



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 ("Listing Regulations") 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 Ordinary 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 Ordinary 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 SHRI BHARAT PURI (DIN:02173566) AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”), 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 provisions of Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Shri. Bharat Puri (DIN: 02173566), who was the Managing Director of the Company upto 9th April, 2025, 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 be and is hereby appointed as Non-Executive Non-Independent Director of the Company to hold office for a period of 3 years commencing from 10th April, 2025 to 9th April, 2028, whose period of office shall be liable for determination by retirement of Directors 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. CHANGE IN DESIGNATION OF SHRI SUDHANSHU VATS (DIN:05234702) FROM MANAGING DIRECTOR DESIGNATE TO MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in terms of the ordinary resolutions passed by the members at their 53rd Annual General Meeting held on 10th August, 2022 and in partial modification thereof in the 55th Annual General Meeting of the Company held on 7th August, 2024 and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and pursuant to the applicable provisions 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 change in designation of Shri Sudhanshu Vats from Managing Director Designate to Managing Director effective from 10th April 2025”.

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

“RESOLVED FURTHER THAT Shri Sudhanshu Vats, Managing Director be in charge of the general management of the Company within the provisions of Articles of Association of the Company.”

“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 a non-rotational Director and shall not be liable to retire by rotation during his term as the Managing Director.”

“RESOLVED FURTHER THAT all other terms and conditions including remuneration for appointment as approved by the members at the 53rd Annual General Meeting held on 10th August, 2022 and also at the 55th Annual General Meeting held on 7th August, 2024 shall remain unchanged.”

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

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.”

3. CHANGE IN DESIGNATION OF SHRI KAVINDER SINGH (DIN:06994031) FROM JOINT MANAGING DIRECTOR DESIGNATE TO JOINT MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in terms of the ordinary resolution passed by the members at the 55th Annual General Meeting of the Company held on 7th August, 2024 and in accordance with the recommendation of the Nomination and Remuneration Committee and pursuant applicable provisions 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 change in designation of Shri Kavinder Singh from Joint Managing Director Designate to Joint Managing Director effective from 10th April 2025”.

“RESOLVED FURTHER THAT Shri Kavinder Singh, Joint Managing Director 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 all other terms and conditions including remuneration for appointment as approved by the members at the 55th Annual General Meeting held on 7th August, 2024 remains unchanged.”

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

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.”

4. APPOINTMENT OF MS. JESSICA APURVA PAREKH TO THE OFFICE OR PLACE OF PROFIT:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, (**“the Act”**) read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Ms. Jessica Apurva Parekh a relative of Director, to be designated presently as Lead – Special Projects w.e.f.1st June, 2025, on payment of annual remuneration(including salary, perquisites, allowances and benefits) of Rs. 45 lakhs (Rupees Forty Five Lakhs Only) upon the terms and conditions as stated in the explanatory statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorised to finalise and decide the change in designation and revision in salary from time to time in accordance with the Company’s policies on performance measurement and appraisal and applicable provisions of the Act and Listing Regulations.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorised to do all acts, deeds, matters and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Place: Mumbai
Date: 14th April, 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, 11th April, 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 Dhabliwala (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, 11th April, 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, 11th April, 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, 22nd April, 2025 at 9.00 a.m. and would end on Wednesday, 21st May, 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 11th April, 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, 21st May, 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, 23rd May, 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, 21st May, 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.	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 use 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

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.

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 Shri Bharat Puri (DIN: 02173566) as a Non-Executive and Non-Independent Director of the Company:

Shri Bharat Puri (DIN: 02173566) has been associated with the Company since 2008 initially as non-executive Director, then as an Independent Director from 25th September, 2014 and from 10th April, 2015, he was appointed as the Managing Director of the Company for a period of 5 years and was re-appointed for a further period of 5 years upto 9th April, 2025.

Shri. Bharat Puri has played a pivotal role in Pidilite's growth and global expansion strategy. The Company has made substantial progress and created significant shareholder value during his term. He strengthened the Company's adhesive and sealant portfolio through strategic acquisitions and partnerships. Under his leadership, Pidilite explored new growth segments and introduced cutting-edge technologies, driving the company's innovation agenda forward.

