



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

TEL: +91 22 22906123  
+91 9892203752  
+91 9892770645  
E-mail: shethmm\_cs@yahoo.co.in

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

M. M. SHETH  
Proprietor

Date: 2<sup>nd</sup> September 2016

To,  
The Chairman of  
47<sup>th</sup> Annual General Meeting of  
Pidilite Industries Limited  
CIN: L24100MH1969PLC014336  
Regd. Off: Regent Chambers, 7<sup>th</sup> Floor,  
Jamanalal Bajaj Marg,  
208, Nariman Point,  
Mumbai - 400021.

Subject: Consolidated Scrutinizer's Report for voting at the Annual General Meeting (AGM) held on 2<sup>nd</sup> September 2016.

The Board of Directors of the Company at their meeting held on 19<sup>th</sup> May 2016 had appointed me as Scrutinizer for remote e-voting and also voting at AGM by Ballot Papers.

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting and ballot papers at AGM to its members in respect of business to be transacted at AGM.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider, for the facility of electronic voting to the shareholders of the Company. The remote e-voting results were unblocked by me on 2<sup>nd</sup> September, 2016 after conclusion of AGM in the presence of two witnesses.

Cut -off date:	26 <sup>th</sup> August 2016
Remote e-voting commencement date:	30 <sup>th</sup> August 2016 at 9.00 a.m.
Remote e-voting end date:	01 <sup>st</sup> September 2016 at 5.00 p.m.





The Company has delivered copy of AGM Notice with annual report through email to members whose E-mail Id were registered. Annual report along with AGM Notice was sent to other members by Courier, Registered Air mail and Speed post.

The Company has published a notice in this regard, in Business Standard (newspaper in English) and Sakaal (newspaper in Marathi) on 08<sup>th</sup> August 2016.

The facility for voting through ballot paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence. After conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.

The results of the remote e-voting together with ballot papers are as under:

Ordinary Business - Ordinary Resolution no. 1

Adoption of Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors thereon and audited consolidated financial statements of the Company for the year ended 31<sup>st</sup> March 2016.

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
446	44,47,22,712	86.75%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	417	44,46,51,362	26	51,196	44,47,02,558	100
Dissent	2	20,149	1	5	20,154	0*
Invalid	0	0	0	0	0	0
Total	419	44,46,71,511	27	51,201	44,47,22,712	100

\* negligible





Ordinary Business - Ordinary Resolution no. 2

Confirmation of interim dividend paid & declaration of final dividend on Equity Shares.

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
452	44,48,20,215	86.76%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	424	44,47,69,009	26	51,196	44,48,20,205	100
Dissent	1	5	1	5	10	0*
Invalid	0	0	0	0	0	0
Total	425	44,47,69,014	27	51,201	44,48,20,215	100

\* negligible

Ordinary Business - Ordinary Resolution no. 3.

Re-appointment of Shri A B Parekh as a Director.

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
448	44,48,19,880	86.76%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	411	44,41,12,278	26	51,196	44,41,63,474	99.85
Dissent	10	656401	1	5	6,56,406	0.15
Invalid	0	0	0	0	0	0
Total	421	44,47,68,679	27	51,201	44,48,19,880	100





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

Ordinary Business - Ordinary Resolution no. 4.

Re-appointment of Shri Sabyaschi Patnaik as a Director.

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
448	44,48,19,866	86.76%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	409	44,37,80,472	26	51,196	44,38,31,668	99.78
Dissent	12	9,88,193	1	5	9,88,198	0.22
Invalid	0	0	0	0	0	0
Total	421	44,47,68,665	27	51,201	44,48,19,866	100

Ordinary Business - Ordinary Resolution no. 5.

Ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors.

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
448	44,48,19,460	86.76%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	413	44,47,31,494	26	51,196	44,47,82,690	99.99
Dissent	8	36,765	1	5	36,770	0.01
Invalid	0	0	0	0	0	0
Total	421	44,47,68,259	27	51,201	44,48,19,460	100





Special Business - Ordinary Resolution no. 6.

Approval for appointment of Shri Vinod Kumar Dasari as an Independent Director for a period of 5 years.

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
446	44,46,99,776	86.74%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	396	44,34,96,069	26	51,196	44,35,47,265	99.74
Dissent	23	11,52,506	1	5	11,52,511	0.26
Invalid	0	0	0	0	0	0
Total	419	44,46,48,575	27	51,201	44,46,99,776	100

Special Business - Ordinary Resolution no. 7.

Ratification of payment of remuneration to M/s. V J Talati & Co., Cost Auditors.

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
450	44,48,19,920	86.76%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	414	44,47,47,966	26	51,196	44,47,99,162	100
Dissent	9	20,753	1	5	20,758	0*
Invalid	0	0	0	0	0	0
Total	423	44,47,68,719	27	51,201	44,48,19,920	100

\* negligible





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

Special Business - Special Resolution no. 8.

Approval for continuation of Appointment of Shri M B Parekh as Executive Chairman after attaining age of 70 years.

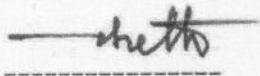
No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
449	44,06,99,954	85.96%

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	402	43,43,87,130	26	51,196	43,44,38,326	98.58
Dissent	20	62,61,623	1	5	62,61,628	1.42
Invalid	0	0	0	0	0	0
Total	422	44,06,48,753	27	51,201	44,06,99,954	100

All the above 8 Resolutions have been passed by the members with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and ballot papers by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorised by you.

FOR M. M. SHETH & Co.,

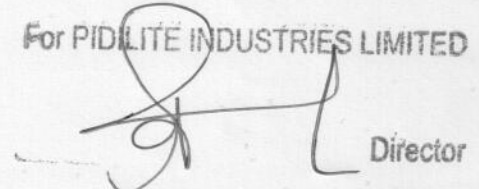


(M. M. Sheth)  
Prop.

FCI-1455  
CP 729.



For PIDLITE INDUSTRIES LIMITED

  
Director