

24<sup>th</sup> May, 2023

The Secretary  
BSE Ltd.  
Corporate Relationship Dept.,  
14<sup>th</sup> 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/Madam,

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015  
("SEBI Listing Regulations")**

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the postal ballot notice along with the explanatory statement ("Postal Ballot Notice"), seeking approval of the Members of the Company on the following Special Resolution:

- a. Approval for re-appointment of Shri Piyush Pandey (DIN: 00114673) as an Independent Director of the Company.

Pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("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. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circulars No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 No.3/2022 dated May 5, 2022 and No 11/2022 dated 28<sup>th</sup> December 2022 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 SEBI Listing Regulations, the Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered and names appear in the Register of Members/List of Beneficial Owners as on **Friday, 19<sup>th</sup> May, 2023** (Cut-off Date). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

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

**Pidilite Industries Limited**  
**Corporate Office**  
Ramkrishna Mandir Road  
Andheri - E, Mumbai 400059, India

T + 91 22 2835 7000  
2835 7952 / 2835 7365  
F +91 22 2830 4482  
www.pidilite.com  
CIN:L24100MH1969PLC014336

Members who have not registered their email address with the Company/Depositories are requested to register the same in respect of shares held in demat mode with the concerned Depository Participant and in respect of shares held in physical mode, by writing to TSR Consultants Private Limited, the Registrar and Transfer Agent of the Company, at their address C - 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 or at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in)

The Company has engaged the services of National Services Depository Limited for providing remote e-voting facility to the Members. The remote e-voting will commence on **Thursday, 25<sup>th</sup> May, 2023** from **9:00 a.m. (IST)** and shall end on **Friday, 23<sup>rd</sup> June, 2023** at **5.00 p.m. (IST)**. The instructions for remote e-voting are provided in the Notice. The results of postal ballot will be declared by the Company **on or before Saturday, 24<sup>th</sup> June, 2023**.

The Notice is also being made available on the website of the Company at <https://pidilite.com/investors/listing-information/> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take the above on records.

Thanking You,

Yours faithfully  
**For Pidilite Industries Limited**

**Manisha Shetty**  
**Company Secretary**

**Encl. as above**

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

**Pidilite Industries Limited**  
**Corporate Office**  
Ramkrishna Mandir Road  
Andheri - E, Mumbai 400059, India  
**T + 91 22 2835 7000**  
**2835 7952 / 2835 7365**  
**F +91 22 2830 4482**  
[www.pidilite.com](http://www.pidilite.com)  
CIN:L24100MH1969PLC014336



## Pidilite Industries Limited

CIN: L24100MH1969PLC014336

**Registered Office:** Regent Chambers, 7<sup>th</sup> Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai - 400021

**Tel.:** +91-22-28357000

**E-mail:** [investor.relations@pidilite.co.in](mailto:investor.relations@pidilite.co.in) **Website:** [www.pidilite.com](http://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 ("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. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circulars No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 No.3/2022 dated May 5, 2022 and No 11/2022 dated 28<sup>th</sup> December 2022 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 and pursuant to other applicable laws and regulations, the Resolution appended below is proposed to be passed as Special Resolution 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 resolution appended below. An explanatory statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolution, along with instructions/procedure for Remote E-voting is annexed hereto for your consideration.

#### SPECIAL BUSINESS

**1. Approval for re-appointment of Shri Piyush Pandey (DIN 00114673) 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 (Act) (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and pursuant to the recommendation by Nomination and Remuneration Committee, and Board of Directors, Shri Piyush Pandey (DIN: 00114673), who was appointed as an Independent Director of the Company for five consecutive years upto 10<sup>th</sup> April, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the

SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years commencing from 11<sup>th</sup> April, 2023 upto 10<sup>th</sup> April, 2028 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 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: 8<sup>th</sup> May, 2023

By Order of the Board of Directors  
For Pidilite Industries Limited

Registered Office:  
Regent Chambers, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg,  
208 Nariman Point,  
Mumbai -400 021 Maharashtra  
Tel.: +91-22-28357000  
E-mail: [investor.relations@pidilite.co.in](mailto:investor.relations@pidilite.co.in)  
Website: [www.pidilite.com](http://www.pidilite.com)  
CIN: L24100MH1969PLC014336

Manisha Shetty  
Company Secretary

## Notes:

1. Explanatory statement pursuant to Sections 102 and 110 of the Act 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. 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, 19<sup>th</sup> May, 2023 (Cut-off Date) and whose e-mail addresses are registered with the Company/Depositories.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at [www.pidilite.com](http://www.pidilite.com), websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com), and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
4. Pursuant to Rule 22(5) of the Rules, the Company has appointed Shri M M Sheth (FCS No. 1455 and CP No. 729), Practicing Company Secretary or failing him, Smt. Ami M. Sheth (ACS No. 24127 and CP No. 13976), Practicing Company Secretary 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, 19<sup>th</sup> May, 2023 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, 19<sup>th</sup> May, 2023 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 Thursday, 25<sup>th</sup> May, 2023 at 9.00 a.m. and would end on Friday, 23<sup>rd</sup> June, 2023 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 19<sup>th</sup> May, 2023 (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 Friday, 23<sup>rd</sup> June, 2023 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 [shethmm\\_cs@yahoo.co.in](mailto:shethmm_cs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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 Saturday, 24<sup>th</sup> June, 2023 and will also be displayed on the website of the Company ([www.pidilite.com](http://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. Friday, 23<sup>rd</sup> June, 2023, and as if they have been passed at a general meeting of the Members.

