



Pidilite Industries Limited

CIN: L24100MH1969PLC014336

Registered Office: Regent Chambers, 7th Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai - 400021

Tel.: +91-22-28357000 **Fax:** + 91-22-28216007

E-mail: investor.relations@pidilite.co.in; **Website:** www.pidilite.com

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given to the Members of the Company pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to consider and pass the Special Resolutions set out below seeking approval of the Members by way of Postal Ballot for continuation of present tenure of directorship of Shri N K Parekh as Non-Executive Director and Shri B S Mehta as Non-Executive Independent Director, who are above 75 years of age.

Members' consent is requested for the proposal contained in the resolutions appended below. An explanatory statement pursuant to Section 102 of the Act setting out all material facts and reasons for the proposed resolutions is annexed hereto for your consideration.

SPECIAL BUSINESS

i. **Approval for continuation of directorship of Shri N K Parekh, Non-Executive Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for continuation of present tenure of directorship of Shri N K Parekh (DIN: 0011518) as Non-Executive Director, designated as Vice Chairman of the Company upto the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2019, notwithstanding that he has attained the age of 75 years and his period of office shall be liable to determination by retirement of Directors by rotation."

ii. **Approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for continuation of present tenure of directorship of Shri B S Mehta (DIN: 00035019) as Non-Executive Independent Director of the Company upto the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2019, notwithstanding that he has attained the age of 75 years."

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CIN: L24100MH1969PLC014336

Mumbai, 23rd January, 2019

By Order of the Board
For Pidilite Industries Limited

Manisha Shetty
Additional Company Secretary

Notes:

1. An Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the Resolutions is annexed hereto along with the Postal Ballot Form for your consideration.
2. As required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking continuation are given in the annexure to this Postal Ballot Notice.
3. Pursuant to Rule 22(5) of the Rules, the Company has appointed Shri M M Sheth (FCS No. 1455 and CP No. 729), Practicing Company Secretary or failing him, Smt. Ami M. Sheth (ACS No. 24127 and CP No. 13976), Practicing Company Secretary as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot and voting by electronic means (“**e-voting**”) process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners on Friday, 8th February, 2019, as received from the depositories. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid reply envelope addressed to the Scrutinizer.
5. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. The instructions for e-voting are annexed to this Postal Ballot Notice.
6. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid up equity share capital of the Company as on 8th February, 2019. Any person who becomes a Member after 8th February, 2019 should treat this Notice as received for information purpose only.
7. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. The e-voting facility is available at the link **evoting@nsdl.co.in**. Please refer the instructions for e-voting given after the Proposed Resolution for the process and the manner in which e-voting is to be carried out. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor.relations@pidilite.co.in. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
9. Facility to exercise vote by Postal Ballot including voting through electronic means will be available during the following period:
Commencement of voting: From 9.00 a.m. (IST) on Monday, 18th February, 2019
End of voting: At 5.00 p.m. (IST) on Tuesday, 19th March, 2019 (both days inclusive)
(The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period)
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer’s decisions on the validity of Postal Ballot Form shall be final and binding.
11. Votes will be considered invalid, *inter alia*, on the following grounds:
 - if the Member’s signature does not tally
 - if the Member casts his vote both in favour as well as against the resolution
 - if neither assent nor dissent is mentioned in the vote cast by him
 - if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member

- the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity
- if the Postal Ballot Form is received in torn or defaced or mutilated condition to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be verified or on one or more of the above grounds
- if the information filled in the Postal Ballot Form is incomplete
- if any form other than the enclosed Postal Ballot Form is used to cast his vote
- if any direction is given by any competent authority in writing to the Company to freeze the voting rights of the Member
- if the Member has made any amendment to the resolution or imposed any condition while casting his vote
- if the envelope containing the Postal Ballot Form is received after the prescribed last date for receipt of the Forms.

12. A Member cannot exercise his vote by proxy on Postal Ballot.

13. The instructions for the shareholders for e-voting are as under:

A) Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

B) Step 2: Cast your vote electronically on NSDL e-Voting system

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of the Company.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C) In case of Shareholders receiving Postal Ballot Form by Post

- (i) The initial Password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all instructions provided under Step 1 and 2 above, to cast vote.

General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shethmm_cs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
 - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
14. Members holding shares in demat form as well as in physical form may cast their vote either by way of Postal Ballot or by way of e-voting. In case a Member casts his vote through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member casts his vote through both e-voting facility as well as through physical Postal Ballot Form, the vote casted through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
 15. The shareholders who are desirous of casting their vote through Postal Ballot Form are requested to carefully read the proposed Resolution(s) alongwith the Explanatory Statement and read carefully the instructions forming part of this Notice and return the Postal Ballot Form duly filled and signed (at the places marked in the Form) alongwith Assent (FOR) or Dissent (AGAINST) for the said Resolution(s), in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (5.00 p.m IST) on Tuesday, 19th March, 2019. Please note that any Postal Ballot Form(s) received after the said date and time will be strictly treated as if no reply has been received.
 16. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman after completion of the scrutiny of the postal ballots (including e-voting). The results of the Postal Ballot (including e-voting) would be announced by the Chairman or any other person authorised by the Chairman on or before 5.00 p.m, Thursday, 21st March, 2019. The results of the Postal ballot would be displayed at the Registered Office and Corporate Office of the Company, intimated to NSDL and the Stock Exchanges where the Company's shares are listed and displayed alongwith the Scrutinizer's Report on the Company's website viz.www.pidillite.com.
 17. The Resolution(s), if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 19th March, 2019 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION(S) 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

