Pidilite

TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF PIDILITE INDUSTRIES LIMITED HELD ON 6TH SEPTEMBER, 2021

Approval of Scheme of Amalgamation of Cipy Polyurethanes Private Limited with Pidilite Industries Limited and their respective shareholders and creditors:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Mumbai Bench of the Hon'ble National Company Law Tribunal ('the Tribunal') and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunals, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal, or by any regulatory or other authorities or tribunals, while granting such consents, approvals and permissions, the Scheme of Amalgamation which provides for Amalgamation of Cipy Polyurethanes Private Limited ("Amalgamating Company") into Pidilite Industries Limited ("Amalgamated Company") with effect from 1st April 2022 ("Appointed Date"), as per the terms and conditions mentioned in the draft Scheme as presented before the meeting be and is hereby approved.

RESOLVED FURTHER THAT Mr. Ajay Parekh, Vice Chairman and Whole Time Director, Mr. Apurva Parekh, Whole Time Director, Mr. Pradip Menon, Chief Financial Officer, Mr. Sunil Burde, Vice President - Domestic Accounts and Ms. Manisha Shetty, Additional Company Secretary of the Company ("Authorised Persons") be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, or as may be deemed fit and proper.

RESOLVED FURTHER THAT the Authorised Persons be and are hereby severally authorized to take all necessary steps including but not limited to the following:

a) To prepare and sign the Scheme, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notice, documents, and the like on behalf of the Company for the purpose of giving effect to the Scheme;
b) To file and submit the Scheme, necessary petitions, affidavits, letters, documents, and the like with the Tribunal, Registrar of Companies, Regional Director, Income Tax Authorities, other Governmental Authorities and/or any other authority as may be required pursuant to the relevant provisions of applicable laws, rules and regulations;
c) To make such modifications/ alterations/ changes in the Scheme as may be suggested, prescribed, expedient or necessary for satisfying the requirement or conditions imposed by the Tribunal, Registrar of Companies, Regional Director, Income Tax Authorities, other Governmental Authorities and/or any other authority;

d) To withdraw the Scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Tribunal, and/or any other authority, are not acceptable and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;

e) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

f) To do all such acts, matters, deeds and things as may be considered necessary and expedient to obtain necessary orders from the Tribunal and to do or perform such incidental, consequential and supplemental acts as are necessary or considered appropriate to implement the Scheme.

RESOLVED FURTHER THAT any one of Mr. Ajay Parekh, Vice Chairman and Whole Time Director, Mr. Apurva Parekh, Whole Time Director, Mr. Pradip Menon, Chief Financial Officer, Mr. Sunil Burde, Vice President - Domestic Accounts and Ms. Manisha Shetty, Additional Company Secretary ("Authorised Persons") of the Company be and are hereby severally authorised to sign the certified true copy of the resolution and furnish the same to whomsoever concerned."

CERTIFIED TRUE COPY
For PIDILITE INDUSTRIES LIMITED

MANISHA SHETTY
ADDITIONAL COMPANY SECRETARY

Date: 17th December, 2021