

7th June, 2021

The Secretary
BSE Ltd.
Corporate Relationship Dept.,
14th 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

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021

Dear Sir,

We enclose herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2021 issued by M/s. M. M. Sheth & Co., Practising Company Secretary for your information and records.

Thanking you,

Yours faithfully,

for **PIDILITE INDUSTRIES LIMITED**



Puneet Bansal
Company Secretary

Encl: as above

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

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

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www.pidilite.com



M. M. SHETH & Co.

Company Secretaries

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C-510, Fifth Floor, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai -400053

M. M. SHETH
Proprietor

Secretarial compliance report of Pidilite Industries Limited for the year ended 31st March, 2021

I, M. M. Sheth, Sole Proprietor of M/s M. M. Sheth & Co., Practising Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by Pidilite Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;





- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not applicable to the listed entity during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the review period)
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; (Not applicable to the listed entity during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018
and circulars/ guidelines issued thereunder;

and based on online verification of records, as facilitated by the Company, due to Covid-19 pandemic and subsequent lockdown situation for the purpose of issuing this Report;

and based on the above examinationand considering practical difficulties causedby lockdown imposed by State Government due to Covid-19 pandemic, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder:-



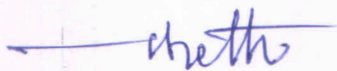


M. M. SHETH & Co.
Company Secretaries

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL		

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**
- (e) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated 18th October, 2019 in the terms of appointment of statutory auditor of the Company.

FOR M. M. SHETH & CO.
(Company Secretaries)



M. M. SHETH
(Prop)



FCS No. 1455, CP No. 729
PR No. 1000/2020

UDIN: F001455C000286003

Place: Mumbai

Date: 12th May, 2021

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report



The Members,
Pidilite Industries Limited,
Regent Chambers, 7th Floor,
208, Nariman Point,
Mumbai-400021

The Annual Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- 5) The compliance of the provisions of SEBI ACT and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.





M. M. SHETH & Co.
Company Secretaries

- 6) The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

FOR M. M. SHETH & CO.
(Company Secretaries)



M. M. SHETH
(Prop.)
FCS No. 1455, CP No. 729
PR No. 1000/2020

UDIN: F001455C000286003
Place: Mumbai
Date: 12th May, 2021