



13<sup>th</sup> July, 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,

**Sub: Minutes of Postal Ballot**  
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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

**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

Minutes of the Postal Ballot through Remote E-voting for the Special Resolution passed by the members of Pidilite Industries Limited on 23<sup>rd</sup> June, 2023, as set out in Postal Ballot Notice dated 8<sup>th</sup> May, 2023

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Date of entry in minutes book: 11-07-2023

The Board of Directors of the Company ("Board") at its meeting held on 8<sup>th</sup> May, 2023 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 read with the 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 December 28, 2022 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 re-appointment of Shri Piyush Pandey (DIN:00114673 ) 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 M M Sheth, Practicing Company Secretary or failing him, Smt. Ami M. Sheth, 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 24<sup>th</sup> May, 2023 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 Thursday, 25<sup>th</sup> May, 2023 and ended at 5.00 p.m. (IST) on Friday, 23<sup>rd</sup> June, 2023.

Pursuant to the MCA Circulars, the Company completed circulation of Notice along with explanatory statement via electronic mode on 24<sup>th</sup> May, 2023 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 19<sup>th</sup> May, 2023 (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. 19<sup>th</sup> May, 2023 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 23<sup>rd</sup> June, 2023, a special resolution as set out in the Notice of the Postal Ballot dated 8<sup>th</sup> May, 2023 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 approval for re-appointment of Shri Piyush Pandey (DIN:00114673) as an Independent Director of the Company.

“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.”

**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.	%	
<b>Special Business</b>							
Special Resolution for approval for re-appointment of Shri Piyush Pandey (DIN 00114673) as an Independent Director of the Company.	36,56,73,902	85.17	6,36,82,921	14.83	0	0	Approved by requisite majority

Accordingly, the above-mentioned Special Resolution, as set out in the Postal Ballot Notice dated 8<sup>th</sup> May, 2023, was duly approved through Postal Ballot by the Members of the Company with the requisite majority on 23<sup>rd</sup> June, 2023.

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

**SD/-  
M B PAREKH  
CHAIRMAN**

**Date: 13-07-2023**