

Ref: No. BIL/SE/17-18

13th April, 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 31st March, 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 | 31 st March, 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
5	Mr.	Sanjay Asher	ADQPA0146C	00008221	Non- Executive/ Independent	#Date of Appointment: 02.08.2014	3.7 years	7	5	5

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.



6	Mr.	Khurshed Doongaji	AAIPD1397D	00090939	Non-Executive/Independent	#Date of Appointment: 02.08.2014	3.7 years	2	2	2
7	Mr.	Ashok Saraf	AAGPS5351N	01627873	Non-Executive/Independent	#Date of Appointment: 02.08.2014	3.7 years	1	1	1
8	Mr.	Laxmidas Merchant	AAAPM5924D	00007722	Non-Executive/Independent	#Date of Appointment: 02.08.2014	3.7 years	1	1	0
9	Mr.	Pannkaj Ghadiali	AAAPG8956D	00003462	Non-Executive/Independent	## Date of Appointment: 08.11.2017	5 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 07th November, 2022, which is subject to the approval of the Members at the ensuing Annual General Meeting.

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



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.



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)	
8 th November, 2017	14 th February 2018 24 th March 2018	97 days 37 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:			
14 th February 2018	Yes	8 th November, 2017	97 days
Nomination and Remuneration Committee:			
24 th March 2018	Yes	8 th November, 2017	135 days
Corporate Social Responsibility Committee:			
14 th February 2018	Yes	8 th November, 2017	97 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 :

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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

Vipul Shah
Director & Company Secretary
DIN: 05199526



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.



GROWING TOGETHER
ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact Information of the designated officials of the Listed Entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	Yes

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes



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.

Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note 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. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

For Balkrishna Industries Limited

V R Shah

Vipul Shah
Director & Company Secretary
DIN: 05199526



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.