GROWING TOGETHER

BIL: VRS: 2017-2018

14th August, 2017

BSE Limited
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 Code: 502355

Trading Symbol : BALKRISIND

Dear Sir/Madam,

Sub: Intimation of 55th Annual General Meeting of the members of the Company and Book closure date

This is to inform you that 55th Annual General Meeting of the Members of the Company is scheduled to be held on Saturday, the 9th September, 2017 at 12:00 Noon at B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431 136, Maharashtra.

The Notice containing the business to be transacted at the Meeting is enclosed.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby notify that the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 8th September, 2017 to Saturday, the 9th September, 2017 (both days inclusive) for the purpose of 55th Annual General Meeting scheduled to be held on Saturday, the 9th September, 2017 and for payment of final dividend for year ended 31st March, 2017, if declared at the said AGM to the members holding shares as of close of business hours on Thursday, 7th September, 2017. The payment of said dividend will be made on or after 9th September, 2017 but within the statutory time limit.

This is for your information and records.

Kindly acknowledge the receipt.

Yours faithfully,
For Balkrishna Industries Limited

VRShah

Vipul Shah
Director & Company Secretary
DIN NO: 05199526

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

National Securities Depository Limited
Trade World, 4th floor,
Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

Central Depository Services (I) Ltd
17th Floor, P J Towers
Dalal Street, Fort,Mumbai - 400001

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 55th Annual General Meeting of the Members of BALKRISHNA INDUSTRIES LIMITED will be held as scheduled below:

Day : Saturday

Date : 9th September, 2017

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 consider and adopt:
   a. the Audited Financial Statement of the Company for the financial year ended 31st March, 2017, 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 31st March, 2017, together with the Report of the Auditors thereon.
2. To confirm 1st Interim Dividend of Rs. 1.50 per equity share, 2nd Interim Dividend of Rs. 2.00 per equity share and 3rd Interim Dividend of Rs. 2.00 per equity share, aggregating to Rs. 5.50 per equity share, already paid for the financial year ended 31st March, 2017 and to declare a Final Dividend on Equity Shares for the financial year 2016-2017.
3. To appoint a Director in place of Mrs. Vijaylaxmi Poddar (DIN: 00160484), who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of Statutory Auditors of the Company.

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

   "RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee, M/s. N G Thakrar & Co., Chartered Accountants (Firm Registration No. 110907W) be and are appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W) for a period of 5 years for auditing the accounts of the Company from the conclusion of 55th Annual General Meeting till the conclusion of 60th Annual General Meeting of the Company (from financial year 2018 to financial year 2022), subject to ratification of their appointment at every Annual General Meeting), at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Vipul Shah as a Whole Time Director designated as Director & Company Secretary of the Company.

   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) and the recommendation of Nomination & Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vipul Shah (DIN: 05199526) as a Whole Time Director designated as Director & Company Secretary of the Company, for a period of five years with effect from 11th February, 2017 to 10th February, 2022, 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. Vipul Shah, 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."
6. Service of documents to members of the company pursuant to Section 20 of the Companies Act, 2013.

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

   "RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, a document may be served to any member by the Company by sending it to him/her by post or by registered post or by speed post or by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents through registered post or speed post or by courier service or such other mode of delivery pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to this resolution."

By order of Board of Directors
For Balkrishna Industries Limited

Vipul Shah
Director & Company Secretary
DIN No: 05199526

Place : Mumbai,
Dated: 25th May, 2017

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/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 Office or at the Corporate Office of the Company 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) Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at the AGM, forms integral part of the notice.

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. 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.

4) 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.

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, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance slip enclosed herewith duly completed and signed, mentioning therein details of DP ID and Client ID/Folio No.

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 and Corporate Office of the Company during normal business hours (10.00 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 from Friday, the 8th September, 2017 to Saturday, the 9th September, 2017 (both days inclusive) for the purpose of 55th Annual General Meeting and for payment of final dividend on Equity shares of the Company for year ended 31st March, 2017, 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 within 30 days from the date of declaration, to the members holding shares as of close of business hours on Thursday, 7th September, 2017.

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 Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Limited or the Company.

12) Transfer of Unclaimed/Unpaid Dividend to the Investor Education and Protection Fund ('IEPF') :

The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2009-2010 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 6th August, 2016 (date of last Annual General Meeting) on website of the Company www.bkt-tires.com, as also on website of the Ministry of Corporate Affairs.

13) Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof, as the same will be credited to Investor Education and Protection Fund (IEPF) established by the Central Government on due date of transfer.

Details of Unclaimed dividend as on 31st March, 2017 and due date of transfer is as follows:

Dividend Details	Financial year ended	Due date of transfer
Final Dividend	2010-2011	12.09.2018
Final Dividend	2011-2012	07.10.2019
Final Dividend	2012-2013	29.10.2020
Final Dividend	2013-2014	20.10.2021
Final Dividend	2014-2015	17.08.2022
Interim Dividend	2015-2016	15.04.2023
1st Interim Dividend	2016-2017	17.10.2023
2nd Interim Dividend	2016-2017	06.01.2024
3rd Interim Dividend	2016-2017	19.03.2024

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an Demat Account of the Investor Education and Protection Fund Authority (IEPFA). The Company has sent notice to all the members whose Dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. In case the dividends are not claimed, necessary steps will be initiated by the Company to transfer shares held by the members to demat account of IEPFA without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPFA.

The unclaimed or unpaid dividend which have already been transferred or the shares which are due to be transferred, if any, can be claimed back by the Members from IEPFA by following the procedure given on its website i.e. http://iepf.gov.in/IEPFA/refund.html.

14) 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 Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited / the Company.

15) Electronic copy of the Notice of the 55th 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 Depository Participants(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 55th 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.

16) Members may note that the Notice of the 55th Annual General Meeting and the Annual Report for year 2016-2017 will also be available on the Company's website for their download. 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.

17) 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.

18) 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 to the Registrar and Share Transfer Agent.

19) A route map giving directions to reach the venue of the 55th 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 55th 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 6th September, 2017 (9:00 a.m. IST) and ends on Friday, the 8th September, 2017 (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 2nd September, 2017, 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 Member 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).

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 (E-Voting Event Number)	USER ID	Password

(b) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) 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 2nd September, 2017.

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. 2nd September, 2017, 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. 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 2nd September, 2017 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 scrutinize the e-voting process and voting at the meeting is conducted 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 Scrutinizer, 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 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. 9th September, 2017.

By order of Board of Directors
For Balkrishna Industries Limited

Vipul Shah
Director & Company Secretary
DIN No: 05199526

Place : Mumbai,
Dated: 25th May, 2017

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 sets out all material facts 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 10th February, 2017 has re-appointed Mr. Vipul Shah as a Whole-Time Director to be designated as Director & Company Secretary for a period of 5 years w.e.f. 11th February, 2017 to 10th February, 2022 at the following remuneration recommended by Nomination and Remuneration Committee of the Board w.e.f. 11th February, 2017, 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.

Taking into consideration his duties and responsibilities as Director & Company Secretary and the prevailing managerial remuneration in industry and on recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 10th February, 2017 approved the remuneration, terms and conditions of the re-appointment of Mr. Vipul Shah, subject to the approval of the shareholders on remuneration including minimum remuneration as set below:

Salary

Basic Salary	:	Rs. 1,60,000/-p.m.
Allowances	:	Rs. 2,01,000/-p.m.
Commission	:	NIL

With such increments as recommended by Nomination and Remuneration Committee to the Board.

However, the maximum remuneration is subject to a ceiling of Rs. 15,00,000/- per month during the current tenure of 5 years.

Perquisites

a) Medical reimbursement: As per the Company's Rules.
b) Leave Travel Concession: As per the Company's Rules.
c) Personal Accident Insurance: As per the Company's Rules.
d) Provident Fund, Superannuation Fund and Annuity Fund: As per the Company's Rules.
e) Gratuity: As per the Company's Rules.
f) Leave and Encashment of Leave: As per the Company's Rules.
g) Use of Car with Driver: As per the Company's Rules.
h) Free Telephone, Facsimile and other Communication Facilities: As per the Company's Rules.
i) Bonus: As per the Company's Rules.
j) Other Perquisites: Subject to overall ceiling on remuneration mentioned herein below, Mr. Vipul Shah may be given other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide.

Minimum remuneration

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

Explanation

Except Mr. Vipul Shah, to whom the resolution relates, is concerned or interested in the 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. Vipul Shah under Section 190 of the Act.

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

Item No.6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board recommends the passing of the Special Resolution at Item No. 6 of the accompanying Notice for members approval.

By order of Board of Directors
For Balkrishna Industries Limited

Vipul Shah
Director & Company Secretary
DIN No: 05199526

Place : Mumbai,
Dated: 25th May, 2017

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

PARTICULARS OF THE DIRECTORS SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS

Name of the Director	Mrs. Vijaylaxmi Poddar	Mr. Vipul Shah
Director Identification Number	00160484	05199526
Profile of the Director	B.Com	B.Com, Diploma in Business Management, Company Secretary (ACS)
Date of Birth (Age)	02.12.1960 (56 years)	02.03.1963 (54 years)
Date of appointment on the Board	30.05.2012	11.02.2012
Experience and Expertise	She is an industrialist having varied experience of over 21 years in textile industry and 5 years of experience in tyre industry.	He has experience of over 31 years in the areas of company secretarial compliances, finance and accounts.
Number of Meetings of the Board attended during the year	5 out of 5	5 out of 5
Directorship / Membership / Chairmanship of Committees of other Board held in other public companies (excluding foreign companies, private companies & Section 8 companies)	Clothing Culture Ltd. - Executive Director	BKT EXIM Ltd. - Director Thristha Synthetics Ltd. - Director
No. of shares held in the Company	28,04,215 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
Disclosure of relationship between Directors and 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.	He is not related to any of the director or Key Managerial Personnel of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	The terms and conditions of re-appointment is as per the Nomination and Remuneration Policy of the Company. She has drawn sitting fees of Rs. 1,65,000/- for financial year 2016-2017.	The terms and conditions of re-appointment is as per the Nomination and Remuneration Policy of the Company. He has drawn remuneration of Rs. 49,20,113/- for financial year 2016-2017.