



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 56th Annual General Meeting of the Members of BALKRISHNA INDUSTRIES LIMITED will be held as scheduled below:

Day : Saturday

Date : 14th July, 2018

Time : 11:30 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, 2018, 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, 2018, together with the Report of the Auditors thereon.
- To confirm 1st Interim Dividend of ₹ 2.50 per equity share, 2nd Interim Dividend of ₹ 2.50 per equity share and 3rd Interim Dividend of ₹ 1.50 per equity share, aggregating to ₹ 6.50 per equity share, already paid for the financial year ended 31st March, 2018 and to declare a Final Dividend on Equity Shares for the financial year 2017-2018.
- To appoint a Director in place of Mr. Vipul Shah (DIN:05199526), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- Appointment of Mr. Pannkaj Ghadiali 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. Pannkaj Ghadiali (DIN:00003462), who was appointed as an Additional Director of the Company with effect from 8th November, 2017 by the Board of Directors and who holds office upto the date of 56th 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 a notice in writing under Section 160 of the Act from a member proposing Mr. Pannkaj Ghadiali's candidature for the office of Director, be and is hereby appointed 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 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Pannkaj Ghadiali, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 8th November, 2017 upto 7th November, 2022, be and is hereby approved"

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 or 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. A proxy form is sent herewith. Proxies submitted on behalf of companies, must be supported by an appropriate resolution / authority, as applicable.

- 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 issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment / re-appointment at the AGM, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his appointment / re-appointment and his brief profile forms part of the explanatory statement.
- 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 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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 56th AGM of the Company.
- The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 11th July, 2018 to Thursday, 12th July, 2018 (both days inclusive) for the purpose of 56th AGM and for payment of final dividend on Equity shares of the Company for year ended 31st March, 2018, 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 14th July, 2018, 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 Tuesday, 10th July, 2018.
- 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. In order to receive the dividend without loss of time, Members are requested to update their correct Bank Account Number,

including 9 digit MICR Code and 11 digit IFSC code, E-mail ID and Mobile number along with cancelled cheque to update the Bank details. 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 send their NECS Mandate form in the format available for download on the Company's website www.bkt-tires.com, duly filled in, to the Company's Registrar & Share Transfer Agent i.e Karvy Computershare Private Limited ("Karvy").

12. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2009-2010, on due date to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPFA Rules") the Company has uploaded the details of Unpaid / Unclaimed dividend amounts lying with the Company as on 9th September, 2017 (date of last AGM) on website of the Company viz: www.bkt-tires.com and also on website of the Ministry of Corporate Affairs.
13. Unclaimed / Unpaid Dividend for Financial Year 2010-2011, will fall due for transfer to said IEPF on 12th September, 2018. The Company has sent out individual communication to the concerned Members whose dividend are liable to be transferred to IEPF on 12th September, 2018, to take immediate action in the matter. Those members who have so far not encashed their dividend warrants from the Financial Year 2010-2011, are requested to contact the Company's Registrar and Share Transfer Agent – Karvy, at the earliest.

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 remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an Demat Account opened pursuant to IEPFA Rules. 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 such Demat Account without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to such Demat Account. During the Financial Year 2017-18, the Company has transferred 2,94,055 equity shares to such Demat Account. After the transfer of such shares the Company has allotted Bonus Shares in the ratio 1: 1, post issue of Bonus shares, the total shares lying in said demat account was 5,88,110. Upon transfer, 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.

14. 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 the Company / Karvy.
15. Electronic copy of the Notice of the 56th 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 56th 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.
16. Members may note that the Notice of the 56th AGM and the Annual Report for year 2017-2018 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.

