

Ref: No. BIL/SE/18-19

10th July, 2018

M/s BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Ltd
5th 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 30th June, 2018 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the given format in **Annexure I**.

ANNEXURE I

- | | | |
|---|---------------------------|-------------------------------|
| 1 | Name of the Listed Entity | Balkrishna Industries Limited |
| 2 | Quarter ending | 30 th June, 2018 |

I. Composition of Board of Directors

| Sr. No | Title (Mr./Ms) | Name of the Director | 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 | *Date of Appointment: 31.01.2004 | N.A. | 1 | 0 | 0 |
| 2 | Mr. | Rajiv Poddar | AACPP1928J | 00160758 | Executive | **Date of Appointment: 22.01.2009 | N.A. | 1 | 0 | 0 |
| 3 | Ms. | Vijaylaxmi Poddar | AACPP2353F | 00160484 | Non- Executive | Date of Appointment: 30.05.2012 | N.A. | 1 | 0 | 0 |
| 4 | Mr. | Vipul Shah | AAOPS7428N | 05199526 | Executive | ***Date of Appointment: 11.02.2012 | N.A. | 1 | 1 | 0 |

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-6, Waluj Industrial Area, Waluj, Aurangabad – 431 136, Maharashtra, India

| | | | | | | | | | | |
|---|-----|-------------------|------------|----------|---------------------------|------------------------------------|------------|---|---|---|
| 5 | Mr. | Sanjay Asher \$ | ADQPA0146C | 00008221 | Non-Executive/Independent | #Date of Appointment: 02.08.2014 | 3.10 years | 7 | 5 | 3 |
| 6 | Mr. | Khurshed Doongaji | AAIPD1397D | 00090939 | Non-Executive/Independent | #Date of Appointment: 02.08.2014 | 3.10 years | 2 | 2 | 2 |
| 7 | Mr. | Ashok Saraf | AAGPS5351N | 01627873 | Non-Executive/Independent | #Date of Appointment: 02.08.2014 | 3.10 years | 1 | 1 | 1 |
| 8 | Mr. | Laxmidas Merchant | AAAPM5924D | 00007722 | Non-Executive/Independent | #Date of Appointment: 02.08.2014 | 3.10 years | 1 | 1 | 0 |
| 9 | Mr. | Pannkaj Ghadiali | AAAPG8956D | 00003462 | Non-Executive/Independent | ## Date of Appointment: 08.11.2017 | 8 months | 2 | 2 | 1 |

* Mr. Arvind Kumar Poddar has been re-appointed as Chairman & Managing Director for a period of 5 years w.e.f. 1st August, 2016 to 31st July, 2021.

** Mr. Rajiv Poddar has been re-appointed as Executive Director designated as Joint Managing Director for a period of 5 years w.e.f. 22nd January, 2014 to 21st January, 2019.

*** Mr. Vipul Shah has been re-appointed as Whole Time Director designated as Director & Company Secretary for 5 years w.e.f. 11th February, 2017 to 10th February, 2022.

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 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.

Note Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board has appointed Shri Pannkaj Chimanlal Ghadiali as Independent Director of the Company for 5 (five) consecutive years from 8th November, 2017 to 7th November, 2022, which is subject to the approval of the Members at the ensuing Annual General Meeting.

\$Mr. Sanjay Asher has resigned as Director from Shree Renuka Sugars Limited on 2nd July 2018.

| II. Composition of Committees | | | |
|--------------------------------------|------------------------------------------|--------------------------------------|---------------------------------------------------------------------------|
| Sr.No | Name of the Committee | Name of the Committee Members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) |
| 1 | Audit Committee | # Mr. Pannkaj Ghadiali | Chairperson/Non Executive/Independent |
| | | Mr. Khurshed M Doongaji | Non-Executive/Independent |
| | | Mr. Ashok Saraf | Non-Executive/Independent |
| | | Mr. Laxmidas Merchant | Non-Executive/Independent |
| 2 | Nomination & Remuneration Committee | Mr. Ashok Saraf | Chairperson/Non Executive/Independent |
| | | Mr. Khurshed M Doongaji | Non-Executive/Independent |
| | | # Mr. Shri Pannkaj Ghadiali | Non-Executive/Independent |
| | | Mr. Sanjay Asher | Non-Executive/Independent |
| 3 | Risk Management Committee(if applicable) | Not applicable | |
| 4 | Stakeholders Relationship Committee | Mr. Ashok Saraf | Chairperson/Non Executive/Independent |
| | | Mr. Khurshed M Doongaji | Non-Executive/Independent |
| | | # Mr. Pannkaj Ghadiali | Non-Executive/Independent |
| | | Mr. Vipul Shah | Executive |

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GROWING TOGETHER

#Note Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board has appointed Shri Pannkaj Chimanlal Ghadiali as Independent Director of the Company for 5 (five) consecutive years from 8th November, 2017 to 07th November, 2022, which is subject to the approval of the Members at the ensuing Annual General Meeting

| III. Meeting of Board of Directors | | | |
|---------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------------|
| 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) | |
| 14 th February 2018 24 th March 2018 | 17 th May, 2018 | 53 days | |
| 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) |
| Audit Committee: | | | |
| 17 th May, 2018 | Yes | 14 th February 2018 | 91 days |
| Nomination and Remuneration Committee: | | | |
| 17 th May, 2018 | Yes | 24 th March 2018 | 53 days |
| Corporate Social Responsibility Committee: | | | |
| 17 th May, 2018 | Yes | 14 th February 2018 | 91 days |

| V. Related Party Transactions | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 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 |
| VI. Affirmations | |
| We hereby affirm that : | |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | |
| 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 | |
| a. Audit Committee | |
| b. Nomination & remuneration committee | |
| c. Stakeholders relationship committee | |
| d. Risk management committee (applicable to the top 100 listed entities) | |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | |
| 4. 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. | |
| 5. 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: | |

For Balkrishna Industries Limited
Sd/-
Vipul Shah
Director & Company Secretary
DIN: 05199526

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