



23rd August, 2024

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: Annual General Meeting Minutes

Dear Sir/Madam,

Please find enclosed herewith copy of the Minutes of the proceedings of the 55th Annual General Meeting held on 7th August, 2024 for your record.

Thanking You,

Yours faithfully,
For Pidilite Industries Limited

Manisha Shetty
Company Secretary

Encl as above

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

Pidilite Industries Limited
Corporate Office
Ramkrishna Mandir Road
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CIN:L24100MH1969PLC014336

The minutes of the Fifty Fifth Annual General Meeting of the Members of M/s. Pidilite Industries Limited held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on Wednesday, the 7th August, 2024. The meeting commenced at 03.00 p.m. and concluded at 04.10 p.m. The meeting was deemed to be held at the Registered office of the Company at Regent Chambers, 7th Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai 400 021.

PRESENT THROUGH VIDEO CONFERENCE / OTHER AUDIO VISUAL MEANS:

Shri M. B. Parekh	- Chairman & Member
Shri A. B. Parekh	- Non-Executive Vice Chairman & Member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee & Member
Shri Bharat Puri	- Managing Director & Member
Shri Sudhanshu Vats	- Managing Director Designate & Member
Shri Kavinder Singh	- Joint Managing Director Designate
Shri A. N. Parekh	- Executive Vice Chairman & Member of Risk Management Committee and Stakeholders Relationship Committee & Member
Shri Sanjeev Aga	- Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Member of Corporate Social Responsibility Committee
Shri Vinod Dasari	- Independent Director, Member of Nomination and Remuneration Committee
Shri Rajeev Vasudeva	- Independent Director, Member of Audit Committee, Nomination and Remuneration Committee and Chairman of Risk Management Committee
Smt. Meher Pudumjee	- Independent Director, Member of Corporate Social Responsibility Committee
Shri Piyush Pandey	- Independent Director
Shri Murali Sivaraman	- Independent Director, Member of Audit Committee and Risk Management Committee
Shri Rajeev Gupta	- Independent Director
Shri J S Deepak	- Independent Director
Shri Sandeep Batra	- Executive Director – Finance and Chief Financial Officer, Member of Risk Management Committee & Member
Shri Joseph Varghese	- Executive Director Operations, Member of Risk Management Committee and Corporate Social Responsibility Committee.

IN ATTENDANCE THROUGH VIDEO CONFERENCE/ OTHER AUDIO VISUAL MEANS:

Smt. Manisha Shetty	- Company Secretary & Member
Shri Sudhir Soni	- Partner of M/s. BSR & Co. LLP, Statutory Auditors
Shri Mitesh Dhabliwala	- from M/s. Parikh & Associates, Secretarial Auditor
Shri Ritesh Talati	- from M/s V.J. Talati & Co., Cost Auditors

Total 61 members including those mentioned above were present.

Date of entry in minutes book 22-08-2024

Shri M B Parekh, Chairman, chaired the meeting.

The Chairman welcomed all the Directors and Members present at the 55th Annual General Meeting (AGM) of the Company. He mentioned that the AGM was being held for the fifth consecutive time through Video Conferencing / Other Audio Visual Means facility.

He was attending the Meeting from Mumbai. The Chairman then asked the Company Secretary, Smt. Manisha Shetty to elaborate on applicable legal provisions for holding this AGM.

Smt. Manisha Shetty, informed the Members that the 55th Annual General Meeting (AGM) of the Company was being conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility without the physical presence of the Members in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued by the Ministry of Corporate Affairs and SEBI from time to time in this regard. The deemed venue of this meeting shall be the Registered Office of the Company.

She also informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to the members to exercise their right to vote on the resolutions proposed to be passed at the AGM through electronic voting system provided by National Securities Depository Limited (NSDL), prior to the AGM (remote e-voting).

The remote e-voting period which had commenced on Saturday, 3rd August, 2024 at 9.00 a.m. ended on Tuesday, 6th August, 2024 at 5.00 p.m. and the Members who had not exercised their vote earlier, could also vote during the AGM. She further informed that the commencement of e-voting platform shall remain open until 15 minutes after closure of the meeting.

She further informed the Members that the Company had taken all feasible steps to ensure that the shareholders were provided an opportunity to participate in this AGM and vote. The detailed instructions for speakers and participants had been provided in the notice of AGM. The facility of appointing a proxy at the meeting was not available as per the MCA Circular. The Company had received certified copies of resolutions from body corporates who were members u/s 113 of the Companies Act, 2013 authorising their representatives to attend and vote at the meeting. The Company had also tied up with NSDL to provide facility for voting through remote e-voting, e-voting at AGM and for participation of members in AGM. The Members of the Company were able to view the live webcast of the AGM on the NSDL portal.

