



Notice

NOTICE is hereby given that the FORTY SIXTH ANNUAL GENERAL MEETING of the Members of the Company will be held on Tuesday, the 1st September, 2015 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, 2015 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, 2015.
2. To declare Dividend on equity shares.
3. To appoint a Director in place of Shri N K Parekh (DIN: 00111518), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri A N Parekh (DIN: 00111366), 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 Section 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 with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) 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) approval of the members of the Company be and is hereby accorded to the appointment of Shri Bharat Puri (DIN: 02173566) as a Managing Director of the Company, for a period of 5 years with effect from 10th April, 2015, on the terms and conditions and payment of remuneration as set out in the Explanatory Statement attached to the Notice.”

“RESOLVED FURTHER THAT Shri Bharat Puri, the Managing Director be in charge of the general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT Shri Bharat Puri will be a Key Managerial Personnel of the Company as per the provisions of Section 203(1)(i) of the Act.”

“RESOLVED FURTHER THAT Shri Bharat Puri will be a non rotational Director and shall not be liable to retire by rotation during his term as a Managing Director.”

“RESOLVED FURTHER THAT the Managing Director shall be entitled to reimbursement of all expenses incurred for the purpose of the business of the Company and shall not be entitled to any sitting fees for attending meeting of the Board of Directors and Committee(s) thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary terms of appointment and remuneration so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Shri Bharat Puri.”

“RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites, allowances and commission payable to Shri Bharat Puri, Managing Director, in any Financial Year shall not exceed 5% of the Net Profit of that Financial Year as per Section I of Part II of Schedule V of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the re-appointment of Shri A N Parekh (DIN: 00111366), as a Whole Time Director of the Company, for a further period of 5 years with effect from 1st July, 2015, whose period of office is liable to determination by retirement of Directors by rotation, on the terms and conditions and payment of remuneration as set out in the Explanatory Statement attached to the Notice.”

“RESOLVED FURTHER THAT Shri A N Parekh, Whole Time Director shall work under the superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT the Whole Time Director shall be entitled to reimbursement of all expenses incurred for the purpose of business of the Company and shall not be entitled to any sitting fees for attending meetings of the Board of Directors and Committee(s) thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary such terms and conditions of re-appointment and remuneration so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Shri A N Parekh.”

“RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites and allowances and commissions payable to Shri A N Parekh, Whole Time Director, in any Financial Year shall not exceed 5% of the Net Profit

of that Financial Year as per Section I of part II of Schedule V and other applicable provisions, if any, of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Sabyaschi Patnaik (DIN: 07183784) 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 19th May, 2015 and 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 of the Company, be and is hereby appointed as a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation.”

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with 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) approval of the members of the Company be and is hereby accorded to the appointment of Shri Sabyaschi Patnaik (DIN: 07183784) as a Whole Time Director of the Company designated as “Director-Operations” of the Company, for a period of 3 years with effect from 19th May, 2015, whose period of office is liable

to determination by retirement of Directors by rotation, on the terms and conditions and payment of remuneration as set out in the Explanatory Statement attached to the Notice.”

“RESOLVED FURTHER THAT Shri Sabyaschi Patnaik, Whole Time Director shall work under the superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites and allowances payable to Shri Sabyaschi Patnaik, Director-Operations, in any Financial Year shall not exceed 5% of the Net Profit of that Financial Year as per Section I of Part II of Schedule V of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and/or modify the terms and conditions of appointment including remuneration and perquisites payable to Shri Sabyaschi Patnaik in such manner as may be agreed to between the Board and Shri Sabyaschi Patnaik within and in accordance with the limits prescribed in Schedule V to the Act or in accordance with the changes that may be effected in that Schedule.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

“RESOLVED FURTHER THAT Shri Sabyaschi Patnaik, the Whole Time Director shall function as “Director-Operations” and apart from other duties that are entrusted to him from time to time, he shall be in overall charge of all the factories of the Company (both existing and which may be set up in future) situated in the State of Maharashtra, Gujarat, Himachal Pradesh, Telangana, Assam, Union Territory of Daman or any other State or Union Territory in India.”

10. To consider and, if thought fit, to pass with or without modification(s), 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 Companies (Appointment

and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Shri Sanjeev Aga (DIN: 00022065), a Director of the Company who retires by rotation at 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 re-appointed as a Director who shall be an Independent Director of the Company to hold office for 5 consecutive years from the date of this AGM up to the conclusion of the Fifty First AGM of the Company to be held in respect of Financial Year ending 31st March, 2020.”