The Board of Directors at their meeting held on 1st April, 2025, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri Bharat Puri as Non-Executive and Non-Independent Director of the Company for a term of 3 years commencing from 10th April, 2025 to 9th April, 2028 and he shall be liable to retire by rotation.

Considering his vast knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors are of the opinion that for a smooth and efficient transition, it would be in the interest of the Company to continue to avail the services of Shri Puri as Non-Executive and Non-Independent Director.

Shri Puri, aged 64 years, is a graduate in Commerce and has completed his Post Graduate Diploma in Business Administration from the Indian Institute of Management, Ahmedabad. He has vast experience of over 42 years in the field of Sales, Marketing and General Management in leading FMCG Companies viz. Asian Paints, Cadbury, Kraft Foods and Mondelez International, both in India and abroad. In accordance with the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a brief profile of Shri Puri is given as an annexure to this Notice and forms part of this explanatory statement. He shall be paid remuneration by way of fees 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.

All benefits accrued and due to him as was approved by the members at the 51st Annual General Meeting held on 10th September, 2020 and as has been applicable, during his tenure up to the last date as Managing Director, will be paid to him as per the Company's policy. The ESOP's granted to him during his tenure, as per the ESOP scheme, shall vest on the due dates and shall be exercised by him, within the exercise period.

Shri Bharat Puri is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by any such authority and has given his consent for the said appointment.

Except, Shri. Bharat Puri, 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.

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

Item No. 2

Change in Designation of Shri Sudhanshu Vats (DIN:05234702) from Managing Director Designate to Managing Director of the Company:

Shri Sudhanshu Vats was appointed as Deputy Managing Director of the Company, by the members at the 53rd AGM held on 10th August, 2022 for a period of 5 (five) years from 18th May, 2022 upto 17th May, 2027. Further, the members at 55th AGM held on 7th August, 2024 approved the modification in the terms of remuneration consequent to the change in designation of Shri Sudhanshu Vats from Deputy Managing Director to Managing Director Designate.

Now, the Board of Directors as recommended by the Nomination and Remuneration Committee in their meeting held on 1st April, 2025, approved the change in designation of Shri Sudhanshu Vats from Managing Director Designate to Managing Director w.e.f. 10th April, 2025 for the remaining period of 5 years term upto 17th May, 2027. Shri. Sudhanshu Vats will not be liable to retire by rotation.

Shri. Sudhanshu Vats is a fit and proper person for the post of Managing Director. The terms and conditions of his appointment are fair and reasonable, as approved by the members in their meeting held on 7th August, 2024, which remains unchanged. It would be in the interest of the Company to continue to avail the services of Shri. Sudhanshu Vats as a Managing Director.

The above may be treated as written memorandum setting out the terms of appointment of Shri. Sudhanshu Vats under Section 190 of the Act.

The Members approval is required for the above under Schedule V and other applicable provisions of the Companies Act, 2013.

Except, Shri. Sudhanshu Vats, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned (financially or otherwise), in this resolution.

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

Item No. 3

Change in Designation of Shri Kavinder Singh (DIN:06994031) from Joint Managing Director Designate to Joint Managing Director of the Company:

Shri Kavinder Singh was appointed as Joint Managing Director Designate of the Company, by the members at the 55th AGM held on 7th August, 2024 for a period of 5 (five) years from 20th May, 2024 upto 19th May, 2029.

Now, the Board of Directors as recommended by the Nomination and Remuneration Committee in their meeting held on 1st April, 2025, approved the change in designation of Shri Kavinder Singh from Joint Managing Director Designate to Joint Managing Director w.e.f. 10th April, 2025 for the remaining period of 5 years term upto 19th May, 2029.

Shri. Kavinder Singh is a fit and proper person for the post of Joint Managing Director. The terms and conditions of his appointment are fair and reasonable, as approved by the members in their meeting held on 7th August, 2024, which remains unchanged. It would be in the interest of the Company to continue to avail the services of Shri. Kavinder Singh as a Joint Managing Director.

The above may be treated as written memorandum setting out the terms of appointment of Shri. Kavinder Singh under Section 190 of the Act.

The Members approval is required for the above under Schedule V and other applicable provisions of the Companies Act, 2013.

