



Date: 13th April, 2018

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 31st March, 2018.

Kindly take the same on your record.

Yours faithfully,
For PIDILITE INDUSTRIES LIMITED

SECRETARY

Encl:a/a

AS

Pidilite Industries Limited

Corporate Office

Ramkrishna Mandir Road
Andheri - E, Mumbai 400059, India

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www.pidilite.com

CIN:L24100MH1969PLC014336

Regd. Office

Regent Chambers, 7th Floor
Jamnalal Bajaj Marg
208 Nariman Point
Mumbai 400 021

CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: Pidilite Industries Limited

 2. Quarter ending: 31st March, 2018

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN ⁵	DIN	Category (Chairperson/ Executive/ Non-Executive/Independent/Non minee) ⁶	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	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	5	2
Mr.	Bansidhar Sunderlal Mehta **	AADPM4552A	00035019	Non-Executive-Independent Director	25/09/2014	5 Years	7**	8	3

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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	0	0
Ms.	Meera Shankar	BCIPS4161H	06374957	Non-Executive-Independent Director	25/09/2014	5 Years	4	2	0
Mr.	Ranjan Mohanlal Kapur#	AAEPK4035H	00035113	Non-Executive-Independent Director	27/01/2018#	5 Years	2	2	-

* 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. Ranjan Mohanlal Kapur ceased to be a Director on the Board of the Company due to his demise on 27th January, 2018

@ Committee Memberships include Chairmanships.

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

* Mr. Ranjan Mohanlal Kapur ceased to be a member of Audit Committee and Nomination and Remuneration Committee due to his demise on 27th January, 2018

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

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)
08/11/2017 26/12/2017	05/01/2018 24/01/2018	09 days 18 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*
23/01/2018	Yes, all 4 members were present	08/11/2017	75 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: 13th April, 2018
Place: Mumbai

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Annual Compliance Report on Corporate Governance for the year ended 31st March, 2018

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 personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes*	
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

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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 Board 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: 13th April, 2018

Place: Mumbai

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