Approval for continuation of directorship of Shri N K Parekh, Non-Executive Director

Shri N K Parekh is a Promoter Non-Executive Director and has been designated as Vice Chairman of the Company whose period of office is liable to determination by retirement of Directors by rotation. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Shri N K Parekh has attained the age of 75 years. He is a qualified Technologist for Dyes and Intermediates and a qualified Chemical Engineer [B.Sc., B.Sc. (Tech), M.S.Chem.Engg. (U.S.A)] and has business experience in the industry for over 55 years.

Considering the expertise and rich experience of Shri N K Parekh and his valuable contributions to the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 23rd January, 2019, recommended the continuation of present tenure of Shri N K Parekh as a Non-Executive Director upto the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2019, on the existing terms and conditions, notwithstanding that he has attained the age of 75 years.

Shri N K Parekh and his relative Shri A N Parekh are interested in Resolution at Item No. 1 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in any way, in the above Resolution.

The Board of Directors recommend the Special Resolution as mentioned at Item No.1 of this Notice for approval of the Members of the Company.

Item No. 2

Approval for continuation of directorship of Shri B S Mehta, Non-Executive Independent Director

At the 45th Annual General Meeting of the Company held on 25th September, 2014, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Shri B S Mehta as Non-Executive Independent Director for a period of five years upto the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2019. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Independent Director beyond the age of seventy five years. Shri B S Mehta has attained the age of 75 years.

Shri B S Mehta is a graduate in commerce and a Fellow Member of The Institute of Chartered Accountants of India. He is a Chartered Accountant in practice dealing with taxation, accountancy and valuation of mergers and acquisitions. He is a Director on the Boards of several prominent companies in India.

Considering the expertise and rich experience of Shri B S Mehta and his valuable contributions to the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 23rd January, 2019, recommended the continuation of present tenure of Shri B. S. Mehta as Non-Executive Independent Director upto the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2019, on the existing terms and conditions, notwithstanding that he has attained the age of 75 years.

Shri B S Mehta is interested in Resolution at Item No. 2 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in any way, in the above Resolution.

The Board of Directors recommend the Special Resolution as mentioned at Item No 2 of this Notice for approval of the Members of the Company.

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Mumbai, 23rd January, 2019

By Order of the Board
For Pidilite Industries Limited

Manisha Shetty
Additional Company Secretary

Details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors who are proposed for continuation of present tenure of Directorship:

Resolution/Item No	1	2
Name of Director	Shri N K Parekh	Shri B S Mehta
Age	81 years	83 years
Date of Birth	17/04/1938	19/09/1935
Date of first appointment on the Board	28/07/1969	25/07/2000
Expertise in specific field	Chemical Engineer	Chartered Accountant
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	<ol style="list-style-type: none"> 1. Vinyl Chemicals (India) Ltd 2. Fevicol Company Ltd 3. Parekh Marketing Ltd 4. Kalva Marketing and Services Ltd 	<ol style="list-style-type: none"> 1. Procter & Gamble Hygiene and Health Care Ltd 2. Gillette India Ltd 3. Century Enka Ltd 4. Atul Ltd 5. Saska Technologies Ltd
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	Member of Committees: <ul style="list-style-type: none"> • Stakeholder Relationship Committee • Nomination and Remuneration Committee and • Corporate Social Responsibility Committee 	Chairman of Committees: <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee and • Risk Management Committee
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	Chairman of Committees: <ol style="list-style-type: none"> 1. Vinyl Chemicals (India) Ltd - Corporate Social Responsibility Committee Member of Committees: <ol style="list-style-type: none"> 1. Vinyl Chemicals (India) Ltd - Nomination and Remuneration Committee and 2. Vinyl Chemicals (India) Ltd - Stakeholders Relationship Committee 	Chairman of Committees: <ol style="list-style-type: none"> 1. Saska Technologies Ltd – Audit Committee Member of Committees: <ol style="list-style-type: none"> 1. Atul Ltd –Audit Committee 2. Gillette India Ltd –Audit Committee 3. Century Enka Ltd – Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and 4. Procter & Gamble Hygiene and Health Care Ltd - Audit Committee
Number of Meetings of the Board attended during the year (April 2018 to January 2019)	Seven out of Seven	Six out of Seven
Shareholding in the Company	5,42,73,688 Equity Shares	24,716 Equity Shares
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Related to Shri A N Parekh, Whole Time Director of the Company	None