Except, Shri. Kavinder Singh, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned (financially or otherwise), in this resolution.

The Board recommends the Ordinary Resolution, as set out in Item No. 3 of the Notice, for approval by the Members.

Item No 4

Appointment of Ms. Jessica Apurva Parekh to the Office or Place of Profit:

The provisions of Section 188(1)(f) of the Companies Act, 2013 (**"the Act"**), govern the related party/ies appointment to any office or place of profit in the Company, and the Company is required to seek approval of shareholders by way of an Ordinary Resolution, when proposed remuneration exceeds the thresholds provided in Rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of the Company on the recommendation of the Audit Committee, at its meeting held on 1st April, 2025 had approved the appointment of Ms. Jessica Apurva Parekh, relative of Shri. A. N. Parekh, Executive Vice Chairman of the Company, presently to be designated as Lead – Special Projects of the Company, w.e.f. 1st June, 2025, on such terms and conditions as may be applicable as per the policies of the Company to the grade of her appointment including payment of annual remuneration (including salary, perquisites, allowances and benefits) of Rs. 45 lakhs (Rupees Forty Five Lakhs Only) and she shall be entitled to periodic increments from time to time.

Given below is a statement of disclosures as required under Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules 2014:

a. Name of the Related Party: Ms. Jessica Apurva Parekh

b. Name of the Directors or Key Managerial Personnel who is related: Shri. Apurva N Parekh

c. Nature of relationship: Ms. Jessica Apurva Parekh is relative of Shri. Apurva N Parekh, Executive Vice Chairman of the Company.

d. Nature, material terms, monetary value and particulars of the contract or arrangement: In the proposed arrangement, Ms. Jessica Apurva Parekh shall be paid an annual remuneration (including salary, perquisites, allowances and benefits) of Rs. 45 lakhs. and she shall be entitled to periodic increments from time to time. Her present appointment is not in the category of Senior Management Personnel.

e. Any other information relevant or important for the Members to take a decision on the proposed resolution:

Ms. Jessica Apurva Parekh has obtained her Bachelor's Degree in Global History and Marketing Communications in 2021 and subsequently Master's Degree in Integrated Marketing Communications, both from Northwestern University, Chicago. She has earlier worked with Dyson Inc., Chicago as Marketing Project Specialist - Retail Media. She shall be holding an office or place of profit under Section 188(1)(f) of the Act. Her proposed appointment and remuneration will commensurate with her qualifications and responsibilities assigned. She shall be entitled to periodic increments as per the general industry practice and in accordance with the Company's policy on performance measurement and appraisal, and applicable provisions of the Act and Listing Regulations. It would be in the interest of the Company to avail services of Ms. Jessica Apurva Parekh.

Shri. A. N. Parekh, Executive Vice Chairman of the Company being relative of Ms. Jessica Apurva Parekh is interested in this resolution. Relatives of Shri A. N. Parekh who are members of the Company shall also be deemed to be interested. None of the other Directors or Key Managerial Personnel (KMPs) or their relatives are interested in or concerned (financially or otherwise), in this resolution.

The Board recommends the Ordinary Resolution, as set out at Item No. 4 of the Notice, for approval by the Members.

Place: Mumbai
Date: 14th April, 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
Name of Director	Shri Bharat Puri
DIN	02173566
Date of Birth	14/06/1961
Age	64 years
Qualification	Graduate in Commerce and has completed his Post Graduate Diploma in Business Administration from the Indian Institute of Management, Ahmedabad
Date of first appointment on the Board	28/05/2008
Experience including Expertise in specific functional area/ brief resume	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	NA
Terms and conditions of appointment	Non-Executive Non-Independent Director liable to retire by rotation.
Remuneration last drawn	As approved by the members at the Annual General Meeting held on 10 th September, 2020.
Remuneration proposed to be paid	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. Tata Consumer Products Limited 2. Tata Motors Limited 3. ICA Pidilite Private Limited
Names of the Listed Entities from which the Director has resigned in past 3 years	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	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.	Tata Consumer Products Limited Member: Audit Committee Tata Motors Limited Member: Audit Committee
Number of Meetings of the Board attended during the year (2024-2025)	6
Shareholding in the Company as on 1 st April, 2025	6,55,000
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None