

6th August, 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: **Notice of 47th Annual General Meeting**

Dear Sirs/Madam,

Please find enclosed herewith Notice of 47th Annual General Meeting of the Company, scheduled to be held on Friday, 2nd September, 2016 at 11.00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021.

This is for your information and records.

Yours faithfully,
For PIDILITE INDUSTRIES LIMITED


SECRETARY

Encl:a/a

18

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



Notice

NOTICE is hereby given that the FORTY SEVENTH ANNUAL GENERAL MEETING of the Members of the Company will be held on Friday, the 2nd September, 2016 at 11.00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the audited financial statements of the Company for the financial year ended 31st March, 2016 together with the reports of Board of Directors and Auditors' thereon.
 - b. the audited consolidated financial statements of the Company for the financial year ended 31st March, 2016.
2. To confirm the payment of interim dividend paid during the year and declare final dividend on equity shares.
3. To appoint a Director in place of Shri A B Parekh (DIN: 00035317), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Sabyaschi Patnaik (DIN: 07183784), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of auditors of the Company, to fix their remuneration and to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the 45th Annual General Meeting (AGM) held on 25th September, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 117364W) as the auditors of the Company to hold office till the conclusion of the 49th AGM to be held in the year 2018, be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration in consultation with the auditors.”

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force), Regulations 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vinod Kumar Dasari (DIN 00345657), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act, by the Board of Directors with effect from 1st September, 2015 and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years from the date of this AGM upto the conclusion of the 52nd AGM of the Company to be held in respect of Financial Year ending 31st March, 2021.”
7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors M/s. V J Talati & Co., Cost Accountants, (Registration No. 00213) appointed by the Board of Directors of the Company, on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2017, be paid the remuneration as set out in the explanatory statement annexed to the notice convening this meeting and the same is hereby ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for the continuation of the appointment of Shri M B Parekh (DIN :00180955) as a Whole-time Director designated as Executive Chairman of the Company on attaining the age of 70 years on 26th August, 2016 for the remaining period of his term of 5 years i.e. until 31st July, 2018 on the same terms of appointment and remuneration as approved by the shareholders at the 44th Annual General Meeting of the Company held on 23rd July, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai
Date: 19th May, 2016

SAVITHRI PAREKH
SECRETARY

Registered Office:
Regent Chambers, 7th floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai 400 021
Tel: 91 22 2835 7000 Fax: 91 22 2821 6007
Email: investor.relations@pidilite.co.in
Website: www.pidilite.com
CIN: L24100MH1969PLC014336

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy, to be effective, should, be deposited at the Registered Office of the Company, duly completed, signed and stamped not less than 48 hours before the commencement of the meeting i.e. 11:00 am on Wednesday, the 31st August, 2016.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. A Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
4. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law, blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
5. The proxy-holder shall prove his identity at the time of attending the meeting.
6. Members, proxies and authorised representatives are requested to bring the Attendance slips, duly filled and signed, which is enclosed herewith and are requested to hand it over at the entrance.
7. In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote.
8. A statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to Special Business to be transacted at the meeting is annexed herewith and the same should be taken as part of this Notice.
9. Notes given in the Notice to the extent applicable also forms part of explanatory statement.
10. Route Map of Venue of the meeting is attached.
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz www.pidilite.com
12. In accordance with the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) a brief profile of Shri A B Parekh, Shri Sabyaschi Patnaik, Shri Vinod Kumar Dasari and Shri M B Parekh, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of committees of directors, their shareholding and relationships between directors inter se, is set out and the same forms part of this Notice.
13. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 26th August, 2016 to Friday, 2nd September, 2016 (both days inclusive).
14. The dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid to those Shareholders whose names appear on the Register of Members of the Company on 2nd September, 2016. In respect of shares held in