Thereafter the Company Secretary requested the Chairman to take charge of the proceedings of the meeting.

After confirmation of the quorum, the Chairman introduced all the Directors who were attending the AGM through VC, stating their respective positions/designations in the Company and the place from where they were attending the AGM. Apart from Directors, Executive Director Finance & Chief Financial Officer and Company Secretary, Statutory Auditors, Secretarial Auditors and Cost Auditors were also participating in the AGM through VC.

He then stated that the Notice convening the meeting as well as Directors' Report, were being taken as read as the same had already been circulated to all Members. Since there were no qualifications/ adverse remarks in the Statutory Auditors' Report and Secretarial Auditors' Report, they were also taken as read.

The registers and documents, as required under the provisions of the Companies Act, 2013 and ESOP certificate issued by Secretarial Auditors, had been made available for inspection.

The Chairman then addressed the Members and delivered his speech which included highlights on business performance, financials, outlook, performance of Q1 2024-25, etc. After his speech, the Chairman placed before the meeting, the following 10 resolutions as contained in the Notice dated 1st July, 2024 calling the 55th Annual General Meeting for Members approval. He briefed the members about the objectives and implications of the resolutions as stated in the explanatory statement attached to the AGM Notice.

ORDINARY BUSINESS:

1. ORDINARY RESOLUTION FOR ADOPTION OF AUDITED STANDALONE 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 AUDITORS REPORT THEREON FOR THE YEAR ENDED 31ST MARCH 2024:

“RESOLVED THAT the Audited Standalone Financial Statements consisting of Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and notes forming part thereof together with the reports of Board of Directors and Auditors thereon for the year ended 31st March, 2024 and also audited consolidated financial statements of the Company together with the report of Auditors for the year ended 31st March, 2024, be and are hereby approved and adopted.”

2. ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES:

“RESOLVED THAT the dividend of Rs. 16/- per equity share of Re.1/- each on 50,86,09,340 Equity Shares of Re. 1/- each absorbing Rs. 813.77 crores out of current year's profit is hereby declared and the same be paid as recommended by Board of Directors, to those Equity shareholders whose names appear on the Register of Members of the Company as on 7th August, 2024.”

3. ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI A B PAREKH (DIN: 00035317) AS A DIRECTOR WHO RETIRES BY ROTATION:

“RESOLVED THAT Shri A B Parekh (DIN: 00035317), a Director who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI JOSEPH VARGHESE (DIN: 09770335) AS A DIRECTOR WHO RETIRES BY ROTATION:

“RESOLVED THAT Shri Joseph Varghese (DIN: 09770335), a Director who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

5. ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI KAVINDER SINGH (DIN: 06994031) AS A DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Shri Kavinder Singh (DIN: 06994031), who was appointed as an Additional Director of the Company, in terms of Section 161 of the Act by the Board of Directors with effect from 20th May, 2024 and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

6. ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI KAVINDER SINGH (DIN: 06994031) AS WHOLE TIME DIRECTOR DESIGNATED AS JOINT MANAGING DIRECTOR DESIGNATE OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS, WITH EFFECT FROM 20TH MAY, 2024:

“RESOLVED THAT in accordance with the recommendation of the Nomination and Remuneration Committee and pursuant to provisions of Sections 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of Shri Kavinder Singh (DIN: 06994031) as Whole Time Director designated as Joint Managing Director Designate of the Company for a period of 5 (five) years, with effect from 20th May, 2024, on the terms and conditions and payment of remuneration as set out in the Explanatory Statement attached to this Notice.”

“RESOLVED FURTHER THAT Shri Kavinder Singh, the Joint Managing Director Designate shall work under the superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT Shri Kavinder Singh will be a Key Managerial Personnel of the Company as per the provisions of Section 203(1)(i) of the Act.”

“RESOLVED FURTHER THAT Shri Kavinder Singh will be liable to retire by rotation during his term as a Joint Managing Director Designate.”

“RESOLVED FURTHER THAT the Joint Managing Director Designate shall be entitled to reimbursement of all expenses incurred for the purpose of business of the Company and shall not be entitled to any sitting fees for attending meetings of the Board of Directors and Committee(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to modify, alter and vary terms of appointment and remuneration so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Shri Kavinder Singh.”

“RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites, and allowances etc. payable to Shri Kavinder Singh, Joint Managing Director Designate in any Financial Year shall not exceed 5% of the net profit of that Financial Year as per Section 197, and Section I of Part II of Schedule V and other applicable provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

7. ORDINARY RESOLUTION FOR APPROVAL FOR MODIFICATION IN TERMS OF REMUNERATION OF SHRI SUDHANSHU VATS (DIN: 05234702) CONSEQUENT UPON CHANGE IN HIS DESIGNATION FROM DEPUTY MANAGING DIRECTOR TO MANAGING DIRECTOR DESIGNATE EFFECTIVE FROM 1ST APRIL, 2024:

“RESOLVED THAT in terms of the ordinary resolution passed by the members at the 53rd Annual General Meeting of the Company held on 10th August 2022 wherein Shri Sudhanshu Vats (DIN: 05234702) has been appointed as Deputy Managing Director for a term of 5 years with effect from 18th May 2022 and in partial modification thereof and in accordance with the recommendation of the Nomination and Remuneration Committee and pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of Company, approval of the members of the Company be and is hereby accorded for the modification in terms of remuneration of Shri Sudhanshu Vats consequent upon change in his designation from Deputy Managing Director to Managing Director Designate effective from 1st April, 2024“

“RESOLVED FURTHER THAT Shri Sudhanshu Vats, the Managing Director Designate shall work under the superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT Shri Sudhanshu Vats will be a Key Managerial Personnel of the Company as per the provisions of Section 203(1)(i) of the Act.”

“RESOLVED FURTHER THAT Shri Sudhanshu Vats will be liable to retire by rotation during his tenure as Managing Director Designate.”

“RESOLVED FURTHER THAT the Managing Director Designate shall be entitled to reimbursement of all expenses incurred for the purpose of business of the Company and shall not be entitled to any sitting fees for attending meetings of the Board of Directors and Committee(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to modify, alter and vary terms of appointment and remuneration so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Shri Sudhanshu Vats.”

“RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites, and allowances etc. payable to Shri Sudhanshu Vats, Managing Director Designate in any Financial Year shall not exceed 5% of the net profit of that Financial Year as per Section 197, Section I of Part II of Schedule V and other applicable provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

8. SPECIAL RESOLUTION FOR APPOINTMENT OF SHRI RAJEEV GUPTA (DIN: 00241501) AS A DIRECTOR AND INDEPENDENT DIRECTOR OF THE COMPANY FOR FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM 7TH MAY, 2024 UPTO 6TH MAY, 2029:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), (Listing Regulations), pursuant to the provisions of Articles of Association of the Company, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Shri Rajeev Gupta (DIN: 00241501), who was appointed as an Additional Director (Independent) of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 7th May, 2024 and who holds office upto the date of this Annual General Meeting (AGM) and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, as an Independent Director of the Company to hold office for a first term of 5 (five) consecutive years commencing from 7th May, 2024 upto 6th May, 2029 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9. SPECIAL RESOLUTION FOR APPOINTMENT OF SHRI J S DEEPAK (DIN: 02194470) AS A DIRECTOR AND INDEPENDENT DIRECTOR OF THE COMPANY FOR FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM 1ST JULY, 2024 UPTO 30TH JUNE, 2029:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), (Listing Regulations), pursuant to the provisions of Articles of Association of the Company, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Shri J S Deepak (DIN: 02194470), who was appointed as an Additional Director (Independent) of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 1st July, 2024 and who holds office upto the date of this Annual General Meeting (AGM) and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, as an Independent Director of the Company to hold office for a first term of 5 (five) consecutive years commencing from 1st July, 2024 upto 30th June, 2029 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. ORDINARY RESOLUTION FOR RATIFICATION OF PAYMENT OF REMUNERATION TO M/S. V J TALATI & CO., COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2025:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors M/s. V J Talati & Co., Cost Accountants, (Registration No. R00213) appointed by the Board of Directors of the Company, on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting and the same is hereby ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Thereafter, the Chairman invited the Members to ask their questions.

The names of the speakers, who had enrolled themselves to express their views were announced.

The Members expressed their views and raised various questions which inter alia were relating to the operations of the Company, subsidiaries of the Company, future plans, new products, research and development and other related matters. They also appreciated the CSR activities of the Company, quality of Annual Report, financial performance, etc. The Managing Director, Executive Director Finance & Chief Financial Officer and the Company Secretary replied to the queries raised by the Members.

