



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 57th Annual General Meeting of the Members of BALKRISHNA INDUSTRIES LIMITED will be held as scheduled below:

Day : Saturday

Date : 13th July, 2019

Time : 10:00 a.m.

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:

- To consider and adopt:
 - the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon.
- To confirm 1st Interim Dividend of ₹ 2.00 per equity share, 2nd Interim Dividend of ₹ 2.00 per equity share and 3rd Interim Dividend of ₹ 2.00 per equity share, aggregating to ₹ 6.00 per equity share, already paid for the financial year ended 31st March, 2019 and to declare a Final Dividend of ₹ 2.00 per equity share for the financial year ended 31st March, 2019.
- To appoint a Director in place of Mrs. Vijaylaxmi Poddar (DIN: 00160484), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- Appointment of Mrs. Shruti Shah as a Director and as a Woman Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mrs. Shruti Shah (DIN: 08337714), who was appointed as an Additional Director of the Company with effect from 8th February, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received the notices in writing under Section 160(1) of the Act from the members proposing Mrs. Shruti Shah's candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, appointment of Mrs. Shruti Shah, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted the declaration to that effect, and who is eligible for an appointment as a Woman Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 8th February, 2019 to 7th February, 2024, be and is hereby approved."

- Appointment of Mr. Rajendra Hingwala as a Director and as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013

('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mr. Rajendra Hingwala (DIN: 00160602), who was appointed as an Additional Director of the Company with effect from 28th March, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received the notices in writing under Section 160(1) of the Act from the members proposing Mr. Rajendra Hingwala's candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Rajendra Hingwala, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted the declaration to that effect, and who is eligible for an appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 28th March, 2019 to 27th March, 2024, be and is hereby approved."

- Appointment of Mr. Sandeep Junnarkar as a Director and as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mr. Sandeep Junnarkar (DIN: 00003534), who was appointed as an Additional Director of the Company with effect from 28th March, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received the notices in writing under Section 160(1) of the Act from the members proposing Mr. Sandeep Junnarkar's candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Sandeep Junnarkar, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted the declaration to that effect, and who is eligible for an appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 28th March, 2019 to 27th March, 2024, be and is hereby approved."

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy in order to be effective must be deposited at the Registered or Corporate Office of the Company, duly completed and signed not less than 48 hours before commencement of the AGM.

Pursuant to Rule 19 of the Companies (Management and Administration) Rules, 2014, 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. In case 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. A proxy form is sent herewith. Proxies submitted on behalf of Companies/Limited Liability Partnerships (LLPs), must be supported by an appropriate resolution / authority, as applicable.
2. Information under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment and their brief profile forms part of the explanatory statement.
 3. 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.23. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
 4. Corporate Members/LLPs intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of Board Resolution authorising their representative/s to attend and vote on their behalf at the Meeting.
 5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, ("Act") 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, Proxies and Authorised Representatives are requested to bring their copy of Annual Report, the Attendance slip duly completed and signed mentioning therein details of DP ID and Client ID/Folio No. 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 are open for inspection at the Registered or Corporate Office of the Company during normal business hours (11.00 a.m to 5.00 p.m) on all working days up to the date of the 57th AGM of the Company.
 10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the AGM.
 11. The Company has notified closure of Register of Members and Share Transfer Books from Monday, the 8th July, 2019 to Tuesday, the 9th July, 2019 (both days inclusive) for the purpose of 57th AGM and for payment of final dividend on Equity shares of the Company for year ended 31st March, 2019, if declared at AGM. The payment of such final dividend as recommended by the Board of Directors, if approved at the AGM, will be made on or after 15th July, 2019 but within stipulated time, to the members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as at the close of business hours on Saturday, the 6th July, 2019.
 12. Members whose shareholding is in electronic mode are requested to direct notification about change of address and updates about Bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
 13. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPFA Rules) as amended from time to time, the Company has transferred the unpaid or unclaimed dividends declared up to financial year 2010-2011, on due date to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The Company has been sending reminders to members having unpaid/unclaimed dividend before transfer of such dividends to IEPF. Details of unpaid/unclaimed dividend amounts lying with the Company are uploaded on website of the Company viz: www.bkt-tires.com, and also on website of the Ministry of Corporate Affairs.
 14. Unclaimed / Unpaid Dividend for financial year 2011-2012, will fall due for transfer to IEPF on 7th October, 2019. The Company has sent out communication on 6th May, 2019 to the concerned Members whose dividend are liable to be transferred to IEPF, to take immediate action in the matter. Those members who have so far not encashed their dividend warrants from the financial year 2011-2012, are requested to contact the Company's Registrar and Share Transfer Agent – Karvy Fintech Private Ltd (Karvy), at the earliest.
 15. As per Section 124(6) of the Act read with the IEPFA Rules as amended from time to time, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly 1,31,255 Equity shares of ₹ 2/- each on which the dividend remained unclaimed or unpaid for seven consecutive years with reference to the due date of 12th September, 2018 were transferred during the year 2018-19 to the IEPF Account after following the prescribed procedure. The Shareholders will be able to claim these equity shares pursuant to IEPFA Rules by making an online application in Form IEPF-5, the details of which are available at www.iepf.gov.in. The unclaimed or unpaid dividend and shares which have already been transferred can be claimed back by the Members from IEPF pursuant to IEPFA Rules, by following the procedure given on its website i.e. www.iepf.gov.in.
 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of details relating to Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are 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 Karvy/Company.
 17. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.
 18. Electronic copy of the Notice of the 57th AGM 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 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 57th AGM 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.
 19. Members may note that the Notice of the 57th AGM, Attendance Slip, Proxy form, Route Map and the Annual Report for year 2018-2019 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 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 designated investor email id: shares@bkt-tires.com or to Company Registrar's email id: einward.ris@karvy.com.
 20. Members who have not registered their e-mail address so far, are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.bkt-tires.com. Members holding shares in physical form may submit the same to Company's Registrar i.e Karvy. Members holding shares in electronic form may submit the same to their respective Depository Participant.
 22. A Route Map giving directions to reach the venue of the 57th AGM is given at the end of the Notice.
 23. 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 as amended and Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2), the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 57th 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 AGM ("remote e-voting") provided by Karvy.
 - II. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.

- III. The facility for voting through ballot paper shall also be made available at the AGM 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.
- IV. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM *but shall not be entitled to cast their votes again.*
- V. The remote e-voting period commences on Wednesday, 10th July, 2019 (9:00 a.m. IST) and ends on Friday, 12th July, 2019 (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 6th July, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.
- VI. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
- VII. A person who is not a member as on cut-off date should treat this Notice of AGM for information purpose only.
- VIII. The process and manner for remote e-voting is as under:
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:
- Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No./DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
 - After entering these details appropriately, click on "LOGIN".
You will now reach password change menu wherein they are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, 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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the E-voting Event Number for Balkrishna Industries Limited i.e. 4569.
 - If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
 - On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 6th July, 2019 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.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - 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.
 - You may then cast your vote by selecting an appropriate option and click on "Submit". 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).
 - Corporate/LLPs/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: mnbhalekar@rediffmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format "Balkrishna Industries Limited_EVENT NO."
- (xiv) In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered or have requested the physical copy]:
- Initial password is provided in below format at the bottom of the Attendance Slip for the AGM:

EVENT (E-Voting Event Number)	USER ID	Password
 - Please follow all steps from Sr. No. (i) to Sr. No. (xii) above to cast vote.
- IX. In case of any queries pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Ms. Krishna Priya Maddula/Mr. Ananda Moolya of Karvy Fintech Private Limited at +91 40 6716 2222/6716 1533 or at 1800 345 4001 (Toll free) or at Fax no.: +91 40 23001153 or at email id: evoting@karvy.com.
- X. 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.
- 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 6th July, 2019.
- 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. 6th July, 2019, may obtain the User ID and password in the manner as mentioned below:
- 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.
 - Member may send an e-mail request to evoting@karvy.com. If the member is already registered with Karvy e-voting platform then he/she can use his/her existing User ID and Password for casting the vote through remote e-voting.
 - Member may call Karvy's toll free number 1-800-3454-001 for any help.
 - 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 +91-9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXXX1234567890
- XIII. Mr. Murlidhar Bhalekar, Practising Company Secretary has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process and voting at the meeting in a fair and transparent manner.
- XIV. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes casted at the meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing within 48 (forty eight) hours from the conclusion of the AGM, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- XVII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. 13th July, 2019.

By order of Board of Directors
For Balkrishna Industries Limited

VIPUL SHAH
DIRECTOR & COMPANY SECRETARY
DIN: 05199526

Place : Mumbai,
Dated : 17th May, 2019

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.4, 5 and 6:

Considering the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mrs. Shruti Shah as an Additional Director of the Company with effect from 8th February, 2019, Mr. Rajendra Hingwala and Mr. Sandeep Junnarkar as an Additional Directors of the Company with effect from 28th March, 2019 under Section 161(1) of the Act and Article 128 of the Company's Articles of Association. They hold office upto the date of this AGM of the Company and are eligible for appointment as the Directors of the Company.

Pursuant to Section 149 and other applicable provisions of the Act and Regulation 25 of Listing Regulations, it is proposed to appoint Mrs. Shruti Shah as a Woman Independent Director for a term of five consecutive years from 8th February, 2019 to 7th February, 2024, Mr. Rajendra Hingwala and Mr. Sandeep Junnarkar as an Independent Directors for a term of five consecutive years w.e.f. 28th March, 2019 to 27th March, 2024.

Their appointment is subject to the approval of Members. The Company has also received notices pursuant to Section 160 of the Companies Act, 2013 from the members proposing Mrs. Shruti Shah, Mr. Rajendra Hingwala and Mr. Sandeep Junnarkar as the candidates for the Office of Director of the Company.

Mrs. Shruti Shah is a Chartered Accountant by profession and has experience in the field of Income-Tax / Advisory for Corporates, Estate Planning, etc.

Mr. Rajendra Hingwala is a Chartered Accountant by profession and also a Retired Partner of PwC having 38 years of work experience at PwC.

Mr. Sandeep Junnarkar is an Advocate and Solicitor by profession and has experience of 43 years as Member of Bar Council of Maharashtra.

The above Independent Directors have given declarations to the Board that they meet the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

They further informed that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act. As required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI, their brief resume are furnished and forms a part of this Notice.

In the opinion of the Board, the above Independent Directors fulfill the conditions for their appointment as an Independent Directors as specified in the Act, Listing Regulations and the Rules made thereunder. They are Independent of the management.

Pursuant to the provisions of Section 149(13) of the Act, the above Independent Directors will not be liable to retire by rotation. The terms and conditions of their appointment shall be open for inspection by the members at the Registered / Corporate Office during normal business hours on any working day of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Directors as an Independent Directors is now being placed before the members for their approval.

The Board considers that the proposed appointment of the above Directors as Independent Directors would be of immense benefit to the Company.

Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board recommends the Ordinary Resolutions as set out at Item Nos. 4,5 and 6 of the accompanying Notice of the AGM for approval by the members of the Company.

Except the above Independent Directors, none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the said Resolutions.

By order of Board of Directors
For Balkrishna Industries Limited

VIPUL SHAH
DIRECTOR & COMPANY SECRETARY
DIN: 05199526

Place : Mumbai,

Dated : 17th May, 2019

PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mrs. Shruti Shah	Mr. Rajendra Hingwala	Mr. Sandeep Junnarkar	Mrs. Vijaylaxmi Poddar
DIN	08337714	00160602	00003534	00160484
Qualification	Chartered Accountant	Chartered Accountant	Advocate and Solicitor	B.Com
Date of Birth (Age)	5 th June, 1980 (38 years)	26 th August, 1952 (66 years)	2 nd July, 1951 (67 years)	2 nd December, 1960 (58 years)
Date of appointment on the Board	8 th February, 2019	28 th March, 2019	28 th March, 2019	30 th May, 2012
Experience and Expertise	She has experience in the field of Income-Tax / Advisory for Corporates, Estate Planning, etc.	He is Retired Partner of PwC having 38 years of work experience at PwC.	He has experience of 43 years as Member of Bar Council of Maharashtra.	She is an industrialist having varied experience of over 28 years, in textile / tire industry.
No. of Meetings of the Board attended during the year	2 out of 2	1 out of 1	1 out of 1	5 out of 6
List of Directorship/ Membership / Chairmanship of Committees of other Board	Directorship: Health & Education Foundation – Section 8 of Companies Act, 2013. Membership/ Chairmanship of Committees of Other Board: NIL	Directorship: Infinite India Investment Management Limited Membership/Chairmanship of Committees of Other Board: NIL	Directorship: (i) Reliance Industrial Infrastructure Limited (ii) Reliance Commercial Dealers Limited Membership/Chairmanship of Committees of Other Board Member of Audit Committee : (i) Reliance Industrial Infrastructure Limited (ii) Reliance Commercial Dealers Limited Member of Stakeholders Relationship Committee: Reliance Industrial Infrastructure Limited	Directorship: (i) Clothing Culture Private Limited (ii) Sarvaruna Commercials Private Limited (iii) MPP Trading Private Limited (iv) Trendline Commercials Private Limited (v) Poddar Brothers and Investment Private Limited Membership/Chairmanship of Committees of Other Board : NIL
No. of shares held in the Company	NIL	NIL	NIL	1000 shares
Disclosure of relationship between Directors and Key Managerial Personnel of the Company	She is not related to any of the Director or Key Managerial Personnel of the Company.	He is not related to any of the Director or Key Managerial Personnel of the Company.	He is not related to any of the Director or Key Managerial Personnel of the Company.	She is wife of Mr. Arvind Poddar and Mother of Mr. Rajiv Poddar. She is not related to any other director or Key Managerial Personnel of the Company.
Terms & Conditions of appointment / re-appointment	The terms and conditions of appointment / re-appointment is as per the Nomination and Remuneration Policy of the Company, as amended from time to time.			
Details of remuneration last drawn by such person for Financial Year 2018-19	₹ 0.75 Lakhs	₹ 0.25 Lakhs	₹ 0.25 Lakhs	₹ 1.65 Lakhs



