Pidilite

31st January, 2018

The Secretary
BSE Ltd.
Corporate Relationship Dept.,
14th floor, P. J. Tower,
Dalal Street, Fort
Mumbai - 400 001
Stock Code – 500331

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051
Stock Code - PIDILITIND

Dear Sir,

Sub: Voting Result of Postal Ballot

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Postal Ballot Notice dated 26th December, 2017, please find enclosed herewith the voting results of the Postal Ballot along with the Scrutinizer's Report issued by Mr. M. M Sheth, Proprietor of M. M Sheth & Co., Practicing Company Secretaries, the Scrutinizer.

You are requested to kindly take the same on your record.

Thanking You,

Yours faithfully,
for **Pidilite Industries Limited**

Savithri Parekh
Secretary

Pidilite Industries Limited

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

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F + 91 22 2835 7470 / 7831
www.pidilite.com
CIN:L24100MH1969PLC014336

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

Pidilite

PIDILITE INDUSTRIES LIMITED
Postal Ballot result- Regulation 44 of SEBI (LODR) Regulations, 2015

~~**Date of the AGM/EGM**~~ **Special Resolution passed through Postal Ballot on:**	**30.01.2018**
Date of announcement of Postal Ballot result:	**31.01.2018**
Total number of shareholders on record date:	**87,283**
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	**Not Applicable**
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	**Not Applicable**

Resolution (1)		**Approval for Buyback of Equity Shares of the Company**								
Resolution required: (Ordinary / Special)				Special						
Whether promoter/ promoter group are interested in the agenda/resolution?				No						
Category	**Mode of Voting**	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. of Invalid Votes**	**% of Votes invalid on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**	**(8)**	**(9)=[(8)/(2)]*100**
Promoter and Promoter Group	E-Voting	**356873502**	330645436	92.65	330645436	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00

	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		**330645436**	**92.65**	**330645436**	**0**	**100.00**	**0.00**	**0**	**0.00**
Public - Institutional holders	E-Voting		84331571	89.03	84331571	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	**94726730**	**84331571**	**89.03**	**84331571**	**0**	**100.00**	**0.00**	**0**	**0.00**
Public- Others	E-Voting		2471745	4.04	2417574	54171	97.81	2.19	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		46684	0.08	44460	906	95.24	1.94	1318	2.82
	Total	**61210098**	**2518429**	**4.11**	**2462034**	**55077**	**97.76**	**2.19**	**1318**	**0.05**
Total	E-Voting		417448752	81.40	417394581	54171	99.99	0.01	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		46684	0.01	44460	906	95.24	1.94	1318	2.82
	Total	**512810330**	**417495436**	**81.41**	**41743901**	**55077**	**99.99**	**0.01**	**1318**	**0.00**

For Pidilite Industries Limited

Savithri Parekh
Secretary

CIN : L24100MH1969PLC014336

PIDILITE INDUSTRIES LIMITED MUMBAI

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M. M. SHETH & Co.
Company Secretaries

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202, Aqua Corp., Churchgate Chambers, Near American Centre, 5 New Marine Lines, Mumbai – 400 020.

M. M. SHETH
Proprietor

REPORT OF SCRUTINIZER

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Pidilite Industries Limited
CIN: L24100MH1969PLC014336
Regd. Off: Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,208, Nariman Point,
Mumbai - 400 021.

Dear Sir,

I, Manubhai M. Sheth, Practising Company Secretary, appointed as Scrutinizer by the Board of Directors of Pidilite Industries Limited (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the special resolution stated in the Notice of Postal Ballot and E-voting dated 26th December, 2017 proposed to be passed by the Equity shareholders of the Company, submit my report as under:

(1) The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to Postal Ballot by the shareholders on the special resolution proposed in the Notice of Postal Ballot and E-voting is the responsibility of the Management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the special resolution.

M. M. SHETH & CO. F.C.S. MUMBAI 1455 COMPANY SECRETARIES

(2) In accordance with the Notice of Postal Ballot and E-voting dated 26th December, 2017 dispatched to the shareholders by prescribed modes on 29th December, 2017 and 30th December, 2017 and the advertisement published on 1st January, 2018 pursuant to rule 22(3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on 1st January, 2018 (9.00 a.m.) and ended on 30th January, 2018 at 5.00 p.m. for physical ballots as well as for e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes cast through e-voting were unblocked on 30th January, 2018 after 5.00 p.m. in the presence of two witnesses and the e-voting summary statement was downloaded from e-voting website of NSDL.

(3) The Equity shareholders holding shares as on 26th December, 2017, "cut off date" were entitled to vote on the special resolution stated in the Notice of Postal Ballot and E-voting.

(4) The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R & T Agents and the authorizations/ power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting and 1 ballot was rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and summary results were prepared. For processing postal ballots, necessary technical support was provided by TSR Darashaw Limited, Mumbai, the Registrar & Share Transfer Agents of the Company (R & T Agents).

(5) My report on the results of the voting is based on the data downloaded from NSDL and the votes cast through physical ballot forms received respectively in respect of the special resolution stated in the Notice of Postal Ballot and E-voting as processed and provided by R & T Agents.

M. M. SHETH & CO. F.C.S. MUMBAI 1455 COMPANY SECRETARIES

(6) The result of the voting is as under:

Special Resolution

Approval for the Buyback of Equity Shares of the Company

No. of Equity shareholders who cast vote	No. of shares voted by them	% of Total Paid-up Equity Share Capital
1,034	41,74,95,436	81.41%

	E-voting		Postal Ballot		Total	
	No. of members	No. of shares	No. of members	No of shares	No. of shares	% of shares voted
Assent	842	41,73,94,581	98	44,460	41,74,39,041	99.99 %
Dissent	79	54,171	3	906	55,077	0.01 %
Invalid	0	0	12	1,318	1,318	0.00*
Total	**921**	**41,74,48,752**	**113**	**46,684**	**41,74,95,436**	**100%**

*negligible

The votes cast in favour of special resolution are 99.99 %. The above-mentioned Special Resolution has been passed with requisite majority.

(7) Register of postal ballot and all other relevant records of voting process given/provided/ maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/ person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

For PIDILITE INDUSTRIES LTD.

SAVITHRI PAREKH
SECRETARY

For M. M. SHETH & Co.,

M. M. SHETH & CO. F.C.S. MUMBAI 1455 COMPANY SECRETARIES

(M M SHETH)
Prop.
FCS: 1455, CP: 729
Scrutinizer

Date: 31st January, 2018
Place: Mumbai