electronic form, the dividend will be payable on the basis of beneficial ownership as per the details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.
16. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or TSR Darashaw Ltd. for assistance in this regard.
17. The Members are requested to inform of any change in their addresses immediately to:
 - (i) Registrar and Share Transfer Agents (R & T Agents) in case of shares held in Physical Form or
 - (ii) Depository Participants in case of shares held in Electronic Form
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
19. The Members can avail nomination facility in terms of extant legal provisions in this regard. On request, the necessary Form SH-13 can be obtained from the R & T Agents.
20. The Members are requested to bring their copy of the Annual Report with them at the meeting as additional copies of the same will not be made available at the meeting.
21. The Members are requested to send their queries, if any, at least ten days in advance at the Registered Office address, so that the information can be made available at the meeting, subject to permission of the Chairman.
22.
 - A. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed /unpaid dividend upto the financial year ended 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Those Members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in the prescribed Form No. II to the Registrar of Companies, Maharashtra, C.G.O. Bldg., A-Wing, 2nd floor, C.B.D. Belapur, Opp. Police Commissioner's Office, Belapur 400 614.
 - B. Consequent upon amendment in Section 205A of the Companies Act, 1956 and introduction of Section 205C, by the Companies (Amendment) Act, 1999, now the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (the Fund).
 - C. Accordingly, the Company has transferred unclaimed /unpaid dividend (including the Interim Dividend declared during the Financial Year 2001-2002) in respect of Financial Years ended 31st March, 1995 to 31st March, 2008 to the Fund.
 - D. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 1st September, 2015 (date of last AGM) on the website of the Company (www.pidilite.com) as also on the Ministry of Corporate Affairs website.

Members who have not yet encashed their Dividend Warrants for the years ended 31st March, 2009 to 31st March, 2015 are requested to contact the R & T Agents, M/s. TSR Darashaw Ltd., Unit: Pidilite Industries Limited, 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.

It may be noted that once the unclaimed dividend is transferred to the Fund, as above, no claim shall lie in respect thereof against the Company or the Fund.

23. In March 2008, some of the members of Vinyl Chemicals (India) Limited (VCIL) were allotted 6% Secured Redeemable Preference Shares of ₹ 10 each (Preference Shares) by the Company pursuant to the Scheme of Demerger of VAM Manufacturing Unit of VCIL into the Company. The said Preference Shares were redeemed on 5th September, 2008 and the Company had despatched Preference Dividend-cum-Redemption Warrants to all Preference Shareholders without surrender of the Preference Share Certificates.

Upon verification, it is observed that many Preference Shareholders have not encashed the above Preference Dividend-cum-Redemption Warrants issued by the Company. Hence, they are requested to contact the R & T Agents, M/s. TSR Darashaw Ltd., 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 for claiming redemption amount in respect of Preference Shares. The unclaimed dividend pertaining to the aforesaid Preference Shares has been transferred to the Fund and hence no claim shall lie in respect thereof against the Company.

24. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office and Corporate Office of the Company during normal business hours on all working days except Saturdays upto the date of the AGM.

25. Voting through electronic means/ ballot paper

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules issued thereunder and Regulation 44 of Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through the remote e-voting platform provided by National Securities Depository Limited (NSDL) on all resolutions set out in this Notice. Resolutions passed by the Members through ballot papers or e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- II. The process for remote e-voting is specified below. The facility for voting, through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

IV. The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "Pidilite Industries remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (Electronic Voting Event Number) of Pidilite Industries Limited.

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) The Institutional shareholders (i.e. Other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shethmm_cs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depositories.]
- (i) EVEN (Electronic Voting Event Number), user ID and initial password is provided in the enclosed Attendance Slip.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- V. In case any queries, please refer to “Frequently Asked Questions” (FAQs) for members and “remote e-voting user manual for members” available at the “Downloads” section of the website www.evoting.nsdl.com or call on toll free no. : 1800-222-990
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 26th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- VII. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- VIII. The remote e-voting period commences from Tuesday, 30th August, 2016 at 9.00 a.m. and ends on Thursday, 1st September, 2016 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on 26th August, 2016 (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.
- IX. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on 26th August, 2016, the cut-off date.
- X. Shri M M Sheth, Practising Company Secretary (Membership No. FCS 1455 CP No. 729) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make not later than 48 hours of conclusion of the meeting, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XII. The Results alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.pidilite.com and on the website of NSDL within 48 hours of conclusion of the 47th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Shri Vinod Kumar Dasari as an Additional Director of the Company with effect from 1st September, 2015.

In terms of the provisions of Section 161(1) of the Act, Shri Vinod Kumar Dasari would hold office upto the date of the ensuing Annual General Meeting (AGM).

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Shri Vinod Kumar Dasari for the office of Director of the Company.

Shri Vinod Kumar Dasari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Nomination and Remuneration Committee has recommended the appointment of Shri Vinod Kumar Dasari as an Independent Director.

