



**GROWING TOGETHER**

BIL:VRS/2016-2017

8<sup>th</sup> July, 2016

To,  
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

### Corporate Announcement

Dear Sir,

This is to inform you that 54<sup>th</sup> Annual General Meeting of the Members of the Company is scheduled to be held on Saturday, the 6<sup>th</sup> August, 2016 for the financial year ended 31<sup>st</sup> March, 2016. We are enclosing herewith Notice of 54<sup>th</sup> Annual General Meeting for the financial year 2015-16 for your information and records.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 3<sup>rd</sup> August, 2016 to Thursday, the 4<sup>th</sup> August, 2016 (both days inclusive) for the purpose of Annual General Meeting.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Balkrishna Industries Limited**

*V R Shah*

**Vipul R Shah**  
**Director & Company Secretary**  
**DIN : 05199526**

C.C: Karvy Computershare Pvt. Ltd  
Karvy Selenium Tower B, Plot No. 31-32  
Gachibowli, Financial District, Nanakramguda  
Hyderabad – 500 032

**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.



# Balkrishna Industries limited

CIN : L99999MH1961PLC012185

Regd. Office : B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431136, Maharashtra

Corp. Office: BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013

Tel.: + 91-22-66663800 | Fax : +91-22-66663898/99 | Email: shares@bkt-tires.com | Website: www.bkt-tires.com

## NOTICE

NOTICE is hereby given that the 54<sup>th</sup> Annual General Meeting of the members of BALKRISHNA INDUSTRIES LIMITED will be held as scheduled below:

Day : Saturday

Date : 6th August, 2016

Time : 12:00 Noon

Place : B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431 136, Maharashtra

The Agenda for the Meeting will be as under to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Report of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2016.
2. To confirm Interim Dividend of Rs.3.00 per equity share and a Special Dividend of Rs. 2.50 per equity share aggregating to Rs. 5.50 per equity share, already paid for the financial year ended 31<sup>st</sup> March, 2016. The Board has decided to treat said Interim Dividend as Final Dividend for the financial year ended 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Mr. Vipul Shah (DIN: 05199526), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W) be and are hereby appointed as Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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 Company be and is hereby accorded to the re-appointment of Mr. Arvind Poddar (DIN: 00089984) as Chairman & Managing Director of the Company, for a period of five years with effect from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2021, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with powers to the Board of Directors (hereinafter referred as "the Board") to alter and vary the terms and conditions of the said re-appointment including minimum remuneration (in case of absence or inadequacy of profits) in such manner as the Board may deem fit and is acceptable to Mr. Arvind Poddar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution."

By order of Board of Directors  
For Balkrishna Industries Limited

Vipul Shah  
Director & Company Secretary  
DIN No: 05199526

Mumbai

Dated: 18<sup>th</sup> May, 2016

Registered Office:  
B-66, Waluj MIDC,  
Waluj Industrial Area  
Aurangabad 431 136  
Maharashtra

### NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company or at the Corporate Office not less than 48 hours before commencement of the Meeting.  
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 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No.20. The Company will also send communication relating to e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.
- 3) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 4) Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorship and memberships/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure to the notice convening the Annual General Meeting of the Company.
- 5) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) Shareholders desiring any information as regards to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
- 7) Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

