Special Resolution for approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director

No. of Equity shareholders who cast vote	No. of shares voted by them	% of Total Paid-up Equity Share Capital
1,221	42,67,50,509	84.01

	E-voting		Postal Ballot		Total	
	No. of members	No. of shares	No. of members	No of shares	No. of shares	% of shares voted
Assent	952	41,40,58,976	102	73,888	41,41,32,864	97.04
Dissent	140	1,25,94,273	3	16,406	1,26,10,679	2.96
Invalid	-	-	24	6,966	6,966	0*
Total	1,092	42,66,53,249	129	97,260	42,67,50,509	100

\* negligible

The votes cast in favour of above special resolution are 97.04 %.

The above-mentioned two Special Resolutions have been passed with requisite majority.







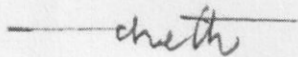
**M. M. SHETH & Co.**  
Company Secretaries

(7) Register of postal ballot and all other relevant records of voting process given/provided/ maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/ person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

For M. M. SHETH & Co.,



(M M SHETH)

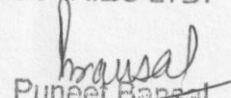
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FCS: 1455, CP: 729

Scrutinizer



For PIDILITE INDUSTRIES LTD.

  
Puneet Bansal  
Company Secretary

Date: 20<sup>th</sup> March, 2019

Place: Mumbai