The Company has received a declaration from Shri Vinod Kumar Dasari stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Shri Vinod Kumar Dasari possesses appropriate skills, experience and knowledge, inter alia, in manufacturing operations and business administration. Brief profile of Shri Vinod Kumar Dasari as stipulated under Listing Regulations is given as an Annexure to this Notice.

In the opinion of the Board, Shri Vinod Kumar Dasari fulfills the conditions for his appointment as an Independent Director as specified in the Act.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company that Shri Vinod Kumar Dasari is appointed as an Independent Director.

Copy of the draft letter for appointment of Shri Vinod Kumar Dasari as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, during business hours except Saturday, upto the date of the AGM.

Except Shri Vinod Kumar Dasari, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested in this resolution.

The Board recommends this resolution for approval by the members.

Item No. 7

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and remuneration of an amount not exceeding ₹ 1,65,000 (Rupees One Lakh Sixty Five Thousand only) for the financial year ending 31st March, 2017 payable to the Cost Auditor M/s. V J Talati & Co., Cost Accountants to conduct the audit of the cost records of the Company for the aforesaid financial year. In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No. 07 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2017.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in this resolution.

The Board recommends the resolution for approval by the members.

Item No. 8

Shri M B Parekh was appointed as Managing Director of the Company by the members at the 44th Annual General Meeting held on 23rd July, 2013 for a period of 5 years from 1st August, 2013 to 31st July, 2018. Subsequently, the Board varied his designation to Executive Chairman with effect from 10th April, 2015. He will attain the age of 70 years on 26th August, 2016. As a matter of abundant caution, it is proposed to obtain approval of the shareholders as per the provisions of Section 196(3) of Companies Act, 2013 for continuation of his employment as a Whole Time Director, on the same terms of appointment and remuneration as approved by members earlier in July 2013. Hence a Special Resolution is proposed at Item No. 8 of the Notice.

Shri M B Parekh is a Promoter Director of the Company and has been serving as a Director of the Company since 1972. He has been actively involved in the operations of the Company. He has rich and varied experience of over 45 years. It would be in the interest of the Company to continue the employment of Shri M B Parekh as Whole Time Director designated as Executive Chairman of the Company.

Shri M B Parekh is a qualified Chemical Engineer [B.Chem.Engg.(Bom), M.S.Chem.Engg. (USA)]. He has guided the Company through decades of diversification and growth. Brief profile of Shri M B Parekh as stipulated

under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as an Annexure to this Notice.

Shri M B Parekh and his relative Shri A B Parekh are interested in this resolution.

Save and except above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, in any way, in this resolution.

The Board recommends the Special Resolution for approval by the members.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai

Date: 19th May, 2016

Registered Office:

Regent Chambers, 7th floor,

Jamnalal Bajaj Marg,

208, Nariman Point,

Mumbai 400 021

Tel: 91 22 2835 7000 Fax: 91 22 2821 6007

Email: investor.relations@pidilite.co.in

Website: www.pidilite.com

CIN: L24100MH1969PLC014336

SAVITHRI PAREKH
SECRETARY

ADDITIONAL INFORMATION ON DIRECTORS (INCLUDING WHOLE TIME DIRECTOR) SEEKING ELECTION AT THE ANNUAL GENERAL MEETING [under Regulation 36(3)] of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Shri A B Parekh is a Promoter Director of the Company and has been serving as a Director of the Company since 1985. He is a B.Chem (Engg.), M.B.A (USA) and has experience of over 34 years. He is a member of Stakeholders' Relationship Committee of the Company. He holds 4,89,98,844 Equity Shares in the Company as on 31st March, 2016. Shri A B Parekh is related to Shri M B Parekh, Executive Chairman of the Company.

Shri Sabyaschi Patnaik graduated in Chemical Engineering from the Institute of Technology-Banaras Hindu University. Subsequently, he obtained his Master's degree from Colorado State University, USA. He has completed the Advanced Management Program at the Wharton Business School. Shri Sabyaschi Patnaik brings with him a rich and varied experience of over 25 years in Manufacturing Operations, Supply Chain and General Management. He joined the Company in December 2014 as President - Manufacturing Operations and Supply Chain. He does not hold any Equity Share of the Company as on 31st March, 2016. He is not related to any Director or Key Managerial Personnel of the Company.

