



22nd March, 2024

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
Jamnalal Bajaj Marg
208 Nariman Point
Mumbai 400 021

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Minutes of the Postal Ballot through Remote E-voting for the Special Resolution passed by the members of Pidilite Industries Limited on 13th March, 2024, as set out in Postal Ballot Notice dated 23rd January, 2024

Date of entry in minutes book: 21-03-2024

The Board of Directors of the Company ("Board") at its meeting held on 23rd January, 2024 approved the proposal to conduct a postal ballot ("Postal Ballot") by remote e-voting process ("Remote E-voting") pursuant to Sections 108 and 110 of the Companies Act, 2013 ("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 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") to seek consent of the Members by way of Special resolution for approval for appointment of Shri Murali Sivaraman (DIN: 01461231) as an Independent Director of the Company.

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 Dhaliwala, 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 12th February, 2024 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, 13th February, 2024 and ended at 5.00 p.m. (IST) on Wednesday, 13th March, 2024.

Pursuant to the MCA Circulars, the Company completed circulation of Notice along with explanatory statement via electronic mode on 12th February, 2024 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 2nd February, 2024 (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. 2nd February, 2024 were only entitled to vote on the resolution.

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

Based on the Scrutinizer's Report dated 14th March, 2024, the special resolution as set out in the Notice of the Postal Ballot dated 23rd January, 2024 was passed with the requisite majority.

The summarized details of text of the special resolution passed and details of voting as per Scrutinizer's report are as under:

1. Special Resolution for Appointment of Mr. Murali Sivaraman (DIN: 01461231) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Mr. Murali Sivaraman (DIN: 01461231), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 23rd January, 2024 in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of a Director, as an Independent Director of the Company to hold office for a first term of 5 (Five) consecutive years commencing from 23rd January, 2024 upto 22nd January, 2029 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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 | | | | | | | |
| Special Resolution for Appointment of Mr. Murali Sivaraman (DIN: 01461231) as an Independent Director of the Company. | 42,23,08,880 | 98.38 | 69,61,634 | 1.62 | 0 | 0 | Approved by requisite majority |

Accordingly, the above-mentioned Special Resolution, as set out in the Postal Ballot Notice dated 23rd January, 2024, was duly approved through Postal Ballot by the Members of the Company with the requisite majority on 13th March, 2024.

**SD/-
MANISHA SHETTY
COMPANY SECRETARY
MUMBAI**

**SD/-
M B PAREKH
CHAIRMAN**

Date: 22.03.2024