11. To consider and if thought fit, to pass with or without modification(s), 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, 2016, 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.”

12. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) 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) approval of the members be and is hereby accorded to the terms of appointment and payment of remuneration to Shri J L Shah (DIN: 00045662), Director (Factories Operations) for the period from 4th November, 2014 to 19th May, 2015, as set out in the Explanatory Statement attached to the Notice.”

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai
Date: 19th May, 2015

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 Sunday 30th August, 2015.

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 authorised 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 are requested to bring the Attendance slips, duly filled & signed, which is enclosed herewith. Members are requested to append and 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. In accordance with the provisions of Clause 49 of the Listing Agreements, a brief profile of Shri N K Parekh, Shri Bharat Puri, Shri A N Parekh, Shri Sabyaschi Patnaik and Shri Sanjeev Aga, 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 in this Notice.
12. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 18th August, 2015 to Tuesday 1st September, 2015 (both days inclusive).
13. 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 1st September, 2015. 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.
14. Members may note that vide circular dated 21st March, 2013, SEBI has mandated all listed companies to use electronic mode of payments such as LECS/ RECS/ NECS/ NEFT etc. for making payment of dividends and other cash payments to investors, wherever possible. In other cases, the Company shall dispatch dividend warrants for making payment of dividends.
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. The Members are requested to inform of any change in their addresses immediately to:
 - (i) Registrar & 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
17. The Members can avail nomination facility in terms of extant legal provisions in this regard. On request, the necessary form can be obtained from the R & T Agents.
18. 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.
19. 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.
20. A. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/ unpaid dividend up to 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, 2007 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 25th September, 2014 (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, 2008 to 31st March, 2014 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.

21. 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 Limited., 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 for claiming the unclaimed amount.

22. 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.

23. Voting through electronic means/Ballot Forms

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules issued thereunder and Clause 35B of the Listing Agreement, 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. In order to enable its members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a ballot form with the notice. The instructions for Ballot forms are given at the back of the said form and instructions for e-voting are given herein below. Resolutions passed by the members through ballot forms 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, either through electronic voting system or ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot forms shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting or by ballot forms 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; "PidiliteIndustries 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 authorised signatory(ies) who are authorised 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) Initial password is provided in the enclosed Ballot Form: EVEN(E-Voting Event Number), user ID and password.
 - (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.nsd.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. 25th August, 2015, 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.nsd.com or contact NSDL at the toll free no.: 1800-222-990.
 - VIII. The remote e-voting period commences from Thursday, 27th August, 2015 at 9.00 a.m. and ends on Monday, 31st August, 2015 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form as on 25th August, 2015 (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 be not 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 25th August, 2015, 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 unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days 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. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company at 7th Floor, Regent Chambers, Nariman Point, Mumbai 400 021, not later than Thursday, 27th August, 2015 (5.00 p.m. IST). The name of the members who have cast their vote through the enclosed ballot form must appear in the Register of Members/ List of Beneficial Owners as on Tuesday, 25th August, 2015 (cut-off date) failing which their votes shall be treated as invalid. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to csg-unit@tsrdarashaw.com by mentioning their Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Thursday, 27th August, 2015 (5.00 p.m. IST). A Member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

XIII. 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 three days of conclusion of the 46th 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

In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th February, 2015 have appointed Shri Bharat Puri as the Managing Director of the Company for a period of 5 years with effect from 10th April, 2015 on the following terms and conditions:

A. Basic Salary:

Basic Salary of ₹ 4,25,00,000 (Rupees Four Crore Twenty Five Lakhs only) per annum with first increment due on 1st April, 2016.

B. Special Allowance:

An amount of ₹ 1,23,00,000 (Rupees One Crore Twenty Three Lakhs only) per annum.

C. Variable Pay:

An amount not exceeding 60% of basic salary.

