GROWING TOGETHER

Ref: No. BIL/SE/15-16

29th December, 2015

To,
M/s Bombay Stock Exchange 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

Dear Sir,

Sub: Result of Postal ballot and Scrutinizers' report

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company accorded its approval to conduct postal ballot process to seek the consent of the Members of the Company for the Special Resolutions as specified in the Postal Ballot Notice dated 9th November, 2015.

The Company has availed the e-voting services of National Securities Depository Ltd ("NSDL").

Further pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement, Mr. Prasen Naithani, Practising Company Secretary was appointed as Scrutinizer for conducting Postal Ballot and evoting process in fair and transparent manner.

The last date for receipt of Postal Ballot forms duly completed from the Members/E-voting was Saturday, the 26th December, 2015.

The Scrutinizer has submitted their report dated 28th December, 2015 to the Company and the results of the Postal Ballot has been declared today i.e. Tuesday, 29th December, 2015.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results is summarised hereunder:

Date of the AGM/EGM (The resolutions were passed through Postal Ballot including e-voting)	The date of passing Special resolutions is 26th December, 2015
Total Number of shareholders on record date	15340
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of shareholders attended through Video Conferencing: Promoter and Promoter Group: Public	Not applicable

Contd.2

BALKRISHNA INDUSTRIES LTD. BIL MUMBAI-13

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Item No.1. Shifting of registered office of the Company from Tarapur (District Thane) to Waluj (District Aurangabad) within the state of Maharashtra:

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda / resolution ?				No				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100**	**No. of Votes – in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6)= [(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	56348010	56348010	100.000000	56348010	0	100.000000	0.000000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**56348010**	**56348010**	**100.000000**	**56348010**	**0**	**100.000000**	**0.000000**
Public-Institutions	**E-Voting**	30857053	26123155	84.658619	26123155	0	100.000000	0.000000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**30857053**	**26123155**	**84.658619**	**26123155**	**0**	**100.000000**	**0.000000**
Public-Non Institutions	**E-Voting**	9453532	43925	0.464641	43804	121	99.724530	0.275470
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		43423	0.459331	43423	0	100.000000	0.000000
	Total	**9453532**	**87348**	**0.923972**	**87227**	**121**	**99.861474**	**0.138526**
TOTAL		**96658595**	**82558513**	**85.412490**	**82558392**	**121**	**99.999853**	**0.000147**

Contd.3

Item No. 2. To keep Registers, Copies of Returns etc. at Corporate Office of the Company or at office of Registrar & Transfer Agent at Mumbai (i.e at a place other than Registered Office):

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda / resolution ?				No				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100**	**No. of Votes – in favour (4)**	**No. of Votes-against (5)**	**% of Votes in favour on votes polled (6)= [(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	56348010	56348010	100.000000	56348010	0	100.000000	0.000000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**56348010**	**56348010**	**100.000000**	**56348010**	**0**	**100.000000**	**0.000000**
Public-Institutions	E-Voting	30857053	26123155	84.658619	26123155	0	100.000000	0.000000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**30857053**	**26123155**	**84.658619**	**26123155**	**0**	**100.000000**	**0.000000**
Public-Non Institutions	E-Voting	9453532	43940	0.464800	43820	120	99.726900	0.273100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		43423	0.459331	43423	0	100.000000	0.000000
	Total	**9453532**	**87363**	**0.924131**	**87243**	**120**	**99.862642**	**0.137358**
TOTAL		**96658595**	**82558528**	**85.412506**	**82558408**	**120**	**99.999855**	**0.000145**

Accordingly, the Chairman of the Company has declared that the Special Resolutions as set out in the Notice dated 9th November, 2015, has been passed by the Members with requisite majority.

A copy of the Scrutinizer's Consolidated Report is enclosed herewith for your records.

Thanking you,

Yours faithfully,
For Balkrishna Industries Limited

Vipul Shah
Director & Company Secretary

Encl: Consolidated report of the Scrutinizer

P. NAITHANI & ASSOCIATES

Company Secretaries

902, B Wing. Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053.

Tel. : 022 2674 4476 / 2674 0882 | **Mobile** : +91 98204 00325 | **Email** : cs@careerimpact.in

COMBINED SCRUTINIZER'S REPORT ON POSTAL BALLOT AND E-VOTING

To
The Chairman,
Balkrishna Industries Limited
BKT House, C/15, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai-400 013.

Dear Sir,

Sub: REPORT ON POSTAL BALLOT PROCESS FOR POSTAL BALLOT AND E-VOTING CARRIED OUT DURING 26/11/2015 to 26/12/2015

I, Prasen Naithani, in the capacity of the Scrutinizer, furnish the consolidated report as under:

1. The Company engaged the services of National Securities Depository Limited (NSDL) (hereinafter referred to as the "Service Provider") to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on 26th November, 2015 (9.00 am) and ending on 26th December, 2015 (5.00 pm). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 20th November, 2015 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of e-voting. On 26th December, 2015, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of Ms. Pramila Gawde and Ms. Kavita Thombare who were present as witnesses.

2. The Company has completed on 25th November, 2015 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 20th November, 2015. Particulars of all the postal ballots received from the Members been entered in a register separately maintained for the purpose in electronic mode. The Sealed Postal Ballots were received from the shareholders were kept under safe custody of the Company's R & T Agent. The ballot box was opened on 28th December, 2015. The postal ballots were duly opened in presence of authorized representative and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company as on 20th November, 2015. All postal ballot forms received up to the close of working hours on 26th December

2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. Envelopes containing postal ballot forms received after 26th December, 2015 were not considered for my scrutiny. Envelopes containing postal ballot forms returned undelivered were not opened. Particular of all the Postal Ballot forms received from the Shareholders have been entered in the Electronic Register separately maintained for this purpose. I did not find any defaced or mutilated Postal Ballot Form.

3. Details of Postal Ballot Forms received:

Particulars	**No. of postal ballot forms**	**No. of Equity shares**	**% of total paid up equity capital**
Total Postal Ballot Forms received	28	43425	0.045
Less: Invalid Postal Ballot Forms	2	2	0
Total Number of Valid Postal Ballot Forms	26	43423	0.045

4. The resolutions were passed with requisite majority. I am herewith enclosing the details containing inter alia, list of equity shareholders, who cast their votes through postal ballot and e-voting on the resolutions.

CONSOLIDATED REPORT

Sr. No. Resolution	**Particulars Of Resolution**	**Method Of Voting**	**Votes in favour of Resolution**		**Votes against Resolution**		**Invalid Votes**
			No.	**%**	**No.**	**%**	**No.**
1	Shifting of Registered Office of the Company from District Thane to District Aurangabad, within the State of Maharashtra. – Special Resolution	e-voting	82514969	99.9999	121	0.0001	-
		Postal Ballot	43423	100	-	-	2
		Total	82558392	99.9999	121	0.0001	-

P. NAITHANI & ASSOCIATES MUMBAI COMPANY SECRETARIES

2	To keep Registers, Copies of Returns etc., at Corporate Office of the Company at Mumbai (i.e. at a place other than Registered Office): – Special Resolution	e-voting	82514985	99.9999	120	0.0001	-
		Postal Ballot	43423	100	-	-	2
		Total	82558408	99.9999	120	0.0001	-

From the above report, I state that the entire resolutions stand passed under the combined voting i.e. postal ballot and e-voting with requisite majority.

The register and all other papers and relevant records relating to electronic voting & postal ballot are handed over to the Company Secretary.

Thanking You,

Yours Faithfully

For **P. Naithani & Associates**,
Practicing Company Secretary

Prasen Naithani
Proprietor
CP: 3389 FCS: 3830

Place: Mumbai
Date: 28th December, 2015