



Pidilite Industries Limited

CIN: L24100MH1969PLC014336

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

Tel.: +91-22-268837000

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 pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022, No 11/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023 and No.9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), [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 read with relevant SEBI Circulars and Secretarial Standards on General Meetings ("SS-2") and pursuant to other applicable laws and regulations, the Resolutions appended below are proposed to be passed as Special Resolutions for approval of the Members of Pidilite Industries Limited (the Company) through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Members' consent is requested for the proposal contained in the special resolutions appended below. An explanatory statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolutions, along with instructions/procedure for Remote E-voting is annexed hereto for your consideration.

SPECIAL BUSINESS

1. APPOINTMENT OF SMT. MEENA GANESH (DIN: 00528252) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Articles of Association of the Company, 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 Smt. Meena Ganesh (DIN: 00528252), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 22nd January, 2025 in terms of Section 161 of the Act and who has submitted a declaration that she 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 under Section 160(1) of the Act from a member proposing her 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 22nd January, 2025 upto 21st January, 2030 and she 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.”

2. APPOINTMENT OF DR. VIVEK RAGHAVAN (DIN: 02672829) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Articles of Association of the Company, 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 Dr. Vivek Raghavan (DIN: 02672829), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 22nd January, 2025 in terms of Section 161 of the Act 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 under Section 160(1) of the Act from a member 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 22nd January, 2025 upto 21st January, 2030 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.”

Place: Mumbai
Date: 10th February, 2025

By Order of the Board of Directors
For Pidilite Industries Limited

Registered Office:
Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208 Nariman Point,
Mumbai -400 021 Maharashtra
Tel.: +91-22-268837000
E-mail: investor.relations@pidilite.co.in
Website: www.pidilite.com
CIN: L24100MH1969PLC014336

Manisha Shetty
Company Secretary

Notes:

1. Explanatory statement pursuant to Section 102 read with Section 110 of the Act and Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 7th February, 2025 (Cut-off Date) and whose e-mail addresses are registered with the Company/Depositories. For members who have not registered their email ids, please follow instructions given under Note No 11.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at www.pidilite.com, websites of the Stock Exchanges i.e. BSE at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com
4. Pursuant to Rule 22(5) of the Rules, the Company has appointed Shri P N Parikh, Practising Company Secretary (Membership No. FCS 327 CP No.1228) or failing him, Shri. Mitesh Dhaliwala (Membership No. FCS 8331 CP No. 9511) or failing him, Smt. Sarvari Shah (Membership No. FCS 9697 CP No. 11717) as the scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot and voting by electronic means ("**e-voting**") process in a fair and transparent manner.
5. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. Members can vote only through the Remote E-voting provided by NSDL and are requested to read the instructions on the same in serial no. 11 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 7th February, 2025 i.e. Cut-off Date, will be considered for the purpose of e-voting. Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope are not being sent to the Members.
6. The voting rights for equity shares is one vote per equity share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 7th February, 2025 i.e. Cut-off Date. A person who is not a shareholder on the relevant date should treat this Notice for information purpose only.
7. The remote e-voting period shall commence on Tuesday, 18th February, 2025 at 9.00 a.m. and would end on Wednesday, 19th March, 2025 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on 7th February, 2025 (cut-off date) may cast their vote electronically. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the Remote E-voting process not later than 5:00 p.m. (IST) on Wednesday, 19th March, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

8. The vote in this Postal Ballot cannot be exercised through proxy. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at pidilite.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before Friday, 21st March, 2025 and results alongwith report of scrutinizer will also be displayed on the website of the Company (www.pidilite.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. Wednesday, 19th March, 2025, and as if they have been passed at a general meeting of the Members.

11. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to

	e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the

	evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. 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***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 pidilite.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022 - 48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.relations@pidilite.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relations@pidilite.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

Appointment of Smt. Meena Ganesh (DIN: 00528252) as an Independent Director of the Company:

The Board of Directors at their meeting held on 22nd January, 2025, based on the recommendation of the Nomination and Remuneration Committee appointed Smt. Meena Ganesh (DIN: 00528252) as an Additional Director (Independent) of the Company for a first term of 5(five) consecutive years commencing from 22nd January, 2025 upto 21st January, 2030 and she shall not be liable to retire by rotation.

Pursuant to Regulation 17 (1C) of the Listing Regulations, Smt. Meena Ganesh shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Smt. Meena Ganesh is eligible to be appointed as an Independent Director for a first term of 5 (Five) consecutive years. The Company has received notice under Section 160 of the Act from a member proposing her candidature as an Independent Director of the Company.

Smt. Meena Ganesh is a PGDM holder from IIM Calcutta and has graduate degree in physics from the Madras University. In 2011, she was conferred the 'Distinguished Alumnus' awards by IIM Calcutta. As the Co-founder & Chairperson, Smt. Meena Ganesh leads Portea Medical, India's leading home and healthcare company, which she co-founded in July 2013. As a partner of the platform, Growthstory.in, one of India's largest entrepreneurship platforms, she is also co-promoter of nearly a dozen, new-age Internet/Technology enabled start-ups. Her career spans across organisations such as TutorVista, Pearson Education Services, Tesco Hindustan Service Centre, CustomerAsset, Microsoft India, PWC and NIIT. Presently, she also serves as an independent Member of the Board of noted Corporations including Axis Bank Limited, Pfizer Limited and Hitachi Energy India Limited.