D. Perquisites/ Benefits/ Allowances:

- i. Contribution to Provident Fund, payment of Superannuation/ Gratuity:
 - a. Contribution to Provident Fund as per rules of the Company.
 - b. Shri Bharat Puri will be entitled to Superannuation benefits as per rules of the Company.
 - c. Shri Bharat Puri will be entitled to Gratuity payment as per rules of the Company.
- ii. Other Perquisites/ Allowances:

Following Perquisites/Allowances shall not exceed an amount of ₹ 1,20,00,000 (Rupees One Crore Twenty Lakhs only) per annum, on a cost to company basis:

 - a. Residential Accommodation:

The Company shall provide rent free furnished accommodation to Shri Bharat Puri or shall give House Rent Allowance of an amount not exceeding 20% of Basic Salary.
 - b. Reimbursement of gas, electricity, water.
 - c. Furnishings/ Furnitures /Equipments and Home Appliances.
 - d. Reimbursement of travel and stay expenses for proceeding on leave once a year in respect of self and family including all expenses in connection with the travel and stay for self and family.
 - e. Reimbursement of membership fees/ subscription for 2 clubs in India.

- f. Medical and Personal Accident Insurance.
- g. Company's car/s with driver.
- h. Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation for self and family.
- i. Other Allowances as may be approved by the Board from time to time.

The Board will decide the increment upto a ceiling of 15% of the amounts specified in Item No. A, B, C and D above. Subsequent increment will become due on 1st April every year and the Board will decide the increment upto 15% of the amounts specified in Item No. A, B, C and D above and drawn in the immediate previous year.

- iii. Following perquisites/benefits over and above the ceiling prescribed in (D)(ii) above:
 - a. Telephone and other communication facilities at residence.
 - b. Encashment of unavailed earned leave as per rules of the Company.
- iv. In addition to the above remuneration, the Company, subject to necessary approvals, shall offer the Managing Director stock options.

E. Commission:

Shri Bharat Puri shall be entitled to commission of an amount of 0.25% of the net profits of the Company, to be determined by the Board from time to time based on the net profits of the Company subject to overall ceiling laid down in Sections 197 and 198 of the Companies Act, 2013.

- F. Charges towards relocation of residence shall be payable by the Company.

Shri Bharat Puri, age 54 years, is a graduate in Commerce and has completed his Post Graduate Diploma in Business Administration from the Indian Institute of Management-Ahmedabad. He has vast experience of over 32 years in the field of Sales, Marketing and General Management in leading FMCG Companies viz. Asian Paints, Cadbury, Kraft Foods and Mondelez International, both in India and abroad. Brief profile of Shri Bharat Puri as stipulated under Clause 49 of the Listing Agreement is given as an annexure to this Notice and forms part of this explanatory statement.

Shri Bharat Puri is a fit and proper person for the post of Managing Director. The terms and conditions of his appointment are fair and reasonable. It would be in the interest of the Company to avail services of Shri Bharat Puri as a Managing Director.

The above may be treated as written memorandum setting out the terms of appointment of Shri Bharat Puri u/s 190 of the Act.

The Members approval is required for the above under Schedule V and other applicable provisions of the Companies Act, 2013.

Except Shri Bharat Puri, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in this resolution.

The Board recommends this resolution for approval by the members.

Item No. 7

Shri A N Parekh was appointed as the Whole Time Director from 1st July, 2010 to 30th June, 2015. In accordance with the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 19th May, 2015 have re-appointed him as Whole Time Director for a further period of 5 years with effect from 1st July, 2015 on the following terms and conditions:

A. Salary:

Salary ₹ 3,67,307 (Rupees Three Lakhs Sixty Seven Thousand Three Hundred Seven Only) per month with first increment due on 1st April, 2016. The Board will decide the increment upto a ceiling of 15% of the salary. Subsequent increment will become due on 1st April every year and the Board will decide increment upto 15% of salary drawn in the immediate previous year.

B. Commission:

Shri A N Parekh shall be entitled to commission, the amount of it shall be determined by the Board from time to time based on the net profits of the Company subject to overall ceiling laid down in Section 197 and 198 of the Companies Act, 2013.

C. Special Allowance:

The amount shall be determined by the Board from time to time but shall not exceed the amount equivalent to annual salary.

