



14<sup>th</sup> April, 2016

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 and Yearly 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 and Yearly Compliance Report on Corporate Governance for the quarter and financial year ended 31<sup>st</sup> March, 2016.

Kindly take the same on your record.

Yours faithfully,  
For **PIDILITE INDUSTRIES LIMITED**

  
**SECRETARY**

Encl:a/a

12

**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: 31<sup>st</sup> March, 2016

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN <sup>s</sup>	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>&amp;</sup>	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	3
Mr.	Bansidhar Sunderlal Mehta **	AADPM4552A	00035019	Non-Executive-Independent Director	25/09/2014	5 Years	7**	9	3

ES

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	01/09/2015	***	2	4	1
Ms.	Meera Shankar	BCIPS4161H	06374957	Non-Executive-Independent Director	25/09/2014	5 Years	3	1	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.

\*\*\* Mr Vinod Kumar Dasari has been appointed as an Additional Director/ Independent Director w.e.f. 01.09.2015 by Board of Directors subject to approval of Shareholders.

@ Committee Memberships include Chairmanships.

II. Composition of Committees		
Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>5</sup>
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

25

4. Stakeholders Relationship Committee	Shri Sanjeev Aga Shri Narendrakumar Kalyanji Parekh Shri Ajay Balvantray Parekh	Chairman/Non-Executive Independent Director 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.

\*Risk Management Committee has been reconstituted vide Circular Resolution (bearing no. CR-01/2016) passed on 18<sup>th</sup> January, 2016.

### 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)
16/10/2015 28/10/2015	29/01/2016 11/03/2016	92 days 41 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*
28/01/2016	Out of 4 members of Audit Committee all 4 members were present	28/10/2015	91 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

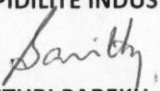
Note:

- 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.
- If status is "No" details of non-compliance may be give here.

### VI. Affirmations

- The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. – Not Applicable

For **PIDILITE INDUSTRIES LIMITED**

  
SAVITHRI PAREKH  
SECRETARY

Date: 14<sup>th</sup> April, 2016

Place: Mumbai

28

Annual Compliance Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2016

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	No*	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
* In accordance with Regulation 46(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details are disclosed in Annual Report of the Company.		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes

Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

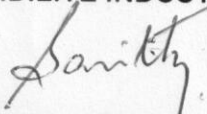
**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. 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 given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance with respect to subsidiary of Listed Entity have been complied.

**For PIDILITE INDUSTRIES LIMITED**

  
**SAVITHRI PAREKH**  
**SECRETARY**

**Date: 14<sup>th</sup> April, 2016**

**Place: Mumbai**

18