



3<sup>rd</sup> October, 2025

The Secretary  
BSE Ltd.  
Corporate Relationship Dept.,  
14<sup>th</sup> floor, P. J. Tower,  
Dalal 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

**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

Minutes of the Postal Ballot through Remote E-voting for the Resolutions passed by the members of Pidilite Industries Limited on 11<sup>th</sup> September, 2025, as set out in Postal Ballot Notice dated 11<sup>th</sup> August, 2025

---

Date of entry in minutes book: 01.10.2025

The Board of Directors of the Company ("Board") at its meeting held on 6<sup>th</sup> August, 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, read with other relevant circulars including General Circular No.9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") 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") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, including any statutory modifications or re-enactment thereof for the time being in force to seek consent of the members on the following resolutions:

1. Special resolution for appointment of Shri Sandeep Kataria (DIN: 05183714) as an Independent Director of the Company.
2. Ordinary resolution for increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.
3. Ordinary resolution for approval for issue of Bonus equity shares to the members 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 13<sup>th</sup> August, 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 Wednesday, 13<sup>th</sup> August, 2025 and ended at 5.00 p.m. (IST) on Thursday, 11<sup>th</sup> September, 2025.

Pursuant to the MCA Circulars, the Company completed circulation of Notice along with explanatory statement via electronic mode on 12<sup>th</sup> August, 2025 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 8<sup>th</sup> August, 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. 8<sup>th</sup> August, 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 12<sup>th</sup> September, 2025, all the three resolutions as set out in the Notice of the Postal Ballot dated 11<sup>th</sup> August, 2025 were passed with the requisite majority.

The summarized details of text of one special resolution and two ordinary resolutions passed and details of voting as per Scrutinizer's report are as under:

1. Special resolution for appointment of Shri Sandeep Kataria (DIN: 05183714) 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 (the Act) and the Rules made thereunder (including any statutory modification(s), or reenactment 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 Shri Sandeep Kataria (DIN: 05183714), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 30<sup>th</sup> August, 2025 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 30<sup>th</sup> August, 2025 upto 29<sup>th</sup> August, 2030 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and 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.	%	
<b>Special Business</b>							
Special resolution for appointment of Shri Sandeep Kataria (DIN: 05183714) as an Independent Director of the Company.	40,52,25,447	99.8415	6,43,307	0.1585	0	0	Approved by requisite majority

2. Ordinary resolution for increase in the authorized share capital and consequent alteration to the Capital Clause of the Memorandum of Association:

“RESOLVED THAT pursuant to Sections 13, 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and Rules made thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 99,00,00,000 (Rupees Ninety Nine crores) divided into 99,00,00,000 (Ninety Nine crores) Equity Shares of Re. 1 (Rupee One only) each, to Rs.1,25,00,00,000 (Rupees One Hundred and Twenty Five Crores only) divided into 1,25,00,00,000 (One Hundred and Twenty Five Crores only) Equity Shares of Re. 1 (Rupee One only) each by creation of additional 26,00,00,000 (Twenty Six crores) Equity Shares of Re. 1 (Rupee One only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new clause V:

V. The Authorised Share Capital of the Company is Rs. 1,25,00,00,000 (Rupees One Hundred and Twenty Five Crores) divided into 1,25,00,00,000 (One Hundred and Twenty Five Crore) Equity Shares of Re.1 (Rupee One) each with power to increase or reduce, divide or alter and repay the capital or any portion thereof at any time and that the shares in the capital whether original or increased may be divided into different classes with privileges and conditions in accordance with the Articles of Association of the Company and the legislative provision for the time being in force in this behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers

conferred under this resolution) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**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>							
Ordinary resolution for increase in the authorized share capital and consequent alteration to the Capital Clause of the Memorandum of Association.	39,67,82,958	97.7610	90,87,291	2.2390	0	0	Approved by requisite majority

3. Ordinary resolution for approval for issuance of bonus equity shares to the Members of the Company:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Foreign Exchange Management Act, 1999 ("FEMA") [including any statutory modification(s) or re-enactment(s) of the Act, Rules, SEBI ICDR, SEBI LODR and FEMA for the time being in force] and other applicable regulations, rules and guidelines issued, from time to time, by Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from the concerned authorities, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 51 (Fifty One) crores out of securities premium account of the Company, as per the audited financial statements for the year ended 31<sup>st</sup> March 2025, for the purpose of issue and allotment of bonus equity shares of Re. 1 (Rupee one only) each, and issue such bonus equity shares to the eligible members of the Company holding fully paid-up equity shares of the Company whose names appear in the Register of Members/Beneficial Owners as on the 'Record Date', as may be determined by the Board for this purpose,

in the ratio of one (1) new bonus equity share for every one (1) existing fully paid-up equity share held by the members and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such member and not as an income of the members.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company as on the Record Date.

RESOLVED FURTHER THAT consequent to the issue of bonus equity shares, the Board or the Nomination and Remuneration Committee of the Board be and is hereby authorised to make appropriate adjustment with respect to exercise price and / or number of shares to be issued against stock options and number of stock options vested/ to be vested on the employees of the Company / its subsidiary companies under the existing Employee Stock Option Plan 2016 of the Company.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall be credited only in dematerialised form to the beneficiary accounts of the members with their respective Depository Participant(s), and in the case of members who hold equity shares in physical form, the bonus equity shares so allotted shall be credited to a new separate demat suspense escrow account until such bonus equity shares are credited by the Company in dematerialised form to the beneficiary accounts of such members with their respective Depository Participant(s), subject to the Act, SEBI LODR, SEBI ICDR or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard, and the voting rights of such bonus equity shares held in the demat suspense escrow account shall remain frozen.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent that they relate to Non-Resident Indians ("NRIs"), Overseas Corporate Bodies ("OCBs"), Foreign Institutional Investors ("FIIs") and other Foreign Investors, shall be subject to the approval of RBI and/or any other regulatory authority, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are listed, as per the provisions of the SEBI LODR and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**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>							
Ordinary resolution for approval for issuance of bonus equity shares to the Members of the Company.	39,70,00,423	97.8144	88,70,547	2.1856	0	0	Approved by requisite majority

Accordingly, the above-mentioned one Special and two Ordinary Resolutions, as set out in the Postal Ballot Notice dated 11<sup>th</sup> August, 2025, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 11<sup>th</sup> September, 2025.

**Sd/-**  
**MANISHA SHETTY**  
**COMPANY SECRETARY**

**Sd/-**  
**M B PAREKH**  
**CHAIRMAN**

**Date: 03.10.2025**

**Place: Mumbai**