D. Perquisites/Benefits/ Allowances:

- i. Residential Accommodation:
The Company shall provide rent free furnished accommodation to Shri A N Parekh or shall give House Rent Allowance equivalent to 30% of the salary or shall provide combination of both.
- ii. Contribution to Provident Fund, payment of Superannuation/ Gratuity:
 - a. Contribution to Provident Fund as per rules of the Company.
 - b. Shri A N Parekh will be entitled to Superannuation benefit as per rules of the Company.
 - c. Shri A N Parekh will be entitled to Gratuity payment as per rules of the Company.
- iii. Other Perquisites/ Allowances:
Following Perquisites/ Allowances shall not exceed an amount equivalent to the annual salary:
 - a. Reimbursement of gas, electricity, water.
 - b. Furnishings/ Furnitures/ Equipments and Home Appliances.
 - c. Reimbursement of travel and stay expenses for proceeding on leave once a year in respect of self and family including all expenses in connection with the travel and stay for self and family.
 - d. Reimbursement of membership fees / subscription for 2 clubs in India.
 - e. Medical and Personal Accident Insurance.
 - f. Other Allowances as may be approved by the Board from time to time.
- iv. Following perquisites / benefits over and above the ceiling prescribed in (D)(iii) above:
 - a. Company's car/s with driver/s and/or other suitable conveyance facilities. Telephone and other communication facilities at residence.
 - b. Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation for self and family.

- c. Encashment of unavailed earned leave as per rules of the Company.

Perquisites shall be evaluated as per Income Tax Rules where applicable.

Shri A N Parekh, age 43 years, is a Chemical Engineer with qualification of B.S.Chem Engg (U.S.A) having experience of 21 years. Last remuneration drawn by Shri A N Parekh is as approved by the members earlier. Brief profile of Shri A N Parekh as stipulated under Clause 49 of the Listing Agreement is given as an annexure to this Notice and forms part of this explanatory statement.

Shri A N Parekh is a fit and proper person for the post of Whole Time Director. The terms and conditions of his re-appointment are fair and reasonable. It would be in the interest of the Company to continue to avail services of Shri A N Parekh as Whole Time Director.

The above may be treated as written memorandum setting out the terms of appointment of Shri A N Parekh u/s 190 of the Act.

The Members approval is required for the above under Schedule V and other applicable provisions of the Companies Act, 2013.

Except Shri A N Parekh and his relative Shri N K Parekh, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in this resolution.

The Board recommends this resolution for approval by the members

Item No. 8

The Board of Directors of the Company has 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 Sabyaschi Patnaik as an Additional Director of the Company with effect from 19th May, 2015.

In terms of the provisions of Section 161(1) of the Act, Shri Sabyaschi Patnaik would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Sabyaschi Patnaik for the office of Director of the Company.

Shri Sabyaschi Patnaik 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 Sabyaschi Patnaik as a Director.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that, Shri Sabyaschi Patnaik be appointed as a Director of the Company.

Except, Shri Sabyaschi Patnaik, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.

The Board recommends this resolution for approval by the members.

Item No. 9

The Board of Directors (the Board) of the Company at their meeting held on 19th May, 2015 have appointed Shri Sabyaschi Patnaik as a Whole Time director of the Company, designated as Director -Operations for a period of 3 years with effect from 19th May, 2015 on the following terms and conditions based on the recommendation of Nomination and Remuneration Committee.

I. Salary:

Salary ₹ 3,09,000 (Rupees Three Lakhs Nine Thousand Only) per month with first increment due on 1st April, 2016. The Board will decide the increment upto a ceiling of 15% of the salary. Subsequent increment will become due on 1st April every year and the Board will decide increment upto 15% of salary drawn in the immediate previous year.

II. Allowances:

₹ 8,91,400 (Rupees Eight Lakhs Ninety One Thousand Four Hundred Only) per month and the increment will be subject to a ceiling of 20% per annum.

III. Perquisites:

i. Housing:

House Rent Allowance of ₹ 1,50,000/- per month which may be revised from time to time as per rules of the Company as applicable to senior employees.

ii. Car Allowance (including driver allowance and fuel allowance) of ₹ 73,000/- per month which may be revised from time to time as per rules of the Company.

iii. Employee Stock Option Plan (ESOP) as may be granted from time to time.

IV. Other Benefits:

Other Benefits shall include use of telephone for the Company's business at residence (the expenses whereof, excepting personal long distance calls, would be borne and paid by the Company), contribution to Provident and Superannuation Funds and all other benefits as are applicable to senior employees of the Company (including but not limited to gratuity, medical benefits, leave entitlement, encashment of leave) in accordance with the schemes of the Company.

V. Other Perquisites:

Other Perquisites (including allowances not covered above) in such form and to such extent as may be decided by the Managing Director subject to a ceiling of ₹ 60,00,000 (Rupees Sixty Lakhs Only) per annum.

