

Date: 12<sup>th</sup> October, 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 Half 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 also Half yearly Compliance Report on Corporate Governance for the quarter and half year ended 30<sup>th</sup> September, 2016.

Kindly take the same on your record.

Yours faithfully,  
**For PIDILITE INDUSTRIES LIMITED**

  
**SECRETARY**

Encl:a/a

AP

**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  
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www.pidilite.com  
CIN : L24100MH1969PLC014336

**CORPORATE GOVERNANCE REPORT**

1. Name of the Listed Entity: Pidilite Industries Limited
2. Quarter ending: 30<sup>th</sup> September, 2016

<b>I. Composition of Board of Directors</b>									
Title (Mr./Ms.)	Name of the Director	PAN <sup>5</sup>	DIN	Category (Chairperson/ Executive/ Non-Executive/Independent/Non minee) <sup>6</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	7	2
Mr.	Bansidhar Sunderlal Mehta **	AADPM4552A	00035019	Non-Executive-Independent Director	25/09/2014	5 Years	7**	9	3

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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	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.

@ 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

AB

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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	
<p>&amp; 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.</p>			
<b>III. Meeting of Board of Directors</b>			
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)	
25/04/2016 19/05/2016	29/07/2016 02/09/2016	70 days 34 days	
<b>IV. Meeting of Audit Committee</b>			
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*
28/07/2016  02/09/2016	Yes, out of 4 members of Audit Committee 3 members were present  Yes, out of 4 members of Audit Committee all 4 members were present	18/05/2016	70 days 35 days
*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
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.			
<b>VI. Affirmations</b>			
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. 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: 12<sup>th</sup> October, 2016

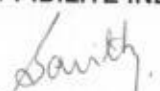
Place: Mumbai

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**ANNEXURE III**

**Compliance Report on Corporate Governance at the end of 6 months after end of financial year along-with second quarter report of next financial year**

Affirmations		30 <sup>th</sup> September, 2016
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>* Members elect Chairman at each meeting of the Committee.</p>		
<p>For <b>PIDILITE INDUSTRIES LIMITED</b></p> <p></p> <p><b>SAVITHRI PAREKH</b>  <b>SECRETARY</b>  Date: 12<sup>th</sup> October, 2016  Place: Mumbai</p>		

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