

Ref: No. BIL/SE/15-16

14<sup>th</sup> April, 2016

To,  
M/s Bombay Stock Exchange Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

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

**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 31<sup>st</sup> March, 2016 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the given formats in Annexure I and Annexure II.

**ANNEXURE I**

- 1 Name of the Listed Entity      Balkrishna Industries Limited
- 2 Quarter ending                      31<sup>st</sup> March, 2016

I. Composition of Board of Directors

Sr. No	Title (Mr. / Ms)	Name of the Directors	PAN	DIN	Category (Chairperson /Executive/Non-Executive/Independent/ Nominee	Date of Appointment in the current term/ cessation)	Tenure	No. of Directorship in listed entities including this listed entity	No. of Memberships in Audit /Stakeholder 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	31.01.2004	N.A.	1	0	0
2	Mr.	Rajiv Poddar	AACPP1928J	00160758	Executive	22.01.2009	N.A.	1	1	0
3	Ms.	Vijaylaxmi Poddar	AACPP2353F	00160484	Non-Executive	30.05.2012	N.A.	1	0	0
										Contd.2

**Balkrishna Industries Ltd.**

**CIN No.: L99999MH1961PLC012185**

**Corporate Office : BKT House, C / 15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.**

**Tel: +91 22 6666 3800 Fax: +91 22 6666 3898/99      www.bkt-tires.com**

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4	Mr.	Ramesh Kumar Poddar	AACPP2359R	00090104	Non-Executive	31.07.2006	N.A.	2	1	0
5	Mr.	Sanjay Asher	ADQPA0146C	00008221	Non-Executive / Independent	02.08.2014	1.8 years	7	6	4
6	Mr.	Sachin Nath Chaturvedi	AABPC2360A	00553459	Non-Executive / Independent	02.08.2014	1.8 years	4	4	3
7	Mr.	Khurshed Doongaji	AAIPD1397D	00090939	Non-Executive / Independent	02.08.2014	1.8 years	2	2	2
8	Mr.	Ashok Saraf	AAGPS5351N	01627873	Non-Executive / Independent	02.08.2014	1.8 years	1	0	0
9	Mr.	Laxmidas Merchant	AAAPM5924D	00007722	Non-Executive / Independent	02.08.2014	1.8 years	1	0	0
10	Mr.	Vipul Shah	AAOPS7428N	05199526	Executive	11.02.2012	N.A.	1	1	0

\* Note : Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has appointed Shri Sachin Nath Chaturvedi, Shri Khurshed Doongaji, Shri Ashok Saraf, Shri Laxmidas Merchant and Shri Sanjay Asher as Independent Directors of the Company for 5 (five) consecutive years for 2nd August, 2014 to 1st August, 2019, which has been approved by the Members at its Annual General Meeting held on 13th September, 2014

<b>II. Composition of Committee</b>			
Sr.No	Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1	Audit Committee	Mr. Sachin Nath Chaturvedi	Chairperson/Non Executive/Independent
		Mr. Khurshed M Doongaji	Non Executive/Independent
		Mr. Rajiv A Poddar	Executive
2	Nomination & Remuneration Committee	Mr. Sachin Nath Chaturvedi	Chairperson/Non Executive/Independent
		Mr. Ashok Saraf	Non Executive/Independent
		Mr. Khurshed M Doongaji	Non Executive/Independent
3	Risk Management Committee(if applicable)	Not applicable	
4	Stakeholders Relationship Committee	Mr. Sachin Nath Chaturvedi	Chairperson/Non Executive/Independent
		Mr. Khurshed M Doongaji	Non Executive/Independent
		Mr. Vipul Shah	Executive

Contd.3

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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)
09th November, 2015	13 <sup>th</sup> February, 2016	95 Days
	9 <sup>th</sup> March, 2016	24 days (Gap between 13.02.2016 and 09.03.2016)
	29 <sup>th</sup> March, 2016	19 days (Gap between 09.03.2016 and 29.03.2016)

IV. Meeting of Committees			
Date(s) of Meeting (if any)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)
<b>Audit Committee:</b>			
13 <sup>th</sup> February, 2016	Yes	09th November, 2015	95 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
<p>We hereby affirm that :</p> <ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>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.</li> <li>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</li> </ol>

**For Balkrishna Industries Limited**

Sd/-

Vipul Shah

Director & Company Secretary

DIN : 05199526

Contd.4

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

<b>Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes
		<b>Contd.5</b>

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

**For Balkrishna Industries Limited**

Sd/-

Vipul Shah

Director & Company Secretary

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