17. 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.
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. 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 Registrar's i.e Karvy. Members holding shares in electronic form may submit the same to their respective depository participant / Company.
19. A route map giving directions to reach the venue of the 56th AGM 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 Listing Regulations, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 56th 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. 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.
 - III. 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.
 - IV. The remote e-voting period commences on Wednesday, 11th July, 2018 (9:00 a.m. IST) and ends on Friday, 13th July, 2018 (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 7th July, 2018, 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: 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:
 - (i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
 - (ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. 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.
 - (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 (a-z), 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. 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.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 7th July, 2018, 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).
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: mnbhalekar@rediffmail.com or shares@bkt-tires.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."
- (xiii) 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.

- 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> or contact Ms. Krishna Priya Maddula of Karvy at +91 40 6716 2222/ 6716 1533 or at 1800 345 4001 (Toll free) or at Fax No: +91 40 2300 1153 or at email id: 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. 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 7th July, 2018.

XI. 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. 7th July, 2018, 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/she can use his/her 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 +91-9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXXX1234567890

XII. 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.

XIII. 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.

XIV. 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. The result declared along with the consolidated Scrutinizer's Report will be placed on website of the Company www.bkt-tires.com and on website of Karvy at: <https://evoting.karvy.com>. The result will be simultaneously be communicated to the Stock Exchanges.

XV. 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 the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

XVI. 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. 14th July, 2018.

By order of Board of Directors
For Balkrishna Industries Limited

VIPUL SHAH
DIRECTOR & COMPANY SECRETARY
DIN: 05199526

Place : Mumbai,
Dated : 17th May, 2018

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:

Considering the recommendation of the Nomination and Remuneration Committee, Mr. Pannkaj Ghadiali was appointed as an Additional Director of the Company with effect from 8th November, 2017 by the Board of Directors under Section 161 of the Act and Article 128 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Pannkaj Ghadiali holds office upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director. Mr. Pannkaj Ghadiali has given declarations to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He further informed that he is also not disqualified from being appointed as a Director in terms of Section 164 of the Act. As required under Regulation 36 of the Listing Regulations, his brief resume is furnished and forms a part of this Notice.

Mr. Pannkaj Ghadiali has more than 35 years of experience in the field of accountancy and auditing. He possesses outstanding exposure as a Practicing Chartered Accountant of varied Industries in India and abroad.

In the opinion of the Board, the Mr. Pannkaj Ghadiali fulfils the conditions for his appointment as an Independent Director as specified in the Act, Listing Regulations and the Rules made thereunder. Mr. Pannkaj Ghadiali is Independent of the management.

Accordingly, it is proposed to appoint Mr. Pannkaj Ghadiali as an Independent Director for a term of 5 consecutive years from

8th November, 2017 to 7th November, 2022, in terms of Section 149 and other applicable provisions of the Act and Regulation 25 of Listing Regulations. Pursuant to the provisions of Section 149(13) of the Act, Mr. Pannkaj Ghadiali will not be liable to retire by rotation. The terms and conditions of his 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 Director as an Independent Director is now being placed before the members for their approval.

The Board considers that the proposed appointment of Mr. Pannkaj Ghadiali as an Independent Director, given his vast experience and knowledge in diverse areas, will be in the best interest of the Company. The Board recommends the Resolution at Item No.4 of the accompanying Notice for approval by the members of the Company.

Except Mr. Pannkaj Ghadiali, none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolutions.

