

4th April, 2019

The Secretary
BSE Ltd.
Corporate Relationship Dept.,
14th 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: Minutes of Postal Ballot


Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the proceedings of Postal Ballot of the Company.

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

PN

Pidilite Industries Limited

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CIN:L24100MH1969PLC014336

Minutes of the Special resolutions passed on 19th March, 2019 by way of Postal Ballot conducted under Section 110 of the Companies Act, 2013 of Pidilite Industries Limited

Date of entry in minutes book: 01.04.2019

The Company had at the Board Meeting held on 23rd January, 2019, approved the proposal to obtain consent of the Members, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the following matters:

Special Resolutions for:

1. Approval for continuation of directorship of Shri N K Parekh, Non-Executive Director; and
2. Approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director.

The Postal Ballot notice dated 23rd January, 2019 was sent to Members of the Company whose names appeared on the Register of Members/List of beneficiaries as on 8th February, 2019. For those Members whose email addresses were not registered, dispatch of notice of postal ballot along with the Postal ballot forms and business reply envelopes (Postage prepaid) was completed on 14th February, 2019. For those Members whose email addresses were available in the electronic registry, the postal ballot was sent by email on 14th February, 2019.

As required under Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had also made arrangement for voting by electronic means and availed the services of National Securities Depository Limited to provide the facility to the Members for voting by electronic means.

The Members were requested to return the physical postal ballot forms duly completed along with assent (for) or Dissent (against), so as to reach the scrutinizer before 5.00 PM IST on Tuesday, 19th March, 2019. In case of electronic voting, Members were requested to cast their votes electronically upto 5.00 p.m. on Tuesday, 19th March, 2019.

The Board of Directors in their meeting held on 23rd January, 2019 appointed M/s. M. M. Sheth & Co., Practising Company Secretaries, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot and voting by electronic means process in a fair and transparent manner.

The Scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes polled electronically up to 19th March, 2019 and the Scrutinizer submitted his report dated 20th March, 2019 to the Chairman.

The summarized details of voting as per Scrutinizer's report and the text of the special resolutions passed are as under:

1. Approval for continuation of directorship of Shri N K Parekh, Non-Executive Director.

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	Electronic Voting + Postal Ballot						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
Special Business							
Special Resolution for approval for continuation of directorship of Shri N K Parekh, Non-Executive Director	42,71,43,324	99.77	9,76,754	0.23	5,941	0.00*	Approved by requisite majority

*negligible

The following resolution for approval for continuation of directorship of Shri N K Parekh, Non-Executive Director was duly passed as a Special resolution with requisite majority as shown in the Scrutinizer's report:

“RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for continuation of present tenure of directorship of Shri N K Parekh (DIN: 00111518) as Non-Executive Director, designated as Vice Chairman of the Company upto the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2019, notwithstanding that he has attained the age of 75 years and his period of office shall be liable to determination by retirement of Directors by rotation.”

2. Approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director.

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	Electronic Voting + Postal Ballot						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
Special Business							
Special Resolution for approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director.	41,41,32,864	97.04	1,26,10,679	2.96	6,966	0.00*	Approved by requisite majority

*negligible

The following resolution for approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director was duly passed as a Special resolution with requisite majority as shown in the Scrutinizer's report:

“RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for continuation of present tenure of directorship of Shri B S Mehta (DIN: 00035019) as Non-Executive Independent Director of the Company upto the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2019, notwithstanding that he has attained the age of 75 years.”

Sd/-
PUNEET BANSAL
COMPANY SECRETARY
MUMBAI
03.04.2019

Sd/-
M B PAREKH
CHAIRMAN