The Chairman then informed the Members that M/s. Parikh & Associates, Practising Company Secretaries, Scrutinizer would submit his Consolidated Report on remote e-voting and electronic voting at this meeting within the stipulated time and he authorized Smt. Manisha Shetty, Company Secretary to publish the results of voting alongwith Scrutinizer's Report on the website of the Company, National Securities Depository Limited and also intimate to BSE Limited and National Stock Exchange of India Limited.

He thanked all Directors, Members and others for their participation and support and authorised Company Secretary to conduct the voting procedure and conclude the meeting and informed that the E-voting facility would remain open for additional 15 minutes.

Smt. Manisha Shetty, Company Secretary, proposed a vote of thanks to the Chairman, Directors and the Members. At this juncture, the Directors and attendees logged off from the meeting while the Company Secretary and the Scrutinizer continued with the meeting for further 15 minutes.

At the end of 15 minutes, the meeting was declared as concluded by the Company Secretary at 04.10 p.m.

Summary of Scrutinizer’s Report :

Result of remote e-voting and electronic voting on the items of Ordinary Business and Special Business at the 55th Annual General Meeting of the Company held on 7th August, 2024.

On the basis of consolidated Scrutinizer’s Report dated 7th August, 2024 issued by M/s. Parikh & Associates, Practising Company Secretaries for remote e-voting and electronic voting, all the resolutions for the Ordinary and Special Business as set out at Item Nos. 1 to 10 of the Notice dated 1st July, 2024 convening the 55th Annual General Meeting, have been duly passed by the Members with requisite majority. The result of e-voting are as under:

Resolution Nos. as given in the notice of the 55 th Annual General Meeting	Particulars of Votes cast				Result Declared
	Remote Voting + Electronic Voting at the AGM				
	Votes cast in favour of the resolutions		Votes cast against the resolutions		
	No.	%	No.	%	
Ordinary Business					
1. Ordinary Resolution for Adoption of the Audited Standalone 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 st March, 2024.	42,68,72,161	99.87	5,49,709	0.13	Approved by requisite majority
2. Ordinary Resolution for declaration of dividend on Equity Shares.	42,72,71,263	99.95	2,29,541	0.05	Approved by requisite majority
3. Ordinary Resolution for re-appointment of Shri A B Parekh (DIN: 00035317) as a Director, who retires by rotation.	39,74,17,433	92.97	3,00,71,575	7.03	Approved by requisite majority
4. Ordinary Resolution for re-appointment of Shri Joseph Varghese (DIN: 09770335) as a Director, who retires by rotation.	40,67,76,326	95.15	2,07,12,702	4.85	Approved by requisite majority

Special Business					
5. Ordinary Resolution for appointment of Shri Kavinder Singh (DIN: 06994031) as a Director of the Company.	40,93,63,075	95.76	1,81,25,951	4.24	Approved by requisite majority
6. Ordinary Resolution for appointment of Shri Kavinder Singh (DIN: 06994031) as Whole Time Director designated as Joint Managing Director Designate of the Company for a period of 5 (five) years, with effect from 20 th May, 2024.	40,82,91,676	95.51	1,91,95,207	4.49	Approved by requisite majority
7. Ordinary Resolution for approval for modification in terms of remuneration of Shri Sudhanshu Vats (DIN: 05234702) consequent upon change in his designation from Deputy Managing Director to Managing Director Designate effective from 1 st April, 2024.	40,07,98,204	93.76	2,66,88,679	6.24	Approved by requisite majority
8. Special Resolution for appointment of Shri Rajeev Gupta (DIN: 00241501) as a Director and Independent Director of the Company for first term of 5 (five) consecutive years commencing from 7 th May, 2024 upto 6 th May, 2029.	42,03,11,313	98.32	71,77,615	1.68	Approved by requisite majority
9. Special Resolution for appointment of Shri J S Deepak (DIN: 02194470) as a Director and Independent Director of the Company for a first term of 5 (five) consecutive years commencing from 1 st July, 2024 to 30 th June, 2029.	42,71,34,788	99.92	3,54,100	0.08	Approved by requisite majority

10. Ordinary Resolution for ratification of payment of remuneration to M/s. V J Talati & Co., Cost Auditors for the financial year ending 31 st March, 2025.	42,73,83,435	100*	3,324	0.00	Approved by requisite majority
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* Rounded off

SD/-

**MANISHA SHETTY
COMPANY SECRETARY
MUMBAI**

SD/-

**M B PAREKH
CHAIRMAN OF THE MEETING**