

5th June, 2025

The Secretary
BSE Ltd.
Corporate Relationship Dept.,
14th Floor, P. J. Tower.
Dalai 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: Minutes of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the proceedings of Postal Ballot of the Company.

You are requested to kindly take the same on your record

Thanking You,

Yours faithfully

For Pidilite Industries Limited

Manisha Shetty
Company Secretary

Encl. as above

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Regent Chambers, 7th Floor
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208 Nariman Point
Mumbai 400 021

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Minutes of the Postal Ballot through Remote E-voting for the Resolutions passed by the members of Pidilite Industries Limited on 21st May, 2025, as set out in Postal Ballot Notice dated 14th April, 2025

Date of entry in minutes book: 04.06.2025

The Board of Directors of the Company ("Board") at its meeting held on 1st April, 2025 approved the proposal to conduct a postal ballot ("Postal Ballot") by remote e-voting process ("Remote E-voting") 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, the 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") to seek consent of the Members on the following four ordinary resolutions:

1. Appointment of Shri Bharat Puri (DIN:02173566) as a Non-Executive and Non-Independent Director of the Company.
2. Change in Designation of Shri Sudhanshu Vats (DIN:05234702) from Managing Director Designate to Managing Director of the Company.
3. Change in Designation of Shri Kavinder Singh (DIN:06994031) from Joint Managing Director Designate to Joint Managing Director of the Company.
4. Appointment of Ms. Jessica Apurva Parekh to the office or place of profit.

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- a. Shri P N Parikh, Practicing Company Secretary or failing him, Shri Mitesh Dhabliwala, Practicing Company Secretary or failing him, Smt. Sarvari Shah, Practicing Company Secretary were appointed as scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner;
- b. The Company availed the services of National Securities Depository Limited ("NSDL") for providing Remote E-voting facility to the Members;
- c. A newspaper advertisement as required under the Act and the MCA Circulars was published on 21st April, 2025 in English and Marathi editions of Business Standard and Sakal, respectively;
- d. The Remote E-voting period commenced at 9.00 a.m. (IST) on Tuesday, 22nd April, 2025 and ended at 5.00 p.m. (IST) on Wednesday, 21st May, 2025.

Pursuant to the MCA Circulars, the Company completed circulation of Notice along with explanatory statement via electronic mode on 21st April, 2025 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 11th April, 2025 (cut-off date) and whose e-mail addresses were registered with the Company/Depository Participant/ Registrar and Share Transfer Agent of the Company.

The Members were required to communicate their assent or dissent only through Remote E-Voting system in terms of the aforesaid MCA Circulars.

The Members holding shares as on the Cut-off Date i.e. 11th April, 2025 were only entitled to vote on the resolutions.

The register in accordance with the Act was maintained electronically to record the assent or dissent received.

Based on the Scrutinizer’s Report dated 22nd May, 2025, all the four ordinary resolutions as set out in the Notice of the Postal Ballot dated 14th April, 2025 were passed with the requisite majority.

The summarized details of text of the ordinary resolutions passed and details of voting as per Scrutinizer’s report are as under:

1. **Ordinary Resolution for appointment of Shri Bharat Puri (DIN:02173566) as a Non-Executive and Non-Independent Director of the Company:**

“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.”

The result of Remote E-Voting was as under:

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	Remote E-Voting						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
Special Business							
Ordinary Resolution for appointment of Shri Bharat Puri (DIN:02173566) as a Non-Executive and Non-Independent Director of the Company.	34,79,65,441	92.1482	2,96,49,486	7.8518	0	0	Approved by requisite majority

2. Ordinary Resolution for change in designation of Shri Sudhanshu Vats (DIN:05234702) from Managing Director Designate to Managing Director of the Company:

“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.”

The result of Remote E-Voting was as under:

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	Remote E-Voting						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
Special Business							
Ordinary Resolution for Change in Designation of Shri Sudhanshu Vats (DIN:05234702) from Managing Director Designate to Managing Director of the Company.	37,69,12,263	99.8482	5,73,001	0.1518	0	0	Approved by requisite majority

3. Ordinary Resolution for change in designation of Shri Kavinder Singh (DIN:06994031) from Joint Managing Director Designate to Joint Managing Director of the Company:

“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.”

The result of Remote E-Voting was as under:

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	Remote E-Voting						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
Special Business							
Ordinary Resolution for change in designation of Shri Kavinder Singh (DIN:06994031) from Joint Managing Director Designate to Joint Managing Director of the Company.	37,67,64,302	99.8388	6,08,460	0.1612	0	0	Approved by requisite majority

4. Ordinary Resolution for appointment of Ms. Jessica Apurva Parekh to the office or place of profit:

“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.”

The result of Remote E-Voting was as under:

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	Remote E-Voting						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
Special Business							
Ordinary Resolution for appointment of Ms. Jessica Apurva Parekh to the office or place of profit.	31,53,89,772	87.5518	4,48,42,532	12.4482	0	0	Approved by requisite majority

Accordingly, the above-mentioned four Ordinary Resolutions, as set out in the Postal Ballot Notice dated 14th April, 2025, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 21st May, 2025.

Sd/-
MANISHA SHETTY
COMPANY SECRETARY

Sd/-
M B PAREKH
CHAIRMAN

Date: 05.06.2025

Place: Mumbai