

Ref: No. BIL/SE/16-17

12<sup>th</sup> October, 2016

M/s Bombay Stock Exchange Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

National Stock Exchange of India Ltd  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra Kurla Complex  
Bandra (E), Mumbai 400 051

Scrip Name: BALKRISI, Scrip Code: 502355

Scrip Name/Code : BALKRISIND

**SUB: COMPLIANCE WITH REGULATION 27(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We are submitting herewith compliance report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2016 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the given formats in **Annexure I and Annexure III**.

**ANNEXURE I**

- 1 Name of the Listed Entity     Balkrishna Industries Limited
- 2 Quarter ending                     30<sup>th</sup> September, 2016

I. Composition of Board of Directors

Sr. No	Title (Mr. / Ms)	Name of the Directors	PAN	DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation)	Tenure	No. of Directorship in listed entities including this listed entity	No. of Memberships in Audit /Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity
1	Mr.	Arvind Kumar Poddar	AACPP2352E	00089984	Chairperson/Executive	31.01.2004	N.A.	1	0	0
2	Mr.	Rajiv Poddar	AACPP1928J	00160758	Executive	22.01.2009	N.A.	1	1	0

**Contd.2**

**Balkrishna Industries Ltd.**

**CIN No.: L99999MH1961PLC012185**

**Corporate Office : BKT House, C / 15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.**

**Tel: +91 22 6666 3800 Fax: +91 22 6666 3898/99                     www.bkt-tires.com**

**Registered Office: B-66, Waluj Industrial Area, Waluj, Aurangabad - 431 136, Maharashtra, India.**

3	Ms.	Vijaylaxmi Poddar	AACPP2353F	00160484	Non-Executive	30.05.2012	N.A.	1	0	0
4	Mr.	Sanjay Asher	ADQPA0146C	00008221	Non-Executive/Independent	02.08.2014	2.2 years	7	6	4
5	Mr.	Sachin Nath Chaturvedi	AABPC2360A	00553459	Non-Executive/Independent	02.08.2014	2.2 years	4	4	4
6	Mr.	Khurshed Doongaji	AAIPD1397D	00090939	Non-Executive/Independent	02.08.2014	2.2 years	2	2	2
7	Mr.	Ashok Saraf	AAGPS5351N	01627873	Non-Executive/Independent	02.08.2014	2.2 years	1	0	0
8	Mr.	Laxmidas Merchant	AAAPM5924D	00007722	Non-Executive/Independent	02.08.2014	2.2 years	1	0	0
9	Mr.	Vipul Shah	AAOPS7428N	05199526	Executive	11.02.2012	N.A.	1	1	0

\* Note : Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has appointed Shri Sachin Nath Chaturvedi, Shri Khurshed Doongaji, Shri Ashok Saraf, Shri Laxmidas Merchant and Shri Sanjay Asher as Independent Directors of the Company for 5 (five) consecutive years from 2nd August, 2014 to 1st August, 2019, which has been approved by the Members at its Annual General Meeting held on 13th September, 2014

<b>II. Composition of Committee</b>			
Sr.No	Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1	Audit Committee	Mr. Sachin Nath Chaturvedi	Chairperson/Non Executive/Independent
		Mr. Khurshed M Doongaji	Non-Executive/Independent
		Mr. Rajiv A Poddar	Executive
2	Nomination & Remuneration Committee	Mr. Sachin Nath Chaturvedi	Chairperson/Non Executive/Independent
		Mr. Ashok Saraf	Non-Executive/Independent
		Mr. Khurshed M Doongaji	Non-Executive/Independent
3	Risk Management Committee(if applicable)	Not applicable	
4	Stakeholders Relationship Committee	Mr. Sachin Nath Chaturvedi	Chairperson/Non Executive/Independent
		Mr. Khurshed M Doongaji	Non-Executive/Independent
		Mr. Vipul Shah	Executive

Contd.3

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<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
18 <sup>th</sup> May, 2016	10 <sup>th</sup> September, 2016	114 days

<b>IV. Meeting of Committees</b>			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
<b>Audit Committee:</b>			
10 <sup>th</sup> September, 2016	Yes	18 <sup>th</sup> May, 2016	114 Days

<b>V. Related Party Transactions</b>	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

<b>VI. Affirmations</b>
<p>We hereby affirm that :</p> <ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</li> </ol>

**For Balkrishna Industries Limited**

Sd/-  
**Vipul Shah**  
 Director & Company Secretary  
 DIN: 05199526

ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes ( Business Responsibility Report Not Applicable for FY 15-16 )
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b>		
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

For Balkrishna Industries Limited

Sd/-  
Vipul Shah  
Director & Company Secretary  
DIN: 05199526

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