

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of
45th Annual General Meeting of the Equity
Shareholders of **Pidilite Industries Limited**
Held on 25th September, 2014 at 11.00 a.m at Kamalnayan Bajaj Hall, Bajaj
Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021.

Dear Sir,

I, M. M. Sheth, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the annual general meeting of the Equity Shareholders of Pidilite Industries Limited, held on 25th September, 2014 at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

All the 11 Resolutions as specified in the notice dated 30th July 2014 calling 45th AGM have been approved by the members with requisite majority. However, at the AGM, management had withdrawn the Resolution No.5 due to the resignation of Shri. R. Sreeram as a Whole Time Director of the company. Please see our enclosed Report.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,



Place: Mumbai

Dated: 25th September, 2014

Yours faithfully,

FOR M. M. SHETH & CO.

A handwritten signature in blue ink that reads 'sheth'.

(M. M. SHETH)

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F-CL 145
CP-729.



M. M. SHETH
Proprietor

Date: 25th September 2014

COMBINED SCRUTINIZER'S REPORT FOR EVOTING, BALLOT PAPER AND POLL

To,
The Chairman of
45th Annual General Meeting of
Pidilite Industries Limited
CIN: L24100MH1969PLC014336
Regd. Off: Regent Chambers, 7th Floor,
Jamanalal Bajaj Marg,
208, Nariman Point, Mumbai - 400021.

Subject: Combined Scrutinizer's Report u/s 108 of the Companies Act, 2013 for voting (by E-Voting, Ballot Paper & Poll) at the 45th Annual General Meeting (AGM) of M/s. Pidilite Industries Limited ("the Company") held on 25th September, 2014

The Board of Directors of the Company at their meeting held on 30th July, 2014 had appointed me as Scrutinizer for the e-voting and ballot process.

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and pursuant to SEBI circular dated 17th April, 2014, the Company has provided e-voting and ballot 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 e-voting results were unblocked on 20th September, 2014 after 6.00 p.m.

Cut -off Date: 14th August, 2014

E-voting commencement date: 18th September, 2014 9:00 a.m.

E-voting end date: 20th September, 2014 at 6:00p.m.



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M. M. SHETH & Co.
Company Secretaries

The total number of members as on cut off date were 42,857. The Company has delivered copy of annual report through email to 24,431 members whose email id were registered. Annual report and ballot forms with self addressed business reply envelopes were sent to 18,426 members by courier/ registered post.

The Company has published a notice in this regard, in Free Press Journal (in English) and Nav Shakti (in Marathi) on 01st September, 2014.

We have already submitted our report on e-voting and ballot paper on 23rd September, 2014 to the Chairman.

At the AGM, the Chairman had on his own motion, ordered for a poll u/s 109 of the Companies Act, 2013 to give facility to the members present at AGM who did not exercise their vote by e-voting or ballot. The Chairman had appointed me as the Scrutinizer for poll process.

The combined result of the E-voting together with that of the Ballot form and Poll is as under:

Ordinary Business - Ordinary Resolution no. 1.

Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31st March, 2014

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
282	443983358	86.61

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	205	441395921	32	167147	38	2415946	443979014	99.999
Dissent	1	5	0	0	0	0	5	0.00*
Invalid	0	0	4	4234	2	105	4339	0.00*
Total	206	441395926	36	171381	40	2416051	443983358	100.00

* negligible



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M. M. SHETH & Co.
Company Secretaries

Ordinary Business - Ordinary Resolution no. 2.

Declaration of dividend on Equity Shares.

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
297	444472296	86.70

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	220	441884859	32	167147	38	2415946	444467952	99.999
Dissent	1	5	0	0	0	0	5	0.00*
Invalid	0	0	4	4234	2	105	4339	0.00*
Total	221	441884864	36	171381	40	2416051	444472296	100.00

* negligible

Ordinary Business - Ordinary Resolution no. 3.

