



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

M. M. SHETH  
Proprietor

Date: 30<sup>th</sup> August, 2018

To,  
The Chairman of  
49<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 49<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> August, 2018**

The Board of Directors of the Company at their meeting held on 24<sup>th</sup> May, 2018 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 30<sup>th</sup> August, 2018 after conclusion of AGM in the presence of two witnesses.

Cut-off date:	23 <sup>rd</sup> August, 2018
Remote e-voting commencement date:	27 <sup>th</sup> August, 2018 at 9.00 a.m.
Remote e-voting end date:	29 <sup>th</sup> August, 2018 at 5.00 p.m.





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

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 04<sup>th</sup> August, 2018.

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, 2018

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
555	43,93,23,685	86.51%

	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	524	43,92,72,569	26	51,088	43,93,23,657	100
Dissent	3	8	1	10	18	0*
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>527</b>	<b>43,92,72,577</b>	<b>28</b>	<b>51,108</b>	<b>43,93,23,685</b>	<b>100</b>

\* negligible





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**Company Secretaries**

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
565	44,06,89,721	86.78%

	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	534	44,06,38,605	26	51,088	44,06,89,693	100
Dissent	3	8	1	10	18	0*
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>537</b>	<b>44,06,38,613</b>	<b>28</b>	<b>51,108</b>	<b>44,06,89,721</b>	<b>100</b>

\* 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
559	44,06,89,443	86.78%

	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	521	44,00,41,268	26	51,088	44,00,92,356	99.86
Dissent	10	5,97,067	1	10	5,97,077	0.14
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>531</b>	<b>44,06,38,335</b>	<b>28</b>	<b>51,108</b>	<b>44,06,89,443</b>	<b>100</b>

\* negligible





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Ordinary Business – Ordinary Resolution no. 4

Re-appointment of Shri Sabyaschi Patnaikas a Director

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
560	44,06,89,539	86.78%

	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	519	44,00,40,704	26	51,088	44,00,91,792	99.86
Dissent	13	5,97,727	1	10	5,97,737	0.14
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>532</b>	<b>44,06,38,431</b>	<b>28</b>	<b>51,108</b>	<b>44,06,89,539</b>	<b>100</b>

\* negligible

Ordinary Business – Ordinary Resolution no. 5

Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
562	44,06,89,581	86.78%

	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	525	44,05,81,335	26	51,088	44,06,32,423	99.99
Dissent	9	57,138	1	10	57,148	0.01
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>534</b>	<b>44,06,38,473</b>	<b>28</b>	<b>51,108</b>	<b>44,06,89,581</b>	<b>100</b>

\* negligible





Special Business – Ordinary Resolution no. 6

Appointment of Shri Piyush Pandey 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
555	42,38,27,887	83.46%

	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	514	42,37,60,778	26	51,088	42,38,11,866	100
Dissent	13	16,001	1	10	16,011	0*
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>527</b>	<b>42,37,76,779</b>	<b>28</b>	<b>51,108</b>	<b>42,38,27,887</b>	<b>100</b>

\* negligible

Special Business – Special Resolution no. 7

Re-appointment of Shri M. B. Parekh as a Whole Time Director for a period of 5 years

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
560	44,06,89,399	86.78%

	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	487	43,33,72,856	25	51,086	43,34,23,942	98.35
Dissent	45	72,65,435	2	12	72,65,447	1.65
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>532</b>	<b>44,06,38,291</b>	<b>28</b>	<b>51,108</b>	<b>44,06,89,399</b>	<b>100</b>

\* negligible





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Special Business – Ordinary Resolution no. 8

Re-appointment of Shri A. B. Parekh as a Whole Time Director for a period of 5 years

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
557	44,06,69,629	86.78%

	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	292	41,83,47,444	25	51,086	41,83,98,530	94.95
Dissent	237	2,22,71,077	2	12	2,22,71,089	5.05
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>529</b>	<b>44,06,18,521</b>	<b>28</b>	<b>51,108</b>	<b>44,06,69,629</b>	<b>100</b>

\* negligible

Special Business – Ordinary Resolution no. 9

Re-appointment of Shri Sabyaschi Patnaik as a Whole Time Director for a period of 3 years

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
560	44,06,89,534	86.78%

	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	522	44,02,98,617	26	51,088	44,03,49,705	99.92
Dissent	10	3,39,809	1	10	3,39,819	0.08
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>532</b>	<b>44,06,38,426</b>	<b>28</b>	<b>51,108</b>	<b>44,06,89,534</b>	<b>100</b>

\* negligible





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Special Business – Ordinary Resolution no. 10

Payment of a sum not exceeding 1% of the net profits of the Company as Commission to Non Whole Time Directors

No. of Members who cast their vote	No. of shares voted	% of Total Paid-up Share Capital
556	43,51,58,602	85.69%

	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	486	43,49,74,688	25	51,078	43,50,25,766	99.97
Dissent	42	1,32,806	2	20	1,32,826	0.03
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>528</b>	<b>43,51,07,494</b>	<b>28</b>	<b>51,108</b>	<b>43,51,58,602</b>	<b>100</b>

\* negligible

Special Business – Ordinary Resolution no. 11

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
562	44,06,89,621	86.78%

	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	522	44,05,81,753	26	51,088	44,06,32,841	99.99
Dissent	12	56,760	1	10	56,770	0.01
Invalid	0	0	1	10	10	0*
<b>Total</b>	<b>534</b>	<b>44,06,38,513</b>	<b>28</b>	<b>51,108</b>	<b>44,06,89,621</b>	<b>100</b>

\* negligible





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**Company Secretaries**

All the above 11 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.