

March 26, 2018

The Secretary
BSE Limited
 Corporate Relationship Dept.
 14th Floor, P. J. Towers
 Dalal Street
 Mumbai 400 001
Stock Code: 500331

The Secretary
The National Stock Exchange of India Limited
 Exchange Plaza, Plot no. C/1, G Block
 Bandra-Kurla Complex
 Bandra (E)
 Mumbai - 400 051
Stock Code: PIDILITIND

Dear Sir/Madam,

- Sub:**
1. Extinguishment of equity shares in connection with the Buyback of 50,00,000 equity shares of INR 1/- each ("Equity Share") of Pidilite Industries Limited ("Company")
 2. Reconciliation of the share capital of the Company

In compliance with Regulation 12 and 19(4) of SEBI (Buyback of Securities) Regulations 1998, ("Buyback Regulations"), this is to inform you that the Company has extinguished 49,99,056 fully paid up equity shares of Re. 1/- each (in dematerialized form) and 944 fully paid up equity shares of Re. 1/- each (in physical form) as a result of the conclusion of buyback of 50,00,000 equity shares.

We also enclose a copy of the letter dated March 26, 2018 from National Securities Depository Limited confirming the extinguishment of shares and a copy of the certificate dated March 26, 2018 relating to extinguishment of 50,00,000 equity shares in accordance with the provisions of Regulation 12(4) of the Buyback Regulations.

In view of the above, please note the following:

Reconciliation of Share Capital of the Company (Pre and Post Extinguishment)			
Sr. No	Particulars	No. of Equity Share of face value Re.1/- each	Amount (Rs.)
1.	Pre-extinguishment, Issued and Paid-Up Capital	51,28,10,330	51,28,10,330
2.	Less: Shares bought-back		
	a) Electronic Form	49,99,056	49,99,056
	b) Physical Form	944	944
3.	Post Extinguishment, Issued and Paid-Up Capital	50,78,10,330	50,78,10,330

Pidilite Industries Limited

Corporate Office
 Ramkrishna Mandir Road
 Andheri - E, Mumbai 400059, India

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

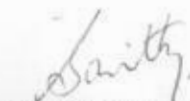
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 2835 7952 / 2835 7365
 F + 91 22 2830 4482
 www.pidilite.com
 CIN:L24100MH1969PLC014336

Further, we would like to confirm that the above extinguishment has been done as per the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

The number of Equity Shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement dated March 22, 2018 which was published and submitted for your records on March 23, 2018. The same has been reproduced in the Annexure A for ease of reference.

Yours Sincerely,

For Pidilite Industries Limited



**Savithri Parekh
Company Secretary**

Encl.: As above

PV

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Annexure A

The shareholding pattern of the Company, pre Buyback (as on record date i.e. February 12, 2018) and post Buyback, is as under:

Particulars	Pre Buyback		Post Buyback	
	Number of Shares	% to existing share capital	No. of Shares post Buyback	% holding post Buyback
Promoters and persons acting in concert	35,68,73,502	69.59	35,43,41,237	69.78
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	5,61,19,669	10.94		
Indian Financial Institutions/Banks/Mutual Funds/Govt. Companies	4,45,56,590	8.69	15,34,69,093	30.22
Public including other Bodies Corporate	5,52,60,569	10.78		
Total	51,28,10,330	100.00	50,78,10,330	100.00

For Pidilite Industries Limited


Savithri Parekh
Company Secretary

PN

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National Securities Depository Limited



Ref: II/CA/COM/15160/2018

March 26, 2018

Mrs. Savithri Parekh
Company Secretary & Compliance Officer
Pidilite Industries Limited
7th Floor, Regent Chambers
Jammalal Bajaj Marg,
Nariman Point
Mumbai - 400 021

Sub : Buy-back (tender offer)

Madam,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz: TSR Darashaw Limited, Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

ISIN	ISIN Description	D/C	Records	Quantity	Execution Date
INE318A01026	PIDILITE INDUSTRIES LIMITED EQ NEW FV RE. 1/-	Debit	1	4,999,056.000	23/Mar/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Asst.Vice President

CERTIFIED TRUE COPY



Digitally Signed By
Name: NITIN K AMBURE
Date: 26/03/2018 13:38:23
Reason: Authentication
Location: NSDL,Mumbai

Reg No. 117364W

Ref: BPS/1013

**The Board of Directors
Pidilite Industries Limited**

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai - 400021.

**Independent Auditors' Certificate with respect to extinguishment of Equity
Shares bought back by Pidilite Industries Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 21st March, 2018.
2. We, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117364W), the statutory Auditors of Pidilite Industries Limited ("the Company") having its Registered office at Regent Chambers, 7th Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai - 400021, for the purposes of issuing this certificate have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought back by Pidilite Industries Limited" ("the Statement"), prepared by the Company.

Management's Responsibility for the Statement

3. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (the "Regulations"), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies Act, 2013, as amended, in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India ("SEBI").
4. The Management of the Company is also responsible for the preparation of the said statement and maintenance of relevant records and documents including obtaining confirmation from National Securities Depository Limited ("NSDL") for extinguishment of 4,999,056 shares in dematerialised form. The responsibility of the Management of the Company also includes the preparation and maintenance of all accounting and other relevant supporting records and documents, including the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement.

Auditor's Responsibility

5. Our responsibility for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents maintained and obtained by the company and furnished to us for the purpose.



6. We conducted our verification of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

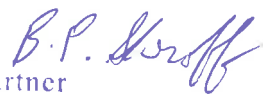
Opinion

8. On the basis of on our verification, as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and the extinguishment is in compliance and in accordance with the provisions of sub-regulation (1) and (2) of regulation 12 of the Securities and Exchange Board of India (buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the by-laws framed thereunder.

Restriction on Use

9. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to SEBI and Stock Exchanges in India pursuant to the Regulation and should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Deloitte Haskins & Sells
Chartered Accountants
(ICAI Reg. No. 117364W)


Partner
(B. P. Shroff)
(M No. 34382)

Place: Mumbai
Date: 26th March, 2018

Name of the Depository	Date of Extinguishment	Company's A/C Number	No. of Equity Shares extinguished

	Certificate No.	Share Distinctive No. (From)	No. of Equity Shares Extinguished

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