- 8) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office or Corporate Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company.
- 10) The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, the 3<sup>rd</sup> August, 2016 to Thursday, the 4<sup>th</sup> August, 2016 (both days inclusive) for the purpose of 54<sup>th</sup> Annual General Meeting.
- 11) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
- 12) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / the Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited.
- 13) The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2007-2008 from time to time on due dates to the Investor Education and Protection Fund (the IEPF) established by the Central Government. 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 11<sup>th</sup> July, 2015 (date of last Annual General Meeting) on website of the Company [www.bkt-tires.com](http://www.bkt-tires.com), as also on website of the Ministry of Corporate Affairs.
- 14) Notice of Annual General Meeting along with Annual report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same.
- 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, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / the Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited.
- 16) Electronic copy of the Notice of the 54<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 54<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
- 17) Members may note that the Notice of the 54<sup>th</sup> Annual General Meeting and the Annual Report for year 2015-2016 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office or Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [shares@bkt-tires.com](mailto:shares@bkt-tires.com).
- 18) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 19) A route map giving directions to reach the venue of the 54<sup>th</sup> Annual General Meeting is given at the end of the Notice
- 20) **Information and other instructions relating to e-voting are as under:**
  - I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 54<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).
    - II. The facility for voting through ballot paper shall also be made available at the Annual General Meeting and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
    - III. The members who have casted their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting **but shall not be entitled to cast their votes again.**
    - IV. The remote e-voting period commences on Wednesday, the 3<sup>rd</sup> August, 2016 (9:00 a.m. IST) and ends on Friday, the 5<sup>th</sup> August, 2016 (5:00 p.m. IST). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 30<sup>th</sup> July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.
    - V. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
    - VI. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
    - VII. The process and manner for remote e-voting is as under:
      - A. Member whose email IDs are registered with the Company/ DPs will receive an email from Karvy informing them of their User-ID and Password. Once the Members receives the email, he or she will need to go through the following steps to complete the e-voting process:
        - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
        - (ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
        - (iii) After entering these details appropriately, click on "LOGIN".

- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Balkrishna Industries Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [mnbhalekar@rediffmail.com](mailto:mnbhalekar@rediffmail.com) or [shares@bkt-tires.com](mailto:shares@bkt-tires.com).
- B. In case a member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered or have requested the physical copy]:
- a) Initial password is provided in below format at the bottom of the Attendance Slip for the Annual General Meeting :
- | EVENT NO. | USER ID | PASS WORD |
|-----------|---------|-----------|
|-----------|---------|-----------|
- b) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above to cast vote.
- VIII. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- IX. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.
- XI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30<sup>th</sup> July, 2016.
- XII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 30<sup>th</sup> July, 2016, may obtain the User ID and password in the manner as mentioned below:
- a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- b) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- c) Member may call Karvy's toll free number 1-800-3454-001.
- d) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399**  
 Example for NSDL: MYEPWD <SPACE> IN12345612345678  
 Example for CDSL : MYEPWD <SPACE> 1402345612345678  
 Example for Physical : MYEPWD <SPACE> XXXX1234567890
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, 30<sup>th</sup> July, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- XIV. Mr. Murlidhar Bhalekar, Practising Company Secretary has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinise the e-voting process in a fair and transparent manner.
- XV. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutiniser, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutiniser shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock 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 the conclusion of the Annual General Meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.bkt-tires.com](http://www.bkt-tires.com) and on the website of Karvy immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.
- XVIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting i.e. August 6, 2016.

**By order of Board of Directors  
For Balkrishna Industries Limited**

Mumbai  
Dated: 18<sup>th</sup> May, 2016

Vipul Shah  
Director & Company Secretary  
DIN No: 05199526

Registered Office:  
B-66, Waluj MIDC,  
Waluj Industrial Area  
Aurangabad 431 136  
Maharashtra

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement set out all material fact relating to the Special Business mentioned in the accompanying Notice:

Item No.5:

The Board of Directors of the Company ("the Board") at its Meeting held on 18<sup>th</sup> May, 2016 has, subject to the approval of members, re-appointed Mr. Arvind Poddar as Chairman & Managing Director of the Company w.e.f. 1st August, 2016 to 31<sup>st</sup> July, 2021 for a period of 5 years from the expiry of his present term which will expire on 31<sup>st</sup> July, 2016 at the following remuneration recommended by Nomination and Remuneration Committee of the Board w.e.f 1st August, 2016, with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in Schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereof, subject to the approval of Shareholders of the Company at its ensuing General Meeting.

While re-appointing Mr. Arvind Poddar as Chairman & Managing Director of the Company, the Board of Directors considered his contribution to overall progress of the Company.

Moreover, the Company is concentrating on its expansion plan besides exploring opportunities both in India and abroad.

The Board is of opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Chairman & Managing Director as mentioned in the resolution, subject to the approval of the Shareholders.

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in industry and on recommendation of the nomination and remuneration committee the Board at their meeting held on 18<sup>th</sup> May, 2016 approved the remuneration, terms and conditions of the re-appointment of Mr. Arvind Poddar, subject to the approval of the shareholders on remuneration including minimum remuneration as set below:

Salary

Rs. 25,00,000 p.m. – Rs. 2,00,000 p.m. – Rs. 35,00,000 p.m.

Commission

As may be determined by the Board of Directors of the Company at the end of each financial year, subject to overall ceiling stipulated from time to time under Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, as may for the time being be in force.

Perquisites

In addition to the salary and commission, the following perquisites shall also be allowed to Mr. Arvind Poddar :

Housing

The Company shall provide fully furnished residential accommodation together with all amenities, facilities and utilities such as Gas, Water, Electricity and Fuel etc. as may be approved by the Board from time to time.

In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance to the extent of 60% of the basic salary.

Medical reimbursement

Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalisation, nursing home and surgical charges for himself

and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant are also payable. Premium for medical insurance incurred for self and family will be paid by the Company.

Leave Travel Concession

Reimbursement of actual travelling expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during leave travel periods, wherever undertaken, whether in India or abroad.

Club Membership

Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.

Personal Accident Insurance

The actual premium paid.

Provident Fund, Superannuation Fund and Annuity Fund

Contribution to Provident Fund, Superannuation Fund and Annuity Fund will not be included in the computation of remuneration to the extent these singly or put together are not taxable under Income Tax Rules, 1962.

Gratuity

Gratuity shall be payable at half month's salary for each completed year of service and will not be included in computation of remuneration.

Leave and Encashment of Leave

The Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure/retirement.

Use of Car with Driver

The Company shall provide fully maintained car with driver for business and personal use.

Free Telephone, Facsimile and other Communication Facilities

The Company shall provide free Telephone, Facsimile and other communication facilities at the Managing Directors' residence.

Entertainment Expenses

Reimbursement of entertainment expenses incurred in the course of business of the Company.

Minimum remuneration

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Managing Director shall be paid remuneration by way of salary, perquisites and allowances as specified above subject to limits specified in Schedule V to the Companies Act, 2013 or any amendment thereto.

Explanation

Except Mr. Arvind Poddar himself, Mr. Rajiv Poddar and Mrs. Vijaylaxmi Poddar, being relatives may be deemed to be concerned and interested in the said resolution. No other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Arvind Poddar under Section 190 of the Act.

The Board commends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by Shareholders.

**By Order of the Board of Directors  
For Balkrishna Industries Limited**

**Vipul Shah  
Director & Company Secretary  
DIN No: 05199526**

Mumbai

Dated: 18<sup>th</sup> May, 2016

Registered Office:

B-66, Waluj MIDC, Waluj Industrial Area  
Aurangabad 431 136, Maharashtra

### Details of the Directors seeking re-appointment in the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Name of the Director	Mr. Arvind Poddar	Mr. Vipul Shah
Director Identification Number	00089984	05199526
Date of Joining the Board	31.01.2004	11.02.2012
Profile of the Director	B.Com	B.Com, ACS
Age	58 years	53 years
Nature of Expertise in specific functional area	Industrialist with vast experience in Tyre & Textile Industry	Professional
No. of shares held in the Company	500 Equity Shares	NIL
Names of the listed entities in which person also holds the directorship and the membership of Committees of the Board.	NIL	NIL

Note \* Private Limited Companies and Companies under Section 8 of the Companies Act, 2013 have been excluded.