



M. M. SHETH  
Proprietor

Date: 11<sup>th</sup> September, 2020

To,  
The Chairman of  
51<sup>st</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 Remote E-voting and Electronic Voting at the 51<sup>st</sup> Annual General Meeting (AGM) of the Company held on 10<sup>th</sup> September, 2020**

The Board of Directors of the Company at their meeting held on 17<sup>th</sup> June, 2020 had appointed me as Scrutinizer for remote e-voting and also for electronic voting at the AGM in respect of the below mentioned ten resolutions proposed at the 51<sup>st</sup> AGM of the Company held on Thursday, 10<sup>th</sup> September, 2020 at 3.00 p.m. (IST) through video conferencing/ other audio visual means.

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], as amended, the Company has confirmed that the Notice convening the 51<sup>st</sup> AGM of the Company along with the instructions for the remote e-voting and electronic voting at the AGM and the Annual Report for the financial year 2019–20 were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circular dated 5<sup>th</sup> May, 2020 read with Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated 12<sup>th</sup> May, 2020.



The Company has published a notice in this regard, in Business Standard (newspaper in English) and Sakaal (newspaper in Marathi) on 11<sup>th</sup> August, 2020.

Company has intimated to BSE and NSE on 3<sup>rd</sup> September, 2020 about corrigendum to the Notice of 51<sup>st</sup> AGM of the Company which has been published in Business Standard and Sakaal on 4<sup>th</sup> September, 2020. The Company has also sent updated Notice to the Members electronically.

Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and also electronic voting facility at the AGM 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 remote e-voting to its Members as well as electronic voting facility at the AGM to those Members of the Company who had not cast their vote through remote e-voting.

Cut -off date:	3 <sup>rd</sup> September, 2020
Remote e-voting commencement date:	6 <sup>th</sup> September, 2020 at 9.00 a.m.
Remote e-voting end date:	9 <sup>th</sup> September, 2020 at 5.00 p.m.

On completion of electronic voting at the AGM, the results of the remote e-voting and electronic voting by Members at the AGM, on the NSDL e-voting platform were unblocked by me, downloaded and diligently scrutinized.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, Circulars issued by MCA & SEBI relating to remote e-voting and electronic voting at the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and electronic voting at the AGM is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.



The results of the remote e-voting and electronic voting 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 with Auditor's Report thereon for the year ended 31<sup>st</sup> March, 2020

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
<b>1,227</b>	<b>43,52,74,480</b>	<b>85.66 %</b>

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
<b>Assent</b>	1,178	43,52,52,887	34	14,570	43,52,67,457	100.00
<b>Dissent</b>	14	7,022	1	1	7,023	0.00*
<b>Total</b>	<b>1,192</b>	<b>43,52,59,909</b>	<b>35</b>	<b>14,571</b>	<b>43,52,74,480</b>	<b>100.00</b>

\*negligible

**Ordinary Business – Ordinary Resolution no. 2**

Confirmation of Interim Dividend on Equity Shares as Final Dividend

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
<b>1,230</b>	<b>43,54,62,579</b>	<b>85.70 %</b>

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
<b>Assent</b>	1,156	43,54,42,080	34	14,570	43,54,56,650	100.00
<b>Dissent</b>	39	5,928	1	1	5,929	0.00*
<b>Total</b>	<b>1,195</b>	<b>43,54,48,008</b>	<b>35</b>	<b>14,571</b>	<b>43,54,62,579</b>	<b>100.00</b>

\*negligible



**Ordinary Business – Ordinary Resolution no. 3**

Re-appointment of Shri A. B. Parekh as a Director, who retires by rotation

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
1,222	43,54,24,959	85.69 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	802	40,50,39,184	32	10,595	40,50,49,779	93.02
Dissent	385	3,03,75,157	3	23	3,03,75,180	6.98
Total	1,187	43,54,14,341	35	10,618	43,54,24,959	100.00

**Ordinary Business – Special Resolution no. 4**

Re-appointment of Shri N. K. Parekh as a Director, who retires by rotation

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
1,224	43,48,91,712	85.59 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	821	41,21,88,985	32	14,295	41,22,03,280	94.78
Dissent	368	2,26,88,409	3	23	2,26,88,432	5.22
Total	1,189	43,48,77,394	35	14,318	43,48,91,712	100.00



**Special Business – Ordinary Resolution no. 5**

Re-appointment of Shri Bharat Puri as the Managing Director of the Company for a further period of five years with effect from 10<sup>th</sup> April, 2020

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
<b>1,215</b>	<b>42,07,70,733</b>	<b>82.81 %</b>

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
<b>Assent</b>	1,128	42,00,75,011	33	14,307	42,00,89,318	99.84
<b>Dissent</b>	52	6,81,404	2	11	6,81,415	0.16
<b>Total</b>	1,180	42,07,56,415	35	14,318	42,07,70,733	100.00

**Special Business – Ordinary Resolution no. 6**

Re-appointment of Shri A. N. Parekh as a Whole-time Director of the Company for a further period of five years with effect from 1<sup>st</sup> July, 2020

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
<b>1,226</b>	<b>43,54,12,212</b>	<b>85.69 %</b>

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
<b>Assent</b>	815	41,06,89,195	33	14,305	41,07,03,500	94.33
<b>Dissent</b>	376	2,47,08,699	2	13	2,47,08,712	5.67
<b>Total</b>	1,191	43,53,97,894	35	14,318	43,54,12,212	100.00



**Special Business – Ordinary Resolution no. 7**

Appointment of Shri Debabrata Gupta as a Director of the Company

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
<b>1,225</b>	<b>43,54,62,211</b>	<b>85.70 %</b>

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
<b>Assent</b>	871	41,61,81,073	33	14,307	41,61,95,380	95.58
<b>Dissent</b>	319	1,92,66,820	2	11	1,92,66,831	4.42
<b>Total</b>	1,190	43,54,47,893	35	14,318	43,54,62,211	100.00

**Special Business – Ordinary Resolution no. 8**

Appointment of Shri Debabrata Gupta as a Whole-time Director (designated as “Director-Operations”) of the Company for a period of three years with effect from 1<sup>st</sup>March, 2020

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
<b>1,228</b>	<b>43,54,62,182</b>	<b>85.70 %</b>

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
<b>Assent</b>	1,089	42,86,65,894	33	14,307	42,86,80,201	98.44
<b>Dissent</b>	104	67,81,970	2	11	67,81,981	1.56
<b>Total</b>	1,193	43,54,47,864	35	14,318	43,54,62,182	100.00



**Special Business – Special Resolution no. 9**

Re-appointment of Shri Sanjeev Aga as an Independent Director of the Company for a second consecutive term of five years upto 31<sup>st</sup> March, 2025

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
1,212	42,02,42,195	82.70 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	1,076	41,53,06,084	31	14,285	41,53,20,369	98.83
Dissent	101	49,21,793	4	33	49,21,826	1.17
Total	1,177	42,02,27,877	35	14,318	42,02,42,195	100.00

**Special Business – Ordinary Resolution no. 10**

Ratification of payment of remuneration to M/s. V J Talati & Co., Cost Auditors

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
1,222	43,54,70,060	85.70 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	1,155	43,54,53,538	32	14,260	43,54,67,798	100.00
Dissent	33	2,251	2	11	2,262	0.00*
Total	1,188	43,54,55,789	34	14,271	43,54,70,060	100.00

\*negligible



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

All the above 10 Resolutions have been passed by the members with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through remote e-voting and electronic voting at the AGM. 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 No.: 729**  
**Place: Mumbai**

Pidilite Industries Limited

**Puneet Bansal**  
**Company Secretary**