Shri Vinod Kumar Dasari is a Graduate Engineer from University of Louisville, USA and has acquired a Masters Degree in Business Administration from J.L. Kellogg

School of Management, USA and a Masters Degree in Engineering Management from McCormick School of Engineering, USA. He has to his credit more than 25 years of rich experience in different capacities in India and USA.

Shri Vinod Kumar Dasari is the Managing Director of Ashok Leyland Limited since April 2011. He has rich and varied experience in various fields. He does not hold any Equity Share of the Company as on 31st March, 2016. He is not related to any Director or Key Managerial Personnel of the Company.

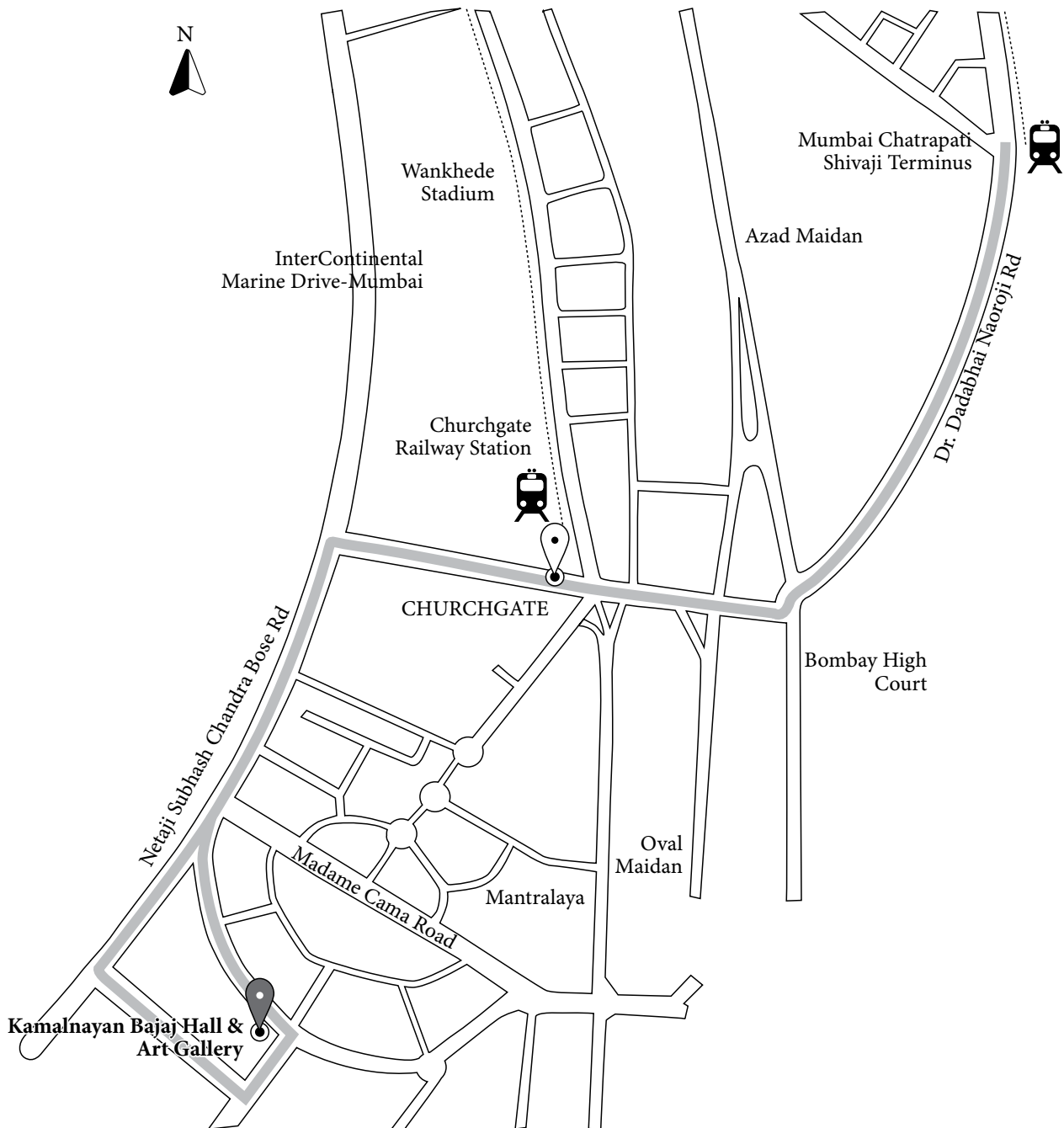
Shri M B Parekh is a Promoter Director of the Company and has been serving as a Director of the Company since 1972. He is a qualified Chemical Engineer [B.Chem.Engg. (Bom), M.S.Chem.Engg. (USA)] and has experience in the industry of over 45 years. He is a Chairman and Managing Director of Vinyl Chemicals (India) Limited (Vinyl) and is the Executive Chairman of the Company. He is a Director of Excel Industries Limited. He is a Member of Audit Committee of the Company as well as that of Vinyl. He attended all the Board meetings held during the year 2015-16. He holds 5,67,77,568 Equity Shares in the Company as on 31st March, 2016. Shri M B Parekh is related to Shri A B Parekh, Whole-Time Director of the Company.