The increment will be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

In accordance with the resolution, within the aforesaid limits, the amount of salary and perquisites payable to Shri Sabyaschi Patnaik (including the types and amount of each type of perquisite) will be decided by the Managing Director from time to time as he may deem fit in his absolute discretion.

The valuation of perquisites will be as per the Income-tax Rules, 1962, in cases where the same is otherwise not possible to be evaluated.

Shri Sabyaschi Patnaik, age 52 years, has a Bachelors degree in Chemical Engineering from Institute of Technology-Banaras Hindu University. He has also obtained a Master's degree from Colorado State University, USA and has completed an Advanced Management Program at the Wharton Business School. Shri Sabyaschi brings with him a rich and varied experience of over 25 years in Manufacturing Operations, Supply Chain & General Management. Brief profile of Shri Sabyaschi Patnaik as stipulated under Clause 49 of the Listing Agreement is given as an annexure to this Notice and forms part of the explanatory statement.

Shri Sabyaschi Patnaik is a fit and proper person for the post of Whole Time Director. The remuneration payable to him is fair and reasonable. The proposed remuneration payable is within the limits specified in Schedule V of the Companies Act, 2013. The Members' approval is required for the same under Schedule V and other applicable provisions of the Companies Act, 2013.

The above may be treated as written memorandum setting out the terms of appointment of Shri Sabyaschi Patnaik u/s 190 of the Act.

Except Shri Sabyaschi Patnaik, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in this resolution.

The Board recommends this resolution for approval by the members.

Item No. 10

Shri Sanjeev Aga is a Non-Executive Director of the Company who is liable to retire by rotation. In terms of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Shri Sanjeev Aga is proposed to be re-appointed as a Director who shall be an Independent Director of the Company for 5 consecutive years from the date of this AGM upto the conclusion of the Fifty First AGM of the Company to be held in respect of Financial year ending 31st March, 2020 and he shall not be liable to retire by rotation.

The Company has received declaration from Shri Sanjeev Aga that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Shri Sanjeev Aga possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Sanjeev Aga be appointed as an Independent Director.

The Company has received notice in writing from member alongwith necessary deposit as required under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Sanjeev Aga for the office of Director of the Company.

The Nomination and Remuneration Committee has recommended appointment of Shri Sanjeev Aga as an Independent Director.

In the opinion of the Board, Shri Sanjeev Aga fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and Rules framed thereunder and the Listing Agreement. A copy of the draft letter of appointment setting out the terms and conditions of appointment of the aforesaid Director is available for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on all working days except Saturday, upto the date of the Annual General Meeting. Brief profile of Shri Sanjeev Aga as stipulated under Clause 49 of the Listing Agreement is given as an annexure to this Notice and forms part of the explanatory statement.

Except Shri Sanjeev Aga, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in this resolution.

The Board recommends the resolution for approval by the members.

Item No. 11

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and remuneration of an amount not exceeding ₹ 1,50,000 (Rupees One Lakh Fifty Thousand Only) for the financial year ending 31st March, 2016 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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2016.

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

The Board recommends the resolution for approval by the members.

Item No. 12

Shri J L Shah was appointed as an Additional Director and also Whole Time Director of the Company, designated as Director (Factories Operations) for a period of one year from 4th November, 2014, on following terms and conditions based on the recommendation of Nomination and Remuneration Committee.

I. Salary:

Salary ₹ 6,00,000 (Rupees Six Lakhs Only) per month.

II. Perquisites:

Car and driver allowance as per the policy of the Company.

III. Other Benefits:

Other benefits shall include use of telephone for the Company's business at residence (the expenses whereof, excepting personal long distance calls, would be borne and paid by the Company), contribution to Provident and Superannuation Funds and all other benefits as are applicable to senior employees of the Company (including but not limited to gratuity, medical benefits, leave entitlement, encashment of leave) in accordance with the schemes of the Company.

The valuation of perquisites will be as per the Income-tax Rules, 1962, in cases where the same is otherwise not possible to be evaluated.

Shri J L Shah was Director (Factories Operations) from 21st October, 2009 to 8th November, 2011 and again he was appointed from 4th November, 2014.

Shri J L Shah, Whole Time Director, was designated as Director (Factories Operations) and was in overall charge of all the factories of the Company situated in the State of Maharashtra, Gujarat, Himachal Pradesh, Andhra Pradesh, Assam, Union Territory of Daman or any other State or Union Territory in India.