Balkrishna Industries Limited

ATTENDANCE SLIP

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

Sr. No.:

Shares:

I / We hereby record my / our presence at the 57th Annual General Meeting of the Company held on Saturday, 13th July, 2019 at 10:00 a.m., at B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431136, Maharashtra.

Member's Folio/DP ID - Client ID No.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note : 1. Member/Proxy holder attending the meeting must bring the attendance slip duly completed and signed to the meeting and hand it over at entrance.

2. A Member / Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.



Balkrishna Industries Limited

FORM MGT-11 PROXY FORM

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

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014).

I/We, being the member (s), holding..... shares of the above named company, hereby appoint:

1. Name..... Address
- Email Id Signature or failing him / her;
2. Name..... Address
- Email Id Signature or failing him / her;
3. Name..... Address
- Email Id Signature or failing him / her;

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 57th Annual General Meeting of the Company to be held on Saturday, the 13th July, 2019 at 10:00 a.m. at B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431136, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Option	
		For	Against
Ordinary Business:			
1	To consider and adopt: a. the Audited Standalone Financial Statement of the Company for the financial year ended 31 st March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31 st March, 2019, together with the Report of the Auditors thereon.		
2	To confirm Interim Dividends of 300% (₹ 6.00 per equity share) already paid for the financial year ended 31 st March, 2019 and to declare the Final Dividend of 100% i.e. ₹ 2.00 per equity share for the financial year ended 31 st March, 2019.		
3	Re-appointment of Mrs. Vijaylaxmi Poddar (DIN: 00160484) as a Director of the Company, liable to retire by rotation and being eligible, offers herself for re-appointment.		
Special Business:			
4	To appoint Mrs. Shruti Shah (DIN: 08337714), as a Woman Independent Director for a period of five consecutive years w.e.f. 8 th February, 2019 to 7 th February, 2024.		
5	To appoint Mr. Rajendra Hingwala (DIN: 00160602), as an Independent Director for a period of five consecutive years w.e.f. 28 th March, 2019 to 27 th March, 2024.		
6	To appoint Mr. Sandeep Junnarkar (DIN: 00003534), as an Independent Director for a period of five consecutive years w.e.f. 28 th March, 2019 to 27 th March, 2024.		

Signed this day of 2019

Member's Folio/DP ID - Client ID No.....

Signature of the Member Signature of the Proxy.....

Notes:

- (i) This Form of Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Corporate / Registered Office of the Company not less than 48 hours before the commencement of the aforesaid meeting. The proxy need not be member of the Company.
- (ii) It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (iii) Please complete all details including details of Member(s) in the above Box before submission.

E-VOTING PARTICULARS

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Event Number (EVEN)	User ID	Password
4569		

Notes: Please refer to the instruction no. 23 given in the Notice of the 57th Annual General Meeting for 'Voting through electronic means'. The E-voting period commences on Wednesday, the 10th July, 2019 (9:00 a.m. IST) and ends on Friday, the 12th July, 2019 (5:00 p.m. IST).

Details of Venue of the 57th Annual General Meeting of Balkrishna Industries Limited

Address : B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431136, Maharashtra
Landmark : Near Hotel Oasis, Pratap Chowk

ROUTE MAP

