Pidilite

June 17, 2015

The Secretary
BSE Ltd.
Corporate Relationship Dept.,
14th floor, P. J. Tower,
Dalal Street, Fort
Mumbai - 400 001
Stock Code – 500331

The Secretary
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

Dear Sirs,

Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure

With reference to above captioned subject, pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, we hereby confirm that the Company has formulated and adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure (The Code).

The Code has been uploaded on the website of the Company i.e. www.pidilite.com, copy of which is enclosed herewith.

Thanking you,

Yours faithfully,
For Pidilite Industries Limited

Authorised Signatory

Encl : as above

Pidilite Industries Limited

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

T + 91 22 2835 7000
F + 91 22 2835 7852
www.pidilite.com
CIN : L24100MH1969PLC014336

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

PIDILITE INDUSTRIES LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure

(As approved by the Board of Directors of the Company vide Board Resolution dated 19th May, 2015. The Code shall be operative with effect from May 15, 2015.)

As required under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "the Regulations"), Pidilite Industries Limited, hereby notifies the "**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure**" (hereinafter referred to as "the Code").

The Code intends to formulate a framework and policy for fair disclosure of events and occurrences that would impact price discovery in the market for the securities of the Company. To achieve this objective, the Board of Directors shall adhere to the principles of fair disclosure mentioned hereunder in letter and in spirit, to ensure fair disclosure of events and occurrence that could impact price of its securities in the market.

PART A- Definitions

"**Company**" means PIDILITE INDUSTRIES LIMITED

"**Board of Directors**" means Board of Directors of PIDILITE INDUSTRIES LIMITED

"**Compliance Officer**" means the officer appointed by the Board of Directors as per the Regulations from time to time.

"**Insider**" means any person who is:
i) a connected person; or
ii) in possession of or having access to unpublished price sensitive information;

"Immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

"**Generally available information**" means information that is accessible to the public on a non-discriminatory basis;

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

"**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

"**Unpublished price sensitive information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel; and
(vi) material events in accordance with the listing agreement.

Words and Expressions not defined in this code shall have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992.

PART B -Principles of Fair Disclosure for Purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

a. There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

b. The company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

c. Unless otherwise appointed by the Board of Directors, the Chief Financial Officer shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

d. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

e. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

f. It shall be ensured that information shared with analysts and research personnel is not unpublished price sensitive information.

g. The best practices will be developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

h. Unpublished price sensitive information shall be handled on a need-to-know basis.

PART C- Powers of Board of Directors

The Chief Financial Officer, subject to the approval of Board of Directors, reserves the right to modify or amend the Code in whole or in part.

The Board of Directors may establish further rules and procedures, from time to time, to give effect to the intent of this Code.

The decision of the Board of Directors with regard to all matters relating to the Code will be final and binding.

PART D – Disclosure of the Code in Public Domain

The Code shall be published on the official website of the Company

Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the stock exchange where the securities are listed.