The remuneration as detailed above is fair and reasonable. The remuneration paid was within the limits specified in Schedule V of the Companies Act, 2013. The Members' approval is required for the same under Schedule V and other applicable provisions of the Companies Act, 2013.

Shri J L Shah resigned as Director of the Company with effect from 19th May, 2015.

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

The Board recommends this resolution for approval by the members.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai

Date: 19th May, 2015

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

ADDITIONAL INFORMATION ON DIRECTORS (INCLUDING WHOLE TIME DIRECTOR) SEEKING ELECTION AT THE ANNUAL GENERAL MEETING [under Clause 49(VIII)(E)(1) of the Listing Agreement]:

Shri N K Parekh is a Promoter Director of the Company and has been serving as a Director of the Company since 1969. He is a qualified Technologist for Dyes and Intermediates and a qualified Chemical Engineer [B.Sc., B.Sc(Tech), M.S. Chem. Engg.(U.S.A)] and has business experience in the industry for over 51 years. He is a Vice Chairman of the Company. He is a Director of Vinyl Chemicals (India) Ltd., Fevicol Company Ltd., Parkem Dyes and Chemicals Pvt. Ltd., Ishijas Chemicals Pvt. Ltd., The Vaccum Forming Company Pvt. Ltd., Kalpaj Sales and Agencies Pvt. Ltd., Pargro Investments Pvt. Ltd., Dr. Fixit Institute of Structural Protection & Rehabilitation (a Company u/s 8 of the Companies Act, 2013), Kalva Marketing and Services Ltd. and Parekh Marketing Ltd. He is a member of Stakeholders Relationship Committee of Vinyl Chemicals (India) Ltd. and also of the Company. Shri N K Parekh attended 9 board meetings of the Company during the year. He holds 5,38,32,178 equity shares in the Company as on 31st March, 2015. Shri N K Parekh is related to Shri A N Parekh, Whole Time Director of the Company.

Shri Bharat Puri has been an Independent Director on Board of the Company since 2008 and was appointed as an Independent Director of the Company at the Annual General Meeting held in September, 2014. He had a very successful career with leading Global Companies. In his last assignment he has been President-Global Chocolate, Gum and Categories at Mondelez International, based in Zurich and with worldwide responsibilities for these categories. He started his career with Asian Paints in 1982 and rose to the position of General Manager-Sales & Marketing. He then moved to Cadbury in 1998 as Director of Sales and Marketing for Cadbury India. In 2002 he was appointed as Managing Director South Asia Cadbury. After a successful stint in this role, he moved to Singapore in 2006 where he was responsible for Strategy, Marketing and Sales for the Asia Pacific region. Since then he has held senior leadership positions in Marketing, General Management and Category Management at the country, region and global level. He completed his schooling from the Lawrence School, Sanawar and thereafter graduated in Commerce from Punjab University. In 1982 he completed his Post

Graduate Diploma in Management (MBA) from the Indian Institute of Management, Ahmedabad. Shri Bharat Puri attended 4 board meetings of the Company during the year. He does not hold any other Directorships. He holds Nil equity shares in the Company as on 31st March, 2015. He is not related to any Director or Key Managerial Personnel of the Company.

Shri A N Parekh is a promoter director of the Company and has been working with the Company since 1996. Shri A N Parekh is a Chemical Engineer with the qualification of B.S. Chem.Engg.(U.S.A) and having total business experience of 21 years. He joined the Company in Sales and Marketing Department and was promoted to the position of Sr. Vice President. He has been a Whole Time Director of the Company since 1st July, 2005. He is a director of Parkem Dyes and Chemicals Pvt. Ltd., Kalpaj Sales and Agencies Pvt. Ltd., Jess Trading India Pvt. Ltd., Dr. Fixit Institute of Structural Protection & Rehabilitation (a company u/s 8 of the Companies Act, 2013), Percept Waterproofing Services Ltd., Nina Waterproofing Systems Pvt. Ltd., Synapse Technologies Inc, USA, Wisdom Controls Inc, USA, Jupiter Chemicals LLC, Pidilite Industries Egypt (SAE), Pidilite Speciality Chemicals Bangladesh Pvt. Ltd., Pidilite Bamco Ltd., Pidilite USA Inc, Pidilite Chemical PLC, Sarla Technologies Middle East LLC. Shri A N Parekh attended 9 board meetings during the year. He holds 35,84,910 equity shares in the Company as on 31st March, 2015. Shri A N Parekh is related to Shri N K Parekh, Vice Chairman of the Company.

