

<b>General information about company</b>	
Scrip code	500331
NSE Symbol	PIDILITIND
MSEI Symbol	
ISIN	INE318A01026
Name of the entity	Pidilite Industries Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory																Textual Information(1)								
Whether the listed entity has a Regular Chairperson					Yes																			
Whether Chairperson is related to MD or CEO					No	Disqualification of Directors under section 164 of the Companies Act, 2013																		
AN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Chair in / Stake Com he li: en: incl this entity Regu 26( Li: Regu				
P0839P	02173566	Executive Director	Not Applicable	MD	14-06-1961	No				Active	NA		28-05-2008				2	1	1	0				
P2343Q	00180955	Executive Director	Chairperson related to Promoter		26-08-1946	No				Active	NA		31-08-1972				3	1	2	0				
P0078H	00035317	Executive Director	Not Applicable		23-06-1957	No				Active	NA		26-06-1985				2	0	3	0				
P8698P	00111366	Executive Director	Not Applicable		16-08-1971	No				Active	NA		01-07-2005				1	0	1	0				

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

AN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairperson in the entity Reg
P2256N	00111518	Non-Executive - Non Independent Director	Not Applicable		17-04-1938	No				Active	Yes	19-03-2019	28-07-1969			2	0	1	0	
A2497D	00022065	Non-Executive - Independent Director	Not Applicable		01-02-1952	No				Active	NA		19-05-2015	10-09-2020		95	4	4	4	1
M4552A	00035019	Non-Executive - Independent Director	Not Applicable		19-09-1935	No				Active	Yes	19-03-2019	30-07-2014	06-08-2019		108	2	2	2	2
K7061E	00079129	Non-Executive - Independent Director	Not Applicable		01-12-1949	No				Active	NA		03-04-2014	06-08-2019		108	4	4	5	3

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairpersons in Audit Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
3G 00345657	Non-Executive - Independent Director	Not Applicable		28-06-1966	No				Active	NA		01-09-2015	11-08-2021		91	1	1	0	0
H 06374957	Non-Executive - Independent Director	Not Applicable		09-10-1950	No				Active	NA		30-07-2014	06-08-2019		104	4	4	1	0
iR 00114673	Non-Executive - Independent Director	Not Applicable		05-09-1955	No				Active	NA		11-04-2018	11-04-2018		60	1	1	0	0
1F 02066480	Non-Executive - Independent Director	Not Applicable		19-07-1959	No				Active	NA		10-09-2020	10-09-2020		31	2	2	0	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairperson in Audit Stakeholder Committee held in this listed entity (Refer Regulation 26(1) of Listing Regulations)
0F	05234702	Executive Director	Not Applicable		01-08-1967	No				Active	NA		18-05-2022				1	0	1	0
13B	00019581	Non-Executive - Independent Director	Not Applicable		11-10-1966	No				Active	NA		18-05-2022	18-05-2022		11	2	1	1	0
73Q	09770335	Executive Director	Not Applicable		09-09-1972	No				Active	NA		09-11-2022				1	0	0	0
53Q	00871843	Executive Director	Not Applicable		22-02-1965	No				Active	NA		09-11-2022				1	0	0	0

**Text Block**

Textual Information(1)