Route map to the AGM Venue of:

Pidilite Industries Ltd.

47th Annual General Meeting

Friday, 2nd September, 2016 at 11:00 am



Venue:

Kamalnayan Bajaj Hall,
Bajaj Bhavan, Jamnalal Bajaj Marg,
Nariman Point,
Mumbai - 400021
Ph.: 022 2202 3626



Pidilite Industries Limited

Registered Office: Regent Chambers, 7th Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai 400 021.
Tel: 91 22 28357000, Fax: 91 22 28216007, Email: investor.relations@pidilite.co.in, Website: www.pidilite.com
CIN: L24100MH1969PLC014336

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
Email Id:
Folio No./Client ID:
DP ID:

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- 1) Name: _____
Address: _____
Email ID: _____ or failing him;
- 2) Name: _____
Address: _____
Email ID: _____ or failing him;
- 3) Name: _____
Address: _____
Email ID: _____

as my/our proxy to attend and vote for me/ us and on my/our behalf at the FORTY SEVENTH ANNUAL GENERAL MEETING of the Company to be held on Friday, the 2nd September, 2016 at 11:00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of audited financial statements of the Company together with the reports of Board of Directors and Auditors' thereon and audited consolidated financial statements of the Company for the year ended 31st March, 2016.
2. Confirmation of payment of interim dividend and declaration of final dividend on Equity Shares.
3. Re-appointment of Shri A B Parekh as a Director.
4. Re-appointment of Shri Sabyaschi Patnaik as a Director.
5. Ratification of appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors.
6. Appointment of Shri Vinod Kumar Dasari as an Independent Director for a period of 5 years.
7. Ratification of payment of remuneration to M/s. V J Talati & Co., Cost Auditors.
8. Approval for continuation of the appointment of Shri M B Parekh as Executive Chairman of the Company.

Signed this _____ day of _____ 2016.

Signature of the Shareholder _____



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTE: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company, not less than **FORTY EIGHT HOURS** before the commencement of the Meeting.



Pidilite Industries Ltd

CIN: L24100MH1969PLC014336

Regd. Office: Regent Chambers, 7th Floor, Jarnalal Bajaj Marg, 208, Nariman Point, Mumbai 400 021.

Tel.: 91 22 28357000; **Fax:** 91 22 28216007; **Email:** investor.relations@pidilite.co.in; **Website:** www.pidilite.com

ATTENDANCE SLIP

Annual General Meeting on Friday, 2nd September, 2016 at 11.00 a.m.
at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jarnalal Bajaj Marg, Nariman Point, Mumbai 400 021

(To be presented at the entrance)

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I/We hereby record my/our presence at the 47th Annual General Meeting of the Company to be held on Friday, 2nd September, 2016 at 11.00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jarnalal Bajaj Marg, Nariman Point, Mumbai 400 021.

D.P. Id*	
Client Id*	

Folio No.	
No. of Share/(s) held	

NAME OF THE MEMBER

NAME OF THE PROXY

SIGNATURE OF THE ATTENDING MEMBER/PROXY

E-VOTING PARTICULARS

ELECTRONIC VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

NOTE : Please refer to the instructions printed under the Notes to the Notice of the 47th Annual General Meeting. The e-voting period commences on Tuesday, 30th August, 2016 at 9.00 a.m. IST and ends on Thursday, 1st September, 2016 at 5.00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.

* Applicable for investors holding shares in electronic form.