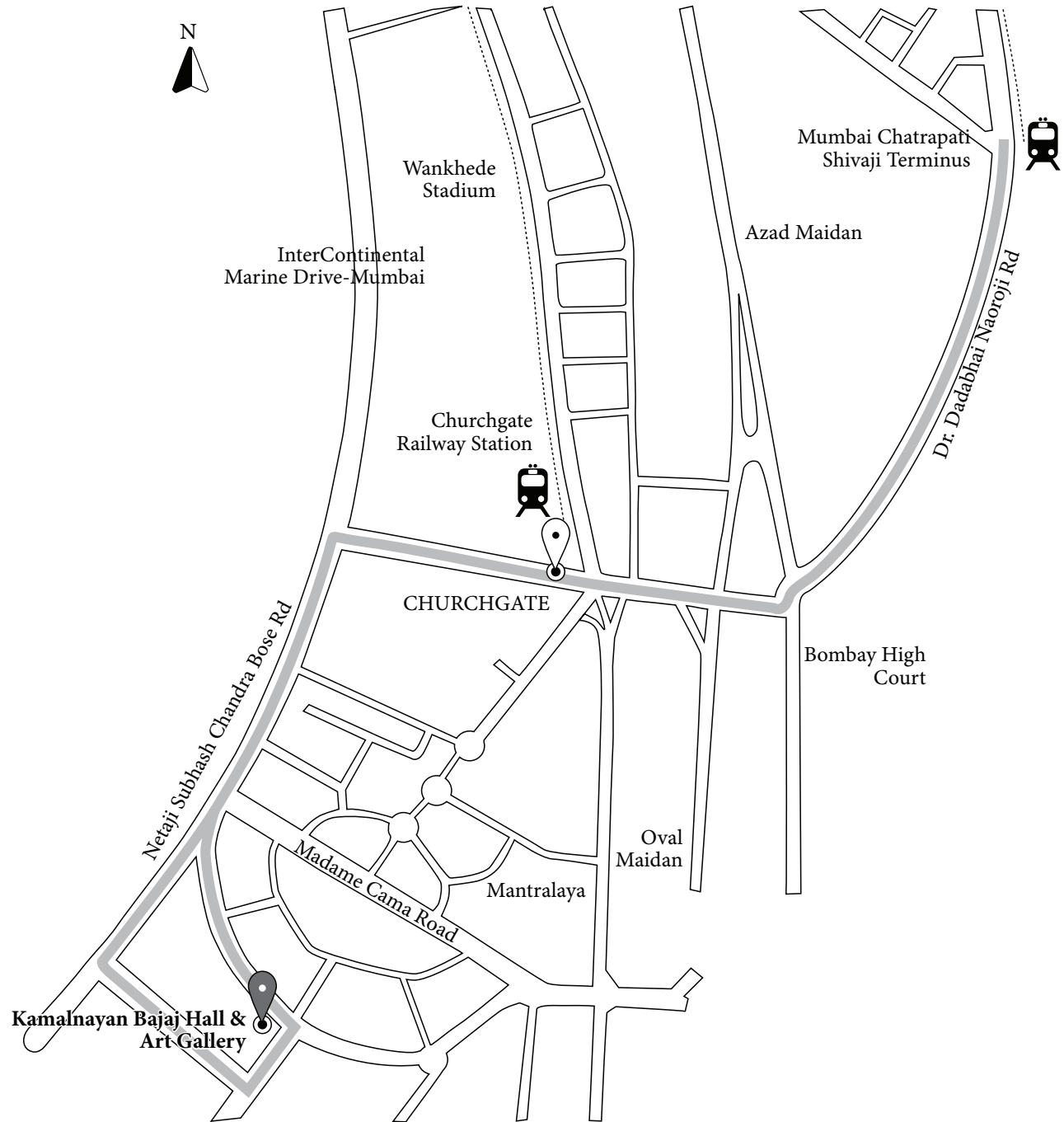
Shri Sabyaschi Patnaik graduated in Chemical Engineering from the Institute of Technology-Banaras Hindu University. Subsequently, he obtained his Master's degree from Colorado State University, USA. He has completed the Advanced Management Program at the Wharton Business School. Shri Sabyaschi Patnaik brings with him a rich and varied experience of over 25 years in Manufacturing Operations, Supply Chain & General Management. He started his career with Indal Electronics as a Process Engineer and then undertook roles in production and project management functions at Bakelite Hylam and Indian Aluminium Company.

