

Ref: No. BIL/SE/2020-21

10th April, 2021

M/s BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 502355

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

Dear Sir/Madam,

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, 2021 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the given format in **Annexure**.

ANNEXURE I

- 1 Name of the Listed Entity Balkrishna Industries Limited
- 2 Quarter ending 31st March, 2021

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 Birth	Initial Date of appointment	Date of Appointment in the current term/cessation)	Tenure of director (in months)	No. of Directorship in listed entities including this entity	No. of Members in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/S takeholder Committee held in listed entities including this listed entity
1	Mr.	Arvind Kumar Poddar	AACPP2352E	00089984	Chairperson- Executive	07.11.1957	31.01.2004	01.08.2016	N.A.	1	0	0

Balkrishna Industries Ltd.

CIN No.: L99999MH1961PLC012185

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2	Mr.	Rajiv Poddar	AACPP1928J	00160758	Executive	22.12.1984	22.01.2009	22.01.2019	N.A.	1	1	0
3	Mrs.	Vijaylaxmi Poddar	AACPP2353F	00160484	Non-Executive-Non-Independent	02.12.1960	30.05.2012	08.08.2015	N.A.	1	0	0
4	Mr.	Vipul Shah	AAOPS7428N	05199526	Executive	02.03.1963	11.02.2012	11.02.2017	N.A.	1	1	0
5	Mr.	Pannkaj Ghadiali	AAAPG8956D	00003462	Non-Executive-Independent	08.05.1956	08.11.2017	08.11.2017	38	2	1	2
6	Ms.	Shruti Shah	AIYPS3328P	08337714	Non-Executive-Independent	05.06.1980	08.02.2019	08.02.2019	23	4	2	0
7	Mr.	Sandeep Junnarkar	AABPJ2232L	00003534	Non-Executive-Independent	02.07.1951	28.03.2019	28.03.2019	21	2	4	0
8	Mr.	Rajendra Hingwala	AAAPH5606B	00160602	Non-Executive-Independent	26.08.1952	28.03.2019	28.03.2019	21	2	1	0

II. Composition of Committees

Sr.No	Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of appointment
1	Audit Committee	Mr. Pannkaj Ghadiali	Chairperson-Non-Executive-Independent	08.11.2017
		Ms. Shruti Shah	Non-Executive-Independent	08.02.2019
		Mr. Rajendra Hingwala	Non-Executive-Independent	02.08.2019
		Mr. Rajiv Poddar	Executive	10.08.2019
		Mr. Sandeep Junnarkar	Non-Executive-Independent	24.09.2020
2	Nomination & Remuneration Committee	Mr. Pannkaj Ghadiali	Chairperson-Non-Executive-Independent	08.11.2017
		Ms. Shruti Shah	Non-Executive-Independent	08.02.2019
		Mr. Sandeep Junnarkar	Non-Executive-Independent	10.08.2019
		Mr. Rajendra Hingwala	Non-Executive-Independent	10.08.2019

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3	Stakeholders Relationship Committee	Mr. Pannkaj Ghadiali	Chairperson-NonExecutive-Independent	08.11.2017
		Mrs. Shruti Shah	Non-Executive-Independent	08.02.2019
		Mr. Sandeep Junnarkar	Non-Executive-Independent	10.08.2019
		Mr. Vipul Shah	Executive	15.05.2014
4	Corporate Social Responsibility Committee	Smt. Vijaylaxmi Poddar	Chairperson-Non-Executive-Non-Independent	15.05.2014
		Mrs. Shruti Shah	Non-Executive-Independent	10.08.2019
		Mr. Rajiv Poddar	Executive	15.05.2014
		Mr. Vipul Shah	Executive	25.05.2017
5	Risk Management Committee	Mr. Pannkaj Ghadiali	Chairperson-Non-Executive-Independent	08.02.2019
		Mr. Arvind Poddar	Executive	08.02.2019
		Mr. Rajiv Poddar	Executive	08.02.2019
		Mr. Vipul Shah	Executive	08.02.2019
		Mr. Madhu Sudan Bajaj	President – Commercial and CFO	24.09.2020
6	Business Responsibility Committee	Mr. Pannkaj Ghadiali	Chairperson-Non-Executive-Independent	08.02.2019
		Mr. Arvind Poddar	Executive	25.05.2017
		Mr. Sandeep Junnarkar	Non-Executive-Independent	10.08.2019
		Mr. Rajiv Poddar	Executive	25.05.2017

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)
06-11-2020	08-02-2021	93 days
	26-03-2021	45 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)

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Audit Committee:			
08-02-2021	Yes	06-11-2020	93 days
26-03-2021	Yes		45 days
Stakeholders Relationship Committee:			
08-02-2021	Yes	06-11-2020	93 days
Corporate Social Responsibility Committee:			
08-02-2021	Yes	06-11-2020	93 days
Nomination and Remuneration Committee:			
08-02-2021	Yes	06-11-2020	93 days
26-03-2021	Yes		45 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
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 ye

Disclosure on website in terms of Listing Regulations		
Sr.No.	Item	Compliance status (Yes/No/NA) refer note below
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact Information of the designated officials of the Listed Entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	N.A.
15	Schedule of Analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
16	New name and the old name of the listed entity	N.A
17	Advertisements as per regulation 47(1)	Yes
18	Credit rating or revision in credit rating obtained	NA
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
20	Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution Policy as per Regulation 43A (as applicable)	Yes
23	It is certified that these contents on website of the listed entity are correct.	Yes

Note: The above disclosures are available on Website: www.bkt-tires.com

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Sr.No	II Annual Affirmations	Regulation Number	Compliance status (Yes/No/NA)refer note below
1	<i>Particulars</i>		
1	<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
2	<i>Board composition</i>	17(1)	Yes
3	<i>Meeting of Board of directors</i>	17(2)	Yes
4	<i>Quorum of Board Meeting</i>	17(2A)	Yes
5	<i>Review of Compliance Reports</i>	17(3)	Yes
6	<i>Plans for orderly succession for appointments</i>	17(4)	Yes
7	<i>Code of Conduct</i>	17(5)	Yes
8	<i>Fees/compensation</i>	17(6)	Yes
9	<i>Minimum Information</i>	17(7)	Yes
10	<i>Compliance Certificate</i>	17(8)	Yes
11	<i>Risk Assessment & Management</i>	17(9)	Yes
12	<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
13	<i>Recommendation of Board</i>	17(11)	Yes
14	<i>Maximum Number of Directorship</i>	17A	Yes
15	<i>Composition of Audit Committee</i>	18(1)	Yes
16	<i>Meeting of Audit Committee</i>	18(2)	Yