

Ref: No. BIL/SE/2022-23

17<sup>th</sup> October, 2022

To,  
BSE Limited  
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 Code: 502355

Trading Symbol: BALKRISIND

Dear Sir/Madam,

**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, 2022 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the given format in **Annexure**.

**ANNEXURE I**

- Name of Listed Entity: Balkrishna Industries Limited**
- Quarter Ending : 30<sup>th</sup> September, 2022**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominnee)	Sub Category	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)	Date of Birth	Whether the director is disqualified?	Current status	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity to proviso to regulation 17A(1)]	No. of Memberships in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Arvind Kumar Poddar	AACPP2352E	00089984	C, ED	MD	31.01.2004	01.08.2021	-	-	07.11.1957	No	Active	1	0	0	0
Mr.	Rajiv Poddar	AACPP1928J	00160758	ED		22.01.2009	22.01.2019	-	-	22.12.1984	No	Active	1	0	0	0
Mrs.	Vijaylaxmi Poddar	AACPP2353F	00160484	NED		30.05.2012	08.08.2015	-	-	02.12.1960	No	Active	1	0	0	0
Mr.	Vipul Shah	AAOPS7428N	05199526	ED		11.02.2012	11.02.2022	-	-	02.03.1963	No	Active	1	0	1	0
Mr.	Pannkaj Ghadiali	AAAPG8956D	00003462	ID		08.11.2017	08.11.2017#	-	59	08.05.1956	No	Active	2	2	1	2
Mrs.	Shruti Shah	AIYPS3328P	08337714	ID		08.02.2019	08.02.2019	-	44	05.06.1980	No	Active	4	4	3	0

**Balkrishna Industries Ltd.**

**CIN No.: L99999MH1961PLC012185**

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Mr.	Sandeep Junnarkar	AABPJ2232L	00003534	ID		28.03.2019	28.03.2019	-	42	02.07.1951	No	Active	2	2	4	0
Mr.	Rajendra Hingwala	AAAPH5606B	00160602	ID		28.03.2019	28.03.2019	-	42	26.08.1952	No	Active	2	2	1	2
				Whether Regular chairperson appointed : Yes												
				Whether chairperson is related to managing director or CEO : Yes												

# Note : Mr. Pannkaj Ghadiali (DIN: 00003462), has been reappointed as an Independent Director of the Company for a second term of five years commencing from 8th November, 2022 to 7th November, 2027. The same has been approved by the Board of Directors at its Meeting held on 13th May, 2022 and approved by the Members at its 60th Annual General Meeting held on 7<sup>th</sup> July, 2022.

**i. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Pannkaj Ghadiali	ID	Chairperson	08-Nov-2017	
2	Mrs. Shruti Shah	ID	Member	08-Feb-2019	
3	Mr. Rajendra Hingwala	ID	Member	02-Aug-2019	
4	Mr. Sandeep Junnarkar	ID	Member	24-Sep-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Pannkaj Ghadiali	ID	Chairperson	08-Nov-2017	
2	Mrs. Shruti Shah	ID	Member	08-Feb-2019	
3	Mr. Rajendra Hingwala	ID	Member	10-Aug-2019	
4	Mr. Sandeep Junnarkar	ID	Member	10-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Pannkaj Ghadiali	ID	Chairperson	08-Nov-2017	
2	Mrs. Shruti Shah	ID	Member	08-Feb-2019	
3	Mr. Sandeep Junnarkar	ID	Member	10-Aug-2019	
4	Mr. Vipul Shah	ED	Member	15-May-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Corporate Social Responsibility Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mrs. Vijaylaxmi Poddar	NED	Chairperson	15-May-2014	
2	Mrs. Shruti Shah	ID	Member	10-Aug-2019	
3	Mr. Rajiv Poddar	ED	Member	15-May-2014	
4	Mr. Vipul Shah	ED	Member	25-May-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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**e. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Pannkaj Ghadiali	ID	Chairperson	08-Feb-2019	
2	Mr. Arvind Kumar Poddar	C,ED	Member	08-Feb-2019	
4	Mr. Vipul Shah	ED	Member	08-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**f. Business Responsibility & Sustainability Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Pannkaj Ghadiali	ID	Chairperson	08-Feb-2019	
2	Mr. Arvind Kumar Poddar	C,ED	Member	25-May-2017	
3	Mr. Rajiv Poddar	ED	Member	25-May-2017	
4	Mr. Sandeep Junnarkar	ID	Member	10-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**ii. 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	Whether requirement of Quorum met	Total number of directors as on date of the meeting	Number of Directors present	Number of Independent Directors present
13.05.2022		Yes	8	8	4
	04.08.2022	Yes	8	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	82

IV. Meeting of Committees							
Date(s) of Meeting of the Committee in the Previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total number of Directors as on date of meeting	Number of directors present	Number of independent directors present	No. of members attending the meeting (other than Board of Directors)	Maximum gap between any two consecutive meetings (in number of days)
<b>Audit Committee:</b>							
13.05.2022	-	Yes	4	4	4	0	
-	04.08.2022	Yes	4	3	3	0	82 days
<b>Stakeholders Relationship Committee:</b>							
12.05.2022	-	Yes	4	4	3	0	
-	04.08.2022	Yes	4	3	2	0	83 days

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<b>Corporate Social Responsibility Committee:</b>							
12.05.2022	-	Yes	4	4	1	0	
-	04.08.2022	Yes	4	4	1	0	83 days
<b>Nomination and Remuneration Committee:</b>							
13.05.2022	-	Yes	4	4	4	0	-
-	-	-	-	-	-	0	-
<b>Business Responsibility &amp; Sustainability Committee</b>							
12.05.2022	-	Yes	4	4	2	0	-
-	-	-	-	-	-	-	-
<b>Risk Management Committee</b>							
-	-	-	-	-	-	0	-
-	24.09.2022	Yes	3	3	1	0	-

**Annexure I**

**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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : **Yes**
  2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
    - a. Audit Committee - **Yes**
    - b. Nomination & remuneration committee - **Yes**
    - c. Stakeholders relationship committee - **Yes**
    - d. Risk management committee - **Yes**
  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. - **Yes**
  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. - **Yes**
  5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- 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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**ANNEXURE III**

**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

**Name** : **Mr. Vipul Shah**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

Given Disclosure is not Applicable, as the Company has not given Loans/ guarantees/comfort letters /securities etc directly or indirectly to

- Promoter or any other entity controlled by them
- Promoter Group or any other entity controlled by them
- Directors (including relatives) or any other entity controlled by them
- KMPs or any other entity controlled by them

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
NA							

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**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>		NA	
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>		NA	
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

<b>Company Remarks in case of non-compliant status</b>	NA
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<b>Name:</b> Mr. Vipul Shah <b>Designation:</b> Company Secretary & Compliance Officer <b>Place:</b> Mumbai <b>Date:</b> 17.10.2022
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