By order of Board of Directors
For Balkrishna Industries Limited

VIPUL SHAH
DIRECTOR & COMPANY SECRETARY
DIN: 05199526

Place : Mumbai,
Dated : 17th May, 2018

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	Mr. Pannkaj Ghadiali	Mr. Vipul Shah
Director Identification Number	00003462	05199526
Qualification	Chartered Accountant	B.Com, Diploma in Business Management Company Secretary (ACS)
Date of Birth (Age)	08.05.1956 (62 years)	02.03.1963 (55 years)
Date of appointment on the Board	8.11.2017	11.02.2012
Experience and Expertise	He has more than 35 years of experience in the field of accountancy and auditing. He possesses outstanding exposure as a Practicing Chartered Accountant of varied Industries in India and abroad.	He has experience of over 32 years in the areas of Company secretarial compliances, Finance and Accounts.
Number of Meetings of the Board attended during the year	3 out of 3	5 out of 5
List of Directorship / Membership / Chairmanship of Committees of other Board	Directorship: Goldiam International Limited (Listed) Sureprep (India) Private Limited Membership/Chairmanship of Committees of Other Board: Goldiam International Limited Member of Audit Committee and Nomination and Remuneration Committee	Directorship: Thristha Synthetics Limited Membership/Chairmanship of Committees of Other Board: NIL
No. of shares held in the Company	NIL	NIL
Disclosure of relationship between Directors and 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.
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 appointment is as per the Nomination and Remuneration Policy of the Company, as amended from time to time. Details of his remuneration for financial year 2017-2018 is provided in Corporate Governance Report.	The terms and conditions of re-appointment is as per the Nomination and Remuneration Policy of the Company, as amended from time to time. Details of his remuneration for financial year 2017-2018 is provided in Corporate Governance Report.



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 56th Annual General Meeting of the Company held on Saturday, 14th July, 2018 at 11:30 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 a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company to be held on Saturday, the 14th July, 2018, at 11:30 a.m. at B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431136 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Option	
Ordinary Business:		For	Against
1	To consider and adopt: a. the audited standalone financial statement of the Company for the financial year ended 31 st March, 2018, 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, 2018, together with the report of the Auditors thereon.		
2	To confirm Interim Dividends of 325% (₹ 6.50 per equity share) already paid for the financial year ended 31 st March, 2018 and to declare the Final Dividend for the financial year ended 31 st March, 2018.		
3	To appoint a Director in place of Mr. Vipul Shah (DIN: 05199526), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business:			
4	To appoint Mr. Pannkaj Ghadiali (DIN: 00003462) as a Independent Director for a period of five years w.e.f. 8 th November, 2017 to 7 th November, 2022.		

Signed this day of 2018

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

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

Notes:

- This Form of Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Corporate Office / 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.
- 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.
- Please complete all details including details of Member(s) in the above Box before submission.
- A proxy need not be member of the Company.

