

Date: 5th January, 2017

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Stock Code - 500331

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

Sub: **Quarterly Compliance Report on Corporate Governance**

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2016.

Kindly take the same on your record.

Yours faithfully,
For PIDILITE INDUSTRIES LIMITED


SECRETARY

Encl:a/a



Pidilite Industries Limited

Corporate Office
Ramkrishna Mandir Road
Andheri - E, Mumbai 400059, India

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

T + 91 22 2835 7000
F + 91 22 2835 7852
www.pidilite.com
CIN : L24100MH1969PLC014336

CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: Pidilite Industries Limited
2. Quarter ending: 31st December, 2016

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN ⁵	DIN	Category (Chairperson/ Executive/ Non-Executive/Independent/Non minee) ^{&}	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity @ (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Bharat Tilakraj Puri	AALPP0839P	02173566	Executive Director	10/04/2015		1	-	-
Mr.	Madhukar Balvantray Parekh *	AADPP2343Q	00180955	Executive-Director /Chairman	10/04/2015 *		3	2	-
Mr.	Ajay Balvantray Parekh	AAGPP0078H	00035317	Executive Director	01/08/2013		1	1	-
Mr.	Apurva Narendra kumar Parekh	AACPP8698P	00111366	Executive Director	01/07/2015		1	-	-
Mr.	Narendra kumar Kalyanji Parekh	AADPP2256N	00111518	Non-Executive Director/ Vice Chairman	01/04/2015		2	2	-
Mr.	Sabyaschi Patnaik	ACSPP0803G	07183784	Executive Director	19/05/2015		1	-	-
Mr.	Sanjeev Aga	AAAPA2497D	00022065	Non-Executive-Independent Director	01/09/2015	5 Years	6	6	1
Mr.	Bansidhar Sunderlai Mehta **	AADPM4552A	00035019	Non-Executive-Independent Director	25/09/2014	5 Years	7**	9	3

AP

Pidilite Industries Limited

Corporate Office
Ramkrishna Mandir Road
Andheri - E, Mumbai 400059, India

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

T + 91 22 2835 7000
F + 91 22 2835 7852
www.pidilite.com
CIN : L24100MH1969PLCO14336

Mr.	Ranjan Mohanlal Kapur	AAEPK4035H	00035113	Non-Executive-Independent Director	25/09/2014	5 Years	2	2	1
Mr.	Uday Chander Khanna	AFEPK7061E	00079129	Non-Executive-Independent Director	25/09/2014	5 Years	5	7	3
Mr.	Vinod Kumar Dasari	AGLPD2543G	00345657	Non-Executive-Independent Director	02/09/2016	5 Years	2	1	1
Ms.	Meera Shankar	BCIPS4161H	06374957	Non-Executive-Independent Director	25/09/2014	5 Years	4	2	0

* Mr Madhukar Balvantray Parekh was appointed by Shareholders as Managing Director for five years from 01.08.2013. Subsequently, he resigned as Managing Director and Board has appointed him as Executive Director w.e.f. 10.04.2015.

** Mr. Bansidhar Sunderlal Mehta is an Independent Director in 7 listed entities as per Regulation 25(1). Apart from the 7 listed entities, he is also on the Board of another listed entity as a non-Independent Director.

@ Committee Memberships include Chairmanships.

II. Composition of Committees		
Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1. Audit Committee	Shri Bansidhar Sunderlal Mehta Shri Ranjan Mohanlal Kapur Shri Madhukar Balvantray Parekh Shri Uday Chander Khanna	Chairman/Non-Executive-Independent Non-Executive-Independent Executive Director Non-Executive-Independent
2. Nomination and Remuneration Committee	Shri Bansidhar Sunderlal Mehta Shri Ranjan Mohanlal Kapur Shri Narendrakumar Kalyanji Parekh	Non-Executive-Independent Non-Executive-Independent Non-Executive Director
3. Risk Management Committee (if applicable)	Shri Bansidhar Sunderlal Mehta Shri Uday Chander Khanna Shri Apurva Narendrakumar Parekh Shri Sabyaschi Patnaik Shri A D Ubhaykar Shri Sanjay Bahadur Shri Pradeep Jain	Chairman / Non-Executive-Independent Non-Executive-Independent Executive Director Executive Director

Pidilite Industries Limited

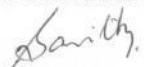
Corporate Office
Ramkrishna Mandir Road
Andheri - E, Mumbai 400059, India

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

T + 91 22 2835 7000
F + 91 22 2835 7852
www.pidilite.com
CIN : L24100MH1969PLC014336

4. Stakeholders Relationship Committee	Shri Sanjeev Aga Shri Narendrakumar Kalyanji Parekh Shri Ajay Balvantray Parekh	Chairman/Non-Executive-Independent Non-Executive Director Executive Director	
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
29/07/2016 02/09/2016	09/11/2016	67 days	
IV. Meeting of Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
08/11/2016	Yes, out of 4 members of Audit Committee 3 members were present	28/07/2016 02/09/2016	66 days
*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note:			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be give here.			
VI. Affirmations			
1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & Remuneration Committee			
c. Stakeholders relationship committee			
d. Risk management committee (applicable to the top 100 listed entities)			
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
4. The meetings of the Board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.			
b. Any comments/observations/advice of Board of Directors may be mentioned here. – Not Applicable			

For **PIDILITE INDUSTRIES LIMITED**


SAVITHRI PAREKH
SECRETARY

Date: 5th January, 2017
Place: Mumbai



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

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

T + 91 22 2835 7000
F + 91 22 2835 7852
www.pidilite.com
CIN : L24100MH1969PLC014336