



**M. M. SHETH & Co.**

**Company Secretaries**

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M. M. SHETH  
Proprietor

Date: 7<sup>th</sup> August, 2019

To,  
The Chairman of  
50<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 50<sup>th</sup> Annual General Meeting (AGM) held on 6<sup>th</sup> August, 2019**

The Board of Directors of the Company at their meeting held on 14<sup>th</sup> May, 2019 had appointed me as Scrutinizer for remote e-voting and also for voting at AGM by Ballot Papers.

Pursuant to section 108 of the Companies Act, 2013 [the Act] read with Rule 20 of the Companies (Management and Administration) Rules, 2014 [the Rules] and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and at AGM, ballot papers facility 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 6<sup>th</sup> August, 2019 after conclusion of AGM in the presence of two witnesses.

Cut -off date:	30 <sup>th</sup> July, 2019
Remote e-voting commencement date:	1 <sup>st</sup> August, 2019 at 9.00 a.m.
Remote e-voting end date:	5 <sup>th</sup> August, 2019 at 5.00 p.m.





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The Company has delivered copy of AGM Notice with Annual Report through email to members whose E-mail Id were registered. Physical copy of Annual report along with AGM Notice was sent to other members by courier and post.

The Company has published a notice in this regard, in Business Standard (newspaper in English) and Sakal (newspaper in Marathi) on 10<sup>th</sup> July, 2019.

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 Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting conducted through ballot papers at the AGM on the resolutions contained in the notice of the meeting. My responsibility as scrutinizer for the remote e-voting and voting conducted through ballot papers at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

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, 2019

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
690	43,72,68,777	86.08 %

	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	660	43,72,52,472	22	16,055	43,72,68,527	100
Dissent	4	70	0	0	70	0*
Invalid	0	0	4	180	180	0*
Total	664	43,72,52,542	26	16,235	43,72,68,777	100

\*negligible





Ordinary Business – Ordinary Resolution no. 2

Declaration of dividend on Equity Shares

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
690	43,74,55,587	86.12 %

	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	660	43,74,39,280	22	16,055	43,74,55,335	100
Dissent	4	72	0	0	72	0*
Invalid	0	0	4	180	180	0*
<b>Total</b>	<b>664</b>	<b>43,74,39,352</b>	<b>26</b>	<b>16,235</b>	<b>43,74,55,587</b>	<b>100</b>

\*negligible

Ordinary Business – Ordinary Resolution no. 3

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

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
685	43,74,55,426	86.12 %

	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	644	43,58,26,712	22	16,055	43,58,42,767	99.63
Dissent	15	16,12,479	0	0	16,12,479	0.37
Invalid	0	0	4	180	180	0*
<b>Total</b>	<b>659</b>	<b>43,74,39,191</b>	<b>26</b>	<b>16,235</b>	<b>43,74,55,426</b>	<b>100</b>

\*negligible





Ordinary Business – Special Resolution no. 4

Re-appointment of Shri N K Parekh as a Director

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
688	43,74,55,400	86.12 %

	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	616	43,53,43,336	22	16,055	43,53,59,391	99.52
Dissent	46	20,95,829	0	0	20,95,829	0.48
Invalid	0	0	4	180	180	0*
<b>Total</b>	<b>662</b>	<b>43,74,39,165</b>	<b>26</b>	<b>16,235</b>	<b>43,74,55,400</b>	<b>100</b>

\*negligible

Special Business – Special Resolution no. 5

Re-appointment of Shri B S Mehta as an Independent Director for a second consecutive term of five years upto 31<sup>st</sup> March, 2024

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
684	42,03,54,796	82.75 %

	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	554	41,22,81,310	21	16,005	41,22,97,315	98.08
Dissent	104	80,57,251	1	50	80,57,301	1.92
Invalid	0	0	4	180	180	0*
<b>Total</b>	<b>658</b>	<b>42,03,38,561</b>	<b>26</b>	<b>16,235</b>	<b>42,03,54,796</b>	<b>100</b>

\*negligible





Special Business – Special Resolution no. 6

Re-appointment of Shri Uday Khanna as an Independent Director for a second consecutive term of five years upto 2<sup>nd</sup> April, 2024

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
691	43,74,55,500	86.12 %

	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	600	43,30,43,228	22	16,055	43,30,59,283	99.00
Dissent	65	43,96,037	0	0	43,96,037	1.00
Invalid	0	0	4	180	180	0*
<b>Total</b>	<b>665</b>	<b>43,74,39,265</b>	<b>26</b>	<b>16,235</b>	<b>43,74,55,500</b>	<b>100</b>

\*negligible

Special Business – Special Resolution no. 7

Re-appointment of Smt. Meera Shankar as an Independent Director for a second consecutive term of five years upto 29<sup>th</sup> July, 2024

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
688	43,74,55,495	86.12 %

	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	639	43,70,57,353	21	16,053	43,70,73,406	99.91
Dissent	23	3,81,907	1	2	3,81,909	0.09
Invalid	0	0	4	180	180	0*
<b>Total</b>	<b>662</b>	<b>43,74,39,260</b>	<b>26</b>	<b>16,235</b>	<b>43,74,55,495</b>	<b>100</b>

\*negligible





Special Business - Ordinary Resolution no. 8

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
689	43,74,55,500	86.12 %

	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	654	43,74,38,938	22	16,055	43,74,54,993	100
Dissent	9	327	0	0	327	0*
Invalid	0	0	4	180	180	0*
<b>Total</b>	<b>663</b>	<b>43,74,39,265</b>	<b>26</b>	<b>16,235</b>	<b>43,74,55,500</b>	<b>100</b>

\*negligible

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 remote 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.

FCS: 1455

CP.:729

