

11th October, 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: Reconciliation of Share Capital Audit Report

Dear Sir,

With reference to SEBI Circular No. D&CC/FITT/CIR-16/2002 dated 31st December, 2002 on the above subject, we enclose herewith copy of Reconciliation of Share Capital Audit Report received from Mr. P. N. Parikh, Practising Company Secretary for the quarter ended 30th September, 2017.

Kindly take the same on your record.

Thanking you,

Yours faithfully
for **PIDILITE INDUSTRIES LIMITED**



SECRETARY

Encl: a/a

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
 111, 11th Floor, Sai-Dwar CHS Ltd,
 Sab TV Lane, Opp Laxmi Industrial Estate
 Off Link Road, Above Shabari Restaurant,
 Andheri (W), Mumbai : 400 053
 Tel. : 26301232 / 26301233 / 26301240
 Email : cs@parikhassociates.com
 parikh.associates@rediffmail.com

To
 Pidilite Industries Limited
 7th Floor, Regent Chambers
 Jammalal Bajaj Marg
 208, Nariman Point
 Mumbai -400021

Dear Sirs,

We have examined the relevant books, registers, forms, documents and papers produced before us by Pidilite Industries Limited ('the Company') and its Registrars and Share Transfer Agents, TSR DARASHAW LIMITED, in respect of Reconciliation of Share Capital Audit as per regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and SEBI Circular No D&CC/FITC/Cir-16/2002 dated December 31, 2002 as amended. To the best of our knowledge and according to the information and explanations given to us and as shown by the records examined by us, we certify the following:

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

| | | | |
|-----|---|---|---------------------------|
| 1. | For Quarter Ended: | 30 th September,2017 | |
| 2. | ISIN: | INE318A01026 | |
| 3. | Face Value: | Re. 1/- per share | |
| 4. | Name of the Company: | Pidilite Industries Limited | |
| 5. | Registered Office Address: | 7 th Floor, Regent Chambers, Jammalal Bajaj Marg, 208, Nariman Point, Mumbai- 400021 | |
| 6. | Correspondence Address: | Ramkrishna Mandir Road, Andheri (E), Mumbai - 400059 | |
| 7. | Telephone & Fax Nos: | Tele: 2835 7949 Fax: 2821 6007 | |
| 8. | Email Address: | investor.relations@pidilite.co.in | |
| 9. | Names of the Stock Exchanges where the Company's securities are listed: | BSE Limited National Stock Exchange of India Limited | |
| | | Number of Shares | % of Total Issued Capital |
| 10. | Issued Capital | 51,28,10,330 | 100.000 |
| 11. | Listed Capital (Exchange-wise) (as per Company records) | 51,27,10,330 (Listed on both the aforesaid Stock Exchanges) | 99.980 |



Continuation Sheet

| | | | |
|-----|---|--|--------|
| 12. | Held in dematerialized form in CDSL | 79,27,194 | 1.546 |
| 13. | Held in dematerialized form in NSDL | 50,20,19,487 | 97.895 |
| 14 | Physical | 27,63,649 | 0.539 |
| 15. | Total No. of shares (12+13+14) | 51,27,10,330 | 99.980 |
| 16. | Reasons for difference if any, between (10&11), (10&15) & (11&15) | Difference between (10&11) & (10&15) is due to allotment of 1,00,000 Equity Shares allotted under Stock Option Scheme - 2012 which are yet to be admitted with the depositories and listed with the Stock Exchanges. | |

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars*** | No. of shares | Applied / Not Applied for listing | Listed on Stock Exchanges (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In prin. Appr. Pending for SE (Specify Names) |
|---|---------------|-----------------------------------|---|---------------------------|---------------------------|---|
| Equity shares allotted under Employee Stock Option Plan- 2016 | 21600 | Yes | BSE & NSE | Yes | Yes | --- |
| Equity Shares allotted under Stock Option Scheme - 2012 | 6000 | Yes | BSE & NSE | Yes | Yes | --- |
| Equity Shares allotted under Stock Option Scheme - 2012 | 1,00,000 | To be applied | To be applied | To be intimated | To be intimated | --- |

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction



Continuation Sheet

| | | |
|-----|---|----------------|
| 18. | Register of Members is updated (Yes/No) | Yes |
| | If not, updated upto which date | - N. A. - |
| 19. | Reference of previous quarter with regards to excess dematerialized shares, if any. | NIL |
| 20. | Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why? | Not Applicable |

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | Nil | Nil | N.A |
| Pending for more than 21 days | Nil | Nil | N.A |

| | | |
|-----|---|---|
| 22. | Name, Telephone & Fax No. of the Compliance Officer of the Company | Ms. Savithri Parekh 28357000 28216007 |
| 23. | Name, Address, Tel. & Fax No., Regn. No. of the CA/ CS | Mr. P. N. Parikh Parikh & Associates 111,11 th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai - 400053 Tel. Nos.: 26301232/26301233 FCS. No.: 327 CP No.: 1228 |
| 24. | Appointment of common agency for share registry work (if yes, name and address) | TSR DARASHAW LIMITED 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road Mahalaxmi Mumbai : 400011 |
| 25. | Any other detail that the CA/ CS may like to provide (e.g. BIFR Company, delisting from SE, company changed its name, etc.) | - |



For Parikh & Associates

Place: Mumbai

Signature:

Date: October 10, 2017

Name of Company Secretary: P. N. Parikh

FCS: 327 CP: 1228