The Company has received from Smt. Meena Ganesh (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Smt. Meena has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, she has confirmed that she has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated

that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Smt. Meena Ganesh has long experience in the business and in new age technology startups and in senior position of different companies in services business across sector. Given her exposure as independent member of Board of noted companies and her requisite skills, experience and expertise in governance, risk management etc. the Company look forward to benefiting from her diverse skill set to expand its value creation initiatives.

In the opinion of the Board, Smt. Meena Ganesh fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards as on the date of the Notice are provided in the "Annexure" to the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Smt. Meena Ganesh setting out the terms and conditions of appointment is available for inspection by the Members at the Company's registered office during normal business hours on all working days from the date of dispatch until the last date of receipt of votes by Postal Ballot/e-voting.

Except Smt. Meena Ganesh, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No. 1 of the Notice, for approval by the Members.

Item No. 2

Appointment of Dr. Vivek Raghavan (DIN: 02672829) as an Independent Director of the Company:

The Board of Directors at their meeting held on 22nd January, 2025, based on the recommendation of the Nomination and Remuneration Committee appointed Dr. Vivek Raghavan (DIN: 02672829) as an Additional Director (Independent) of the Company for a first term of 5(five) consecutive years commencing from 22nd January, 2025 upto 21st January, 2030 and he shall not be liable to retire by rotation.

Pursuant to Regulation 17 (1C) of the Listing Regulations, Dr. Vivek Raghavan shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Dr. Raghavan is eligible to be appointed as an Independent Director for a first term of 5 (Five) consecutive years. The Company has received notice under Section 160 of the Act from a member proposing his candidature as an Independent Director of the Company.

Dr. Vivek Raghavan is M.S. and Ph.D. in Electrical and Computer Engineering from Carnegie Mellon University and a B. Tech. from IIT Delhi. He is an entrepreneur and technologist, currently focused on developing Generative AI solutions for India through his venture, Sarvam AI. Dr. Vivek Raghavan has a significant background in technology, having served as the Chief Product Manager and Biometric Architect at UIDAI for Aadhaar and continues to advise them. He has contributed to various AI projects, including those for the Supreme Court of India and the National Payment Corporation of India. Additionally, he has been involved in the Data Empowerment and Protection Architecture framework and served as Chief Mentor at AI4Bharat, IIT Madras. Dr. Raghavan has also worked as a volunteer CTO for Team Indus and held senior management roles in several tech companies.

The Company has received from Dr. Vivek Raghavan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Dr. Raghavan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, he has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Dr. Vivek Raghavan is an eminent Technologist in the area of generative AI solutions and his experience in areas of data empowerment and expertise in specialised emerging functional area, are beneficial to the Company for providing differentiated service to its customer.

In the opinion of the Board, Dr. Vivek Raghavan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards as on the date of the Notice are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Dr. Raghavan setting out the terms and conditions of appointment is available for inspection by the Members at the Company's registered office during normal business hours on all working days from the date of dispatch until the last date of receipt of votes by Postal Ballot/e-voting.

Except Dr. Vivek Raghavan, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No. 2 of the Notice, for approval by the Members.

Place: Mumbai
Date: 10th February, 2025

By Order of the Board of Directors
For Pidilite Industries Limited

Registered Office:
Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208 Nariman Point,
Mumbai -400 021 Maharashtra
Tel.: +91-22-268837000
E-mail: investor.relations@pidilite.co.in
Website: www.pidilite.com
CIN: L24100MH1969PLC014336

Manisha Shetty
Company Secretary

ANNEXURE TO NOTICE

Additional Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India:

Resolution/Item No	1	2
Name of Director	Smt. Meena Ganesh	Dr. Vivek Raghavan
DIN	00528252	02672829
Date of Birth	31/08/1963	06/01/1968
Age	61 years	57 years
Qualification	PGDM from IIM Calcutta. Graduate in Physics from the Madras University.	M.S. and Ph.D. in Electrical and Computer Engineering from Carnegie Mellon University. B. Tech. from IIT Delhi.
Date of first appointment on the Board	22.01.2025	22.01.2025
Experience including Expertise in specific functional area/ brief resume	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	For details, please refer to the Explanatory Statement to the Postal Ballot Notice	For details, please refer to the Explanatory Statement to the Postal Ballot Notice
Terms and conditions of appointment	Independent Director for first term of 5(five) consecutive years commencing from 22 nd January, 2025 upto 21 st January, 2030.	Independent Director for first term of 5(five) consecutive years commencing from 22 nd January, 2025 upto 21 st January, 2030.
Remuneration last drawn	Not Applicable	Not Applicable
Remuneration proposed to be paid	As per Remuneration Policy For details, please refer to the Explanatory Statement to the Postal Ballot Notice	As per Remuneration Policy For details, please refer to the Explanatory Statement to the Postal Ballot Notice
Other Companies in which he/she is a Director excluding Directorship in Private and Section 8 Companies	1. Axis Bank Limited 2. Pfizer Limited 3. Hitachi Energy India Limited	NIL
Names of the Listed Entities from which the Director has resigned in past 3 years	1. Procter & Gamble Hygiene and Health Care Limited	NIL

Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	NIL	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he/she is a Director excluding section 8 companies and private companies.	Pfizer Limited Member: Stakeholders Relationship Committee Audit Committee Hitachi Energy India Limited Chairman: Stakeholders Relationship Committee Member: Audit Committee Axis Bank Limited Member: Audit Committee	NIL
Number of Meetings of the Board attended during the year	Not Applicable	Not Applicable
Shareholding in the Company as on 22 nd January, 2025	NIL	NIL
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None