Thereafter, he joined Asian Paints in 1999 as the Factory Manager of the Hyderabad plant. Subsequently he moved to the Corporate Office in Mumbai and headed the Supply Chain function and thereafter Manufacturing Operations. After spending 11 years with Asian Paints, in 2010 Sabyaschi joined the Aditya Birla Group as the President of the Alexandria Carbon Black Company, Egypt and later was appointed as the Managing Director of the Company. He returned to India in April 2014 and held the role of President in the Strategy and Planning function of Aditya Birla Management Corp. Ltd. He joined the Company in December 2014 as President - Manufacturing Operations and Supply Chain. He holds Nil Equity Shares in the Company as on 31st March, 2015. He is not related to any Director or Key Managerial Personnel of the Company.

Shri Sanjeev Aga has been appointed as a Director of the Company with effect from 29th July, 2011 by the Board of Directors. Shri Sanjeev Aga is an Honours graduate in Physics from St. Stephen's College, Delhi and a post graduate from the Indian Institute of Management, Kolkata. He is a business leader, organisation builder, advisor and mentor. His career has traversed over 40 years and sectors from consumer and services, entertainment and light engineering to telecommunications. Shri Sanjeev Aga has under his belt, 23 years as CEO and Managing Director of Blow Plast Ltd./ VIP Industries Ltd., of Aditya Birla Nuvo Ltd. and Idea Cellular Ltd. He is now engaged in advisory and consultancy roles for corporates and for not for-profit organisations. He holds directorships in Idea Cellular Ltd., Subex Ltd., Mahindra Logistics Ltd., UFO Movies India Ltd., Mahindra Holidays & Resorts India Ltd. He is the Chairman of Stakeholders Relationship Committee in Subex Ltd. and a member of Stakeholders Relationship Committee in Idea Cellular Ltd., Member of Audit Committee of Subex Ltd., Mahindra Logistics Ltd. and Mahindra Holidays & Resorts India Ltd., Chairman of Audit Committee in UFO Movies India Ltd. Shri Sanjeev Aga attended 9 board meetings during the year. He holds Nil equity shares in the Company as on 31st March, 2015. He is not related to any Director or Key Managerial Personnel of the Company.

Route map to the AGM Venue of:

Pidilite Industries Ltd.
46th Annual General Meeting
Tuesday, 1st September, 2015 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, Jammalal 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

ATTENDANCE SLIP

PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholder(s) may obtain additional Slip on request.

D.P. Id*	
----------	--

Folio No.	
-----------	--

Client Id*	
------------	--

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

NAME OF THE MEMBER:

NAME OF THE PROXY:

I record my presence at FORTY SIXTH ANNUAL GENERAL MEETING of the Company held at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jammalal Bajaj Marg, Nariman Point, Mumbai 400 021 on Tuesday, the 1st September, 2015 at 11:00 a.m.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

*Applicable for investors holding shares in electronic form.



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: _____ or failing him;

as my/our proxy to attend and vote for me/ us and on my/our behalf at the FORTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 1st September, 2015 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, 2015.
2. Declaration of dividend on Equity Shares.
3. Re-appointment of Shri N K Parekh as a Director.
4. Re-appointment of Shri A N Parekh as a Director.
5. Ratification of appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors.
6. Appointment of Shri Bharat Puri as a Managing Director for a period of 5 years.
7. Re-appointment of Shri A N Parekh as a Whole Time Director for a period of 5 years.
8. Appointment of Shri Sabyaschi Patnaik as an Additional Director.
9. Appointment of Shri Sabyaschi Patnaik as a Whole Time Director for a period of 3 years.
10. Appointment of Shri Sanjeev Aga as an Independent Director for a period of 5 years.
11. Ratification of payment of remuneration to M/s. V J Talati & Co., Cost Auditors.
12. Approval of terms of appointment and payment of remuneration to Shri J L Shah for the period from 4th November, 2014 to 19th May, 2015.

Signed this _____ day of _____ 2015.

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.