

30th March, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
BSE Scrip code: 500331

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra
(E), Mumbai – 400 051
NSE Scrip Code: PIDILITIND

Dear Sirs,

Ref: Disclosure under Regulation 37(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')

Sub: Scheme of Amalgamation of Pidilite Adhesives Private Limited into Pidilite Industries Limited approved by the National Company Law Tribunal, Mumbai ('NCLT')

The Scheme of Amalgamation of Pidilite Adhesives Private Limited into Pidilite Industries Limited was filed with the NCLT under Sections 230 to 232 of the Companies Act, 2013. Since the said Scheme involved amalgamation of a wholly-owned subsidiary with its holding company, in view of Regulation 37(6) of the LODR Regulations, there was no requirement of obtaining any 'No-Objection Letter' or 'Observation Letter' to the Scheme from the Stock Exchanges on which the securities of the Company are listed. Letter dated September 15, 2021 was filed with the Stock Exchanges for disclosure purposes in accordance with proviso to Regulation 37(6) of the LODR Regulations.

The said Scheme of Amalgamation has been approved by the NCLT vide its order dated March 7, 2022 received on March 29, 2022. The disclosures required, under Regulation 37(5) of the LODR Regulations read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, are as follows:

- a. **Copy of the High Court/NCLT approved Scheme** – Enclosed as **Annexure A** is the order dated March 7, 2022 passed by the NCLT along-with certified copy of the Scheme;

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

Pidilite Industries Limited
Corporate Office
Ramkrishna Mandir Road
Andheri - E, Mumbai 400059, India

T + 91 22 2835 7000
2835 7952 / 2835 7365
F +91 22 2830 4482
www.pidilite.com
CIN:L24100MH1969PLC014336

- b. **Result of voting by shareholders for approving the Scheme** – Since the Scheme involved merger of a wholly-owned subsidiary with its holding company, the shareholders meeting of Pidilite Industries Limited was dispensed with by the NCLT;
- c. **Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme of arrangement vis-à-vis the Draft Scheme of arrangement** – The Scheme of Amalgamation which was approved by the NCLT is same as the Draft Scheme of Amalgamation which was submitted with the stock exchange(s) for disclosure purposes vide letter dated September 15, 2021 i.e., there is no change in the approved and draft Scheme of Amalgamation;
- d. **Status of compliance with the Observation Letter or No Objection Letter of the Stock Exchange(s)** – As stated above, since the said Scheme involved amalgamation of a wholly-owned subsidiary with its holding company, in view of Regulation 37(6) of the LODR Regulations, there was no requirement of obtaining any 'No-Objection Letter' or 'Observation Letter' to the Scheme from the Stock Exchanges on which the securities of the Company are listed;
- e. **The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable** – Not applicable;
- f. **Report on Complaints as per Annexure III of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017** - No complaints were received.

Necessary steps shall be taken to submit the aforesaid NCLT order along with approve scheme with respective authorities including MCA, within stipulated times as per applicable regulations and law.

Thanks & Regards,
For **Pidilite Industries Limited**



Manisha Shetty
Company Secretary

Encl : Annexure A

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IN THE NATIONAL COMPANY LAW TRIBUNAL,
COURT No. V, MUMBAI BENCH

C.P.(CAA)/16/MB-V/2022

Connected with

C.A.(CAA)/237/MB-V/2021

In the matter of

Section 230-232 of the Companies Act,
2013 and other applicable provisions of
the Companies Act, 2013 read with the
Companies (Compromises, Arrangements
and Amalgamations) Rules, 2016;

In the matter of

Scheme of Amalgamation of PIDILITE
ADHESIVES PRIVATE LIMITED, the
Transferor Company with PIDILITE
INDUSTRIES LIMITED, the Transferee
Company and their respective
shareholders

PIDILITE ADHESIVES PRIVATE LIMITED

CIN: U24299MH2019PTC331068

... Applicant Company No. 1

PIDILITE INDUSTRIES LIMITED

CIN: L24100MH1969PLC014336

... Applicant Company No. 2



IN THE NATIONAL COMPANY LAW TRIBUNAL,
COURT No. V, MUMBAI BENCH

C.P.(CAA)/16/MB-V/2022 Connected with
C.A.(CAA)/237/MB-V/2021

Order delivered on 07.03.2022

Coram:

Ms. Suchitra Kanuparthi : Hon'ble Member (Judicial)
Ms. Anuradha Sanjay Bhatia : Hon'ble Member (Technical)

Appearances (via videoconferencing):

For the Applicants : Mr Ahmed M Chunawala, i/b
Rajesh Shah & Co, Advocates
For the Regional Director (WR) : Ms. Rupa Sutar, Deputy Director

Per: Anuradha Sanjay Bhatia, Member (Technical)

ORDER

1. The Bench is conveyed by videoconference.
2. Heard the Learned Counsel for the Petitioner Companies. Neither any objector has come before this Tribunal to oppose the Scheme nor has any party controverted any averments made in the Petition filed for the Scheme of Amalgamation of Pidilite Adhesives Private Limited with Pidilite Industries Limited.
3. The sanction of the Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the rules framed there under for the Scheme of