Affix 1/-
Rupee
Revenue
Stamp

E-VOTING PARTICULARS

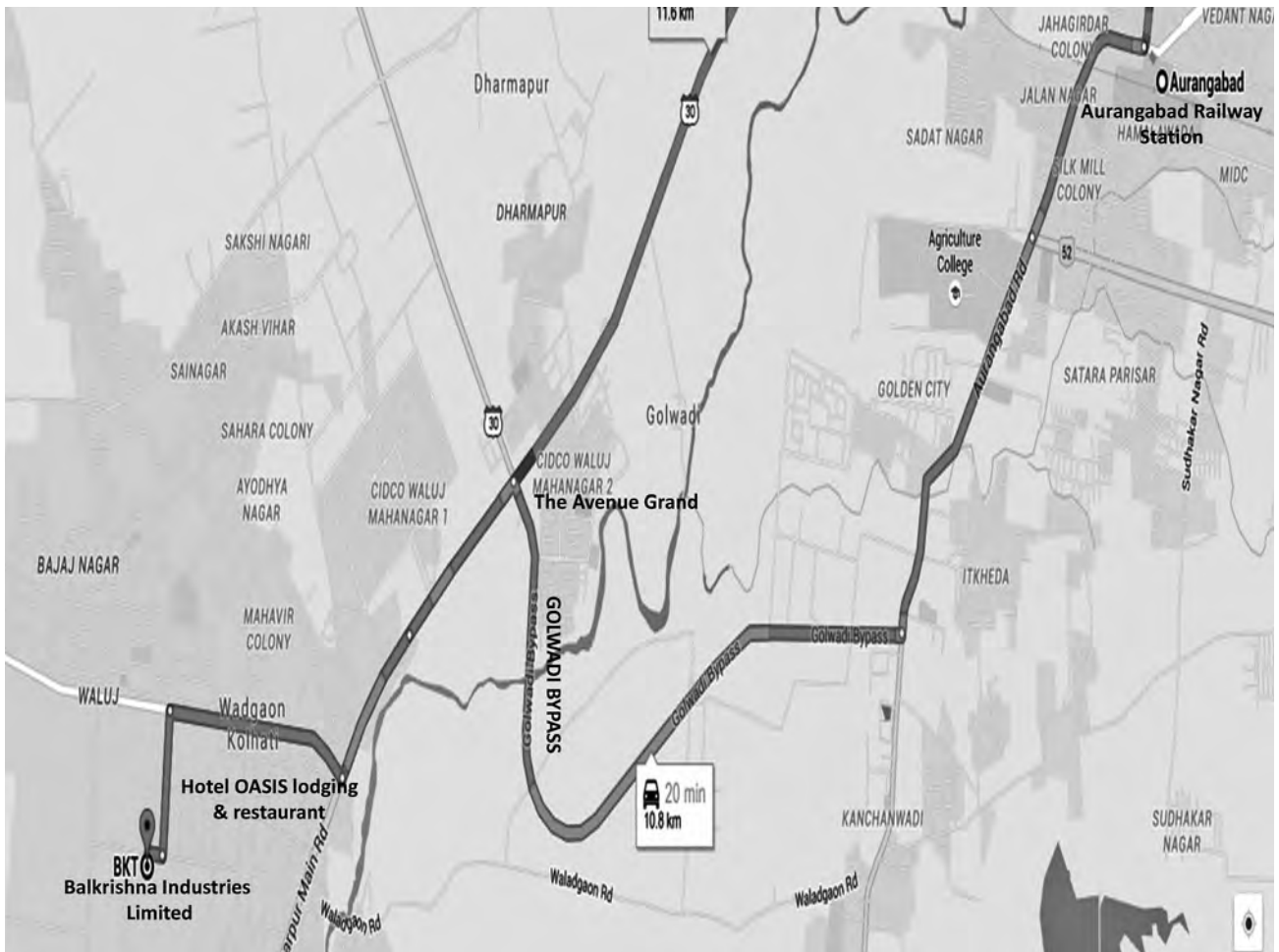
ELECTRONIC VOTING PARTICULARS		
Electronic Voting Event Number (EVEN)	User ID	Password
3782		

Notes: Please refer to the instructions given in the Notice of the 56th Annual General Meeting under the Heading 'Voting through electronic means'. The E-voting period commences on Wednesday, the 11th July, 2018 (9:00 a.m. IST) and ends on Friday, the 13th July, 2018 (5:00 p.m. IST).

Details of Venue of the 56th 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





56th Report
Annual

2017-2018
Balkrishna Industries Limited



Lord Ganesha

Contents

• Company Information.....	01
• Financial Highlights.....	02
• Directors' Report & Management Discussion and Analysis.....	03
• Business Responsibility Report.....	23
• Corporate Governance Report.....	28
• Independent Auditor's Report on Financial Statement	42
• Balance Sheet.....	46
• Statement of Profit and Loss.....	47
• Statement of Changes in Equity.....	48
• Cash Flow Statement.....	49
• Notes to the Financial Statements.....	50
• Independent Auditor's Report on Consolidated Financial Statement	83
• Consolidated Balance Sheet.....	86
• Consolidated Statement of Profit and Loss.....	87
• Consolidated Statement of Changes in Equity.....	88
• Consolidated Cash Flow Statement.....	89
• Notes to the Consolidated Financial Statements.....	90

BOARD OF DIRECTORS:

DHARAPRASAD PODDAR
Chairman Emeritus

ARVIND PODDAR
Chairman & Managing Director

RAJIV PODDAR
Joint Managing Director

VIPUL SHAH
Whole Time Director & Company Secretary

VIJAYLAXMI PODDAR
KHURSHED DOONGAJI
LAXMIDAS MERCHANT
SANJAY ASHER
ASHOK SARAF

PANNKAJ GHADIALI
(w.e.f. 8th November, 2017)

SACHIN NATH CHATURVEDI
(Till 12th October, 2017)

REGISTERED OFFICE:

B-66, Waluj MIDC, Waluj Industrial Area,
Aurangabad 431 136 (Maharashtra)

CORPORATE OFFICE:

BKT House, C/15, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013
(Maharashtra)

PLANTS:

TYRE MANUFACTURING:

CALENDERING :

WIND FARM :

MOULD UNIT :

BANKERS:

CORPORATION BANK

STANDARD CHARTERED BANK

STATE BANK OF INDIA

KOTAK MAHINDRA BANK LTD.

BARCLAYS BANK PLC

INDUSIND BANK LTD.

CITI BANK N.A.

THE HONGKONG AND SHANGHAI BANKING CORPORATION LTD.

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.

MIZUHO BANK LTD.

AUDITORS:

STATUTORY:

M/s. N.G.THAKRAR & CO.
Chartered Accountants

INTERNAL:

M/s. DILIP A. JAIN & ASSOCIATES
Chartered Accountants

SECRETARIAL:

G. B. B. BABUJI
Company Secretary in Whole-time Practice

B-66, Waluj MIDC, Waluj Industrial Area,
Aurangabad 431 136 (Maharashtra)

SP-923, RIICO Industrial Area, Phase-III,
P.O. Bhiwadi 301 019 Dist: Alwar (Rajasthan)

A-300-305 & E-306-313 RIICO Industrial Area,
Chopanki P.O. Bhiwadi 301 707, Dist: Alwar (Rajasthan)

Bhuj Bhachau Road, S.H.No.42, Village Padhdhar,
Taluka Bhuj 370 105, Dist: Kutch (Gujarat)

SP4-886, RIICO Industrial Area,
Pathredi, Bhiwadi 301 707, Dist: Alwar (Rajasthan)

Village Soda Mada, Tehsil: Fatehgarh,
Dist: Jaisalmer (Rajasthan)

C-21, M.I.D.C, Phase No. I, Dombivali (E) 421 203,
Dist: Thane (Maharashtra)

Members are requested to bring their copy of the Annual report along with them at the Annual General Meeting, as copies of the Report will not be distributed at the Meeting.

FINANCIAL HIGHLIGHTS (STANDALONE)

(₹ In Lakhs)

Particulars	Ind AS			I GAAP	
Year ended 31 st March	2018	2017	2016	2015	2014
Revenue From Operations	4,46,446	3,78,466	3,27,252	3,77,991	3,57,671
Other Income	33,621	24,961	14,896	27,980	1,384
Total Income	4,80,067	4,03,427	3,42,148	4,05,971	3,59,055
PBIDT	1,44,289	1,38,154	98,710	1,01,416	90,763
PBDT	1,42,983	1,36,010	94,763	96,775	88,266
Depreciation	31,134	30,383	28,217	24,020	16,496
PBT	1,11,849	1,05,627	66,546	72,755	71,770
Taxes	37,924	34,069	22,689	23,874	22,933
PAT	73,925	71,558	43,857	48,881	48,837
Dividend	*400%	400%	275%	120%	100%
Earning per Share of ₹ 2 each	**38.24	**37.02	45.37	51.55	50.53

*The Board has declared and paid 1st Interim Dividend of ₹ 2.50 per equity share, 2nd Interim Dividend of ₹ 2.50 per equity share and 3rd Interim Dividend of ₹ 1.50 per equity share, aggregating to ₹ 6.50 per equity shares and recommended Final Dividend of ₹ 1.50 per equity share for the financial year ended 31st March, 2018.

**On 27th December, 2017, the Company has allotted 9,66,58,595 Equity Shares of ₹ 2 each as fully Paid Up Bonus Shares in the ratio of 1:1 to all registered Shareholders, as on record date by Capitalisation of Reserves. Consequently, in accordance with Ind AS-33 'Earning Per Share' have been adjusted to give effect to the aforesaid issue of Bonus Shares.