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

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
288	330037453	64.38

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	207	325638854	32	167147	38	2415946	328221947	99.450
Dissent	5	1811167	0	0	0	0	1811167	0.549
Invalid	0	0	4	4234	2	105	4339	0.001
Total	212	327450021	36	171381	40	2416051	330037453	100.00



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M. M. SHETH & Co.
Company Secretaries

Ordinary Business – Ordinary Resolution no. 4.

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

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
281	443996328	86.61

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	202	441408716	32	167147	38	2415946	443991809	99.999
Dissent	3	180	0	0	0	0	180	0.00*
Invalid	0	0	4	4234	2	105	4339	0.00*
Total	205	441408896	36	171381	40	2416051	443996328	100.00

* negligible

Special Business – Ordinary Resolution no. 5.

Appointment of Shri R. Sreeram as a Whole Time Director.

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
235	192104438	37.47

	E-voting		Ballot		Poll #		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	194	191929801	31	167113	0	0	192096914	99.999
Dissent	5	3256	0	0	0	0	3256	0.00*
Invalid	0	0	5	4268	0	0	4268	0.00*
Total	199	191933057	36	171381	0	0	192104438	100.00

* negligible

At the AGM, management had withdrawn the abovementioned Resolution No.5 due to the resignation of Shri. R. Sreeram as a Whole Time Director of the company



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M. M. SHETH & Co.
Company Secretaries

Special Business - Ordinary Resolution no. 6.

Appointment of Shri. Uday Khanna as an Independent Director.

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
292	444471844	86.70

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	210	441530012	31	167113	38	2415946	444113071	99.919
Dissent	6	354400	0	0	0	0	354400	0.080
Invalid	0	0	5	4268	2	105	4373	0.001
Total	216	441884412	36	171381	40	2416051	444471844	100.00

Special Business - Ordinary Resolution no. 7.

Appointment of Smt. Meera Shankar as an Independent Director.

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
290	432234902	84.32

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	209	429644214	31	167113	38	2415946	432227273	99.998
Dissent	5	3256	0	0	0	0	3256	0.001
Invalid	0	0	5	4268	2	105	4373	0.001
Total	214	429647470	36	171381	40	2416051	432234902	100.00



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M. M. SHETH & Co.
Company Secretaries

Special Business - Ordinary Resolution no. 8.

Appointment of Shri. B. S. Mehta as an Independent Director

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
291	444299775	86.67

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	203	439579582	31	167113	38	2415946	442162641	99.519
Dissent	12	2132761	0	0	0	0	2132761	0.480
Invalid	0	0	5	4268	2	105	4373	0.001
Total	215	441712343	36	171381	40	2416051	444299775	100.00

Special Business - Ordinary Resolution no. 9.

Appointment of Shri. Ranjan Kapur as an Independent Director

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
292	444471474	86.70

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	204	439751788	31	167113	38	2415946	442334847	99.519
Dissent	12	2132254	0	0	0	0	2132254	0.480
Invalid	0	0	5	4268	2	105	4373	0.001
Total	216	441884042	36	171381	40	2416051	444471474	100.00



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Special Business - Ordinary Resolution no.10.

Appointment of Shri. Bharat Puri as an Independent Director

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
293	444471874	86.70

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	206	439752288	31	167113	38	2415946	442335347	99.519
Dissent	11	2132154	0	0	0	0	2132154	0.480
Invalid	0	0	5	4268	2	105	4373	0.001
Total	217	441884442	36	171381	40	2416051	444471874	100.00

Special Business - Special Resolution no.11.

Approval for issue of shares under the Employee Stock Option Scheme - 2014 to employees of the subsidiary companies

No. of Members who casted Vote	No of shares voted by them	% of Total Paid-up Share Capital
294	444471951	86.70

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	152	411320098	30	167103	34	1547764	413034965	92.927
Dissent	66	30564421	0	0	4	868182	31432603	7.072
Invalid	0	0	6	4278	2	105	4383	0.001
Total	218	441884519	36	171381	40	2416051	444471951	100.00



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All the above 11 Resolutions have been approved by the members with requisite majority. However, at the AGM, management had withdrawn the Resolution No.5 due to the resignation of Shri. R. Sreeram as a Whole Time Director of the company.

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, ballot and poll 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)

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