## 11. Voting through electronic means

I. The details of the process and manner for remote e-voting are explained herein below:

### 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.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-</li></ol>

Voting website of NSDL for casting your vote during the remote e-Voting period.

4. 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**



Individual Shareholders holding securities in demat mode with CDSL

1. 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. 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](http://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](http://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.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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. Now, you will have to click on "Login" button.

9. 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 shethmm\_cs@yahoo.co.in with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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](mailto: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](mailto: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.co.in](mailto:evoting@nsdl.co.in) 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 PURSUANT TO SECTION(S) 102 AND 110 OF THE COMPANIES ACT, 2013

### Item No. 1

#### **Approval for re-appointment of Shri Piyush Pandey (DIN 00114673) as an Independent Director of the Company:**

Members at the 49<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> August 2018 had appointed Shri Piyush Pandey (DIN: 00114673) as an Independent Director of the Company for 5 consecutive years upto conclusion of 54<sup>th</sup> AGM and he holds office as an Independent Director upto 10<sup>th</sup> April, 2023.

Shri Pandey has been associated with the Company since 2018. Considering his expertise and rich experience and his valuable contributions to the Company, the Nomination and Remuneration Committee and the Board, at their meetings held on 24<sup>th</sup> January, 2023, have recommended the re-appointment of Shri Pandey as an Independent Director for a second term from 11<sup>th</sup> April, 2023 upto 10<sup>th</sup> April, 2028.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Shri Pandey would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Piyush Pandey as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from 11<sup>th</sup> April, 2023 upto 10<sup>th</sup> April, 2028.

The Company has received from Shri Pandey (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 SEBI Listing Regulations. Shri Pandey 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.

Shri Pandey is a post-graduate from St Stephen's College, Delhi. He is the Chief Creative Officer Worldwide and Executive Chairman of Ogilvy & Mather Pvt. Ltd. In 2016, he was honoured with the 'Padma Shri'. He was the first Asian to chair the Cannes Jury in 2004. He was awarded the lifetime achievement award by Clio, New York in 2012 and by the AAAI in India in 2010. Shri. Piyush Pandey has been a brand ambassador for Indian advertising at many international and India forums. Shri. Pandey is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of sales and marketing, advertising and general management. The Company regularly obtains services from Ogilvy and Mather Pvt. Ltd., in which Shri Pandey, Independent Director of the Company, is a Whole-Time Director. Brief profile of Shri. Pandey as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

In the opinion of the Board, Shri Pandey fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Details of Shri Pandey 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 Shri Pandey 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 Shri Pandey, 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.

Place: Mumbai  
Date: 8<sup>th</sup> May, 2023

By Order of the Board of Directors  
For Pidilite Industries Limited

Registered Office:  
Regent Chambers, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg,  
208 Nariman Point,  
Mumbai -400 021 Maharashtra  
Tel.: +91-22-28357000  
E-mail: [investor.relations@pidilite.co.in](mailto:investor.relations@pidilite.co.in)  
Website: [www.pidilite.com](http://www.pidilite.com)  
CIN: L24100MH1969PLC014336

Manisha Shetty  
Company Secretary

**Additional Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Resolution/Item No	1
<b>Name of Director</b>	<b>Shri Piyush Pandey</b>
Age	68
Qualification	Post-Graduate
Date of first appointment on the Board	11.04.2018
Experience including Expertise in specific functional area/ brief resume	For details, pls. refer to the Explanatory Statement to the Postal Ballot Notice
Terms and conditions of appointment	Independent Director for second term of 5 (Five) consecutive years commencing from 11 <sup>th</sup> April, 2023 up to 10 <sup>th</sup> April, 2028
Remuneration last drawn	Rs. 28,00,000/-
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 is a Director excluding Directorship in Private and Section 8 Companies	NIL
Other Companies in which he ceased to be Director in the last 3 years	M/s Zee Entertainment Enterprises Limited M/s D.B. CORP LIMITED
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 is a Director	NIL
Number of Meetings of the Board attended during the year	4 Board meetings attended for the FY 2022-2023. 1 Board meeting attended for the FY 2023-2024.
Shareholding in the Company as on 8 <sup>th</sup> May, 2023	NIL
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None