

Ref: No. BIL/SE/18-19

15th April, 2019

M/s BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Bandra Kurla Complex
Bandra (E), Mumbai 400 051

Scrip Code: 502355

Trading Symbol: BALKRISIND

SUB: COMPLIANCE WITH REGULATION 27(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We are submitting herewith compliance report on Corporate Governance for the quarter ended 31st March, 2019 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the given format in **Annexure I**.

ANNEXURE I

- 1 Name of the Listed Entity Balkrishna Industries Limited
2 Quarter ending 31st March, 2019

I. Composition of Board of Directors

Sr. No	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation)	Tenure of director (in months)	No. of Directorship in listed entities including this listed entity	No. of Memberships in Audit/S takeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
1	Mr.	Arvind Kumar Poddar	AACPP2352E	00089984	Chairperson-Executive	01.08.2016	N.A.	1	0	0
2	Mr.	Rajiv Poddar	AACPP1928J	00160758	Executive	22.01.2019	N.A.	1	0	0
3	Ms.	Vijaylaxmi Poddar	AACPP2353F	00160484	Non-Executive-Non-Independent	08.08.2015	N.A.	1	0	0
4	Mr.	Vipul Shah	AAOPS7428N	05199526	Executive	11.02.2017	N.A.	1	1	0
5	Mr.	Sanjay Asher	ADQPA0146C	00008221	Non-Executive-Independent	02.08.2014	56 months	5	3	3

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6	Mr.	Ashok Saraf	AAGPS5351N	01627873	Non-Executive-Independent	02.08.2014	56 months	1	1	1
7	Mr.	Laxmidas Merchant	AAAPM5924D	00007722	Non-Executive-Independent	02.08.2014	56 months	1	1	0
8	Mr.	Pannkaj Ghadiali	AAAPG8956D	00003462	Non-Executive-Independent	08.11.2017	17 months	2	2	1
9	Ms.	Shruti Shah*	AIYPS3328P	08337714	Non-Executive-Independent	08.02.2019	2 months	1	2	0
10	Mr.	Sandeep Junnarkar**	AABPJ2232L	00003534	Non-Executive-Independent	28.03.2019	0 month	3	2	0
11	Mr.	Rajendra Hingwala***	AAAPH5606B	00160602	Non-Executive-Independent	28.03.2019	0 month	1	0	0

* Ms. Shruti Shah was appointed as an Additional Director (Woman Independent Director) of the Company for period of five consecutive years from 8th February, 2019 to 7th February, 2024, subject to the approval of members in the ensuing general meeting of the Company.

**Mr. Sandeep Junnarkar was appointed as an Additional Director (Independent Director) of the Company for period of five consecutive years w.e.f 28th March, 2019 to 27th March, 2024, subject to the approval of members in the ensuing general meeting of the Company."

***Mr. Rajendra Hingwala was appointed as an Additional Director (Independent Director) of the Company for period of five consecutive years w.e.f 28th March, 2019 to 27th March, 2024, subject to the approval of members in the ensuing general meeting of the Company."

II. Composition of Committees			
Sr.No	Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1	Audit Committee	Mr. Pannkaj Ghadiali	Chairperson-Non-Executive-Independent
		Ms. Shruti Shah	Non-Executive-Independent
		Mr. Ashok Saraf	Non-Executive-Independent
		Mr. Laxmidas Merchant	Non-Executive-Independent
2	Nomination & Remuneration Committee	Mr. Ashok Saraf	Chairperson-Non- Executive-Independent
		Ms. Shruti Shah	Non-Executive-Independent
		Mr. Pannkaj Ghadiali	Non-Executive-Independent
		Mr. Sanjay Asher	Non-Executive-Independent
3	Stakeholders Relationship Committee	Mr. Ashok Saraf	Chairperson-Non Executive-Independent
		Ms. Shruti Shah	Non-Executive-Independent
		Mr. Pannkaj Ghadiali	Non-Executive-Independent
		Mr. Vipul Shah	Executive
4	Corporate Social Responsibility Committee	Smt. Vijaylaxmi Poddar	Chairperson-Non-Executive-Non-Independent
		Shri Rajiv Poddar	Member - Executive
		Shri Vipul Shah	Member - Executive
		Shri Sanjay Asher	Member-Non-Executive-Independent

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: 3 :

Sr.No	Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
5	Risk Management Committee	Mr. Pannkaj Ghadiali	Chairperson-Non-Executive-Independent
		Mr. Arvind Poddar	Member - Executive
		Mr. Rajiv Poddar	Member - Executive
		Mr. Basant Bansal*	Member - Executive
		Mr. Vipul Shah	Member - Executive

* Shri Basant Bansal is not Director on the Board of Directors of the Company. He is Chief Financial Officer (KMP) of the Company.

III. Meeting of Board of Directors			
Date(s) of Meeting (if any)in the previous quarter	Date(s) of Meeting (if any)in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
5 th November, 2018	08 th February, 2019 28 th March, 2019	94 days	47 days
IV. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee:			
08 th February, 2019	Yes	5 th November, 2018	94 days
Nomination and Remuneration Committee:			
08 th February, 2019	Yes	5 th November, 2018	94 days
28 th March, 2019	Yes	08 th February, 2019	47 days
Corporate Social Responsibility Committee:			
08 th February, 2019	Yes	5 th November, 2018	94 days
Stakeholders Relationship Committee:			
08 th February, 2019	Yes	5 th November, 2018	94 days
V. Related Party Transactions:			
Subject	Compliance Status (Yes/No/NA)		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	N.A		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		

VI. Affirmations

We hereby affirm that :

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee

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3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

6. Any comments/observations/advice of Board of Directors may be mentioned here:

For Balkrishna Industries Limited

**Sd/-
Vipul Shah
Director & Company Secretary
DIN: 05199526**

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ANNEXURE II

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

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

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

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<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5)&(6)</i>	<i>Yes</i>
<i>Maximum Directorship & Tenure</i>	<i>25(1) & (2)</i>	<i>Yes</i>
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	<i>Yes</i>
<i>Familiarization of independent directors</i>	<i>25(7)</i>	<i>Yes</i>
<i>Memberships in Committees</i>	<i>26(1)</i>	<i>Yes</i>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	<i>Yes</i>
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	<i>Yes</i>
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	<i>Yes</i>
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

For Balkrishna Industries Limited

Sd/-

Vipul Shah
Director & Company Secretary
DIN : 05199526

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