Although, Shri Sanjeev Aga was on the Board of the Company on 01.04.2014, he was appointed as an Independent Director only from 19.05.2015. Therefore, the tenure of 108 months is counted from 01.04.2014. If the tenure is counted from 19.05.2015, it comes to 95 months.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00035019	Bansidhar Sunderlal Mehta	Non-Executive - Independent Director	Chairperson	23-01-2001		
2	00022065	Sanjeev Aga	Non-Executive - Independent Director	Member	11-04-2018		
3	00180955	Madhukar Balvantray Parekh	Executive Director	Member	20-04-2013		
4	00079129	Uday Chander Khanna	Non-Executive - Independent Director	Member	01-09-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00035019	Bansidhar Sunderlal Mehta	Non-Executive - Independent Director	Chairperson	19-05-2011		
2	00022065	Sanjeev Aga	Non-Executive - Independent Director	Member	11-04-2018		
3	00111518	Narendrakumar Kalyanji Parekh	Non-Executive - Non Independent Director	Member	15-05-2015		
4	00345657	Vinod Kumar Dasari	Non-Executive - Independent Director	Member	13-11-2019		
5	02066480	Rajeev Vasudeva	Non-Executive - Independent Director	Member	28-01-2021		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022065	Sanjeev Aga	Non-Executive - Independent Director	Chairperson	29-10-2013		
2	00111518	Narendrakumar Kalyanji Parekh	Non-Executive - Non Independent Director	Member	29-03-2013		
3	00035317	Ajay Balvantray Parekh	Executive Director	Member	28-05-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00035019	Bansidhar Sunderlal Mehta	Non-Executive - Independent Director	Chairperson	04-11-2014		
2	00079129	Uday Chander Khanna	Non-Executive - Independent Director	Member	04-11-2014		
3	00111366	Apurva Narendrakumar Parekh	Executive Director	Member	04-11-2014		
4	09770335	Joseph Varghese	Executive Director	Member	09-11-2022		
5	09059812	A D Ubhaykar	Senior Executive	Member	04-11-2014		Textual Information(1)
6	00032590	Sanjay Bahadur	Senior Executive	Member	04-11-2014		Textual Information(2)
7	99999999	Pankaj Bhargava	Senior Executive	Member	01-03-2020		Textual Information(3)
8	02066480	Rajeev Vasudeva	Non-Executive - Independent Director	Member	10-11-2021		

**Sr Text Block**

Textual Information(1)	Shri A D Ubhaykar is senior executive and member of the Risk Management Committee. He is not on the Board
Textual Information(2)	Shri Sanjay Bahadur is senior executive and member of the Risk Management Committee. He is not on the Board
Textual Information(3)	Shri Pankaj Bhargava is senior executive and member of the Risk Management Committee. He is not on the Board

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00022065	Sanjeev Aga	Non-Executive - Independent Director	Member	03-04-2014		
2	00111518	Narendrakumar Kalyanji Parekh	Non-Executive - Non Independent Director	Member	03-04-2014		
3	00035317	Ajay Balvantray Parekh	Executive Director	Member	03-04-2014		
4	09770335	Josehp Varghese	Executive Director	Member	09-11-2022		
5	06374957	Meera Shankar	Non-Executive - Independent Director	Member	28-10-2015		
6	00019581	Meher Pudumjee	Non-Executive - Independent Director	Member	09-11-2022		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-11-2022				Yes	15	15	8
2	24-11-2022				Yes	16	14	6
3		24-01-2023			Yes	16	16	8

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2022				Yes	4	4	3	0
2	Audit Committee	23-01-2023	75			Yes	4	4	3	0
3	Stakeholders Relationship Committee	20-01-2023				Yes	3	3	1	0
4	Risk Management Committee	06-03-2023				Yes	5	5	3	3
5	Corporate Social Responsibility Committee	08-11-2022				Yes	5	5	2	0
6	Corporate Social Responsibility Committee	23-01-2023	75			Yes	6	6	3	0

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	09-11-2022				Yes	5	5	4	0
8	Nomination and remuneration committee	24-11-2022	14			Yes	5	4	3	0
9	Nomination and remuneration committee	24-01-2023	60			Yes	5	5	4	0



**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Manisha Shetty
2	Designation	Company Secretary and Compliance Officer

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.pidilite.com
2	Terms and conditions of appointment of independent directors	Yes		www.pidilite.com
3	Composition of various committees of board of directors	Yes		www.pidilite.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.pidilite.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pidilite.com
6	Criteria of making payments to non-executive directors	Yes		www.pidilite.com
7	Policy on dealing with related party transactions	Yes		www.pidilite.com
8	Policy for determining 'material' subsidiaries	Yes		www.pidilite.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.pidilite.com

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pidilite.com
11	email address for grievance redressal and other relevant details	Yes		www.pidilite.com
12	Financial results	Yes		www.pidilite.com
13	Shareholding pattern	Yes		www.pidilite.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.pidilite.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.pidilite.com
18	Credit rating or revision in credit rating obtained	Yes		www.pidilite.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.pidilite.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pidilite.com
21	Materiality Policy as per Regulation 30	Yes		www.pidilite.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.pidilite.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.pidilite.com

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Manisha Shetty
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Manisha Shetty
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)

<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Sandeep Batra		
Designation	CFO		
Place	Mumbai		
Date	19-04-2023		

**Signatory Details**

Name of signatory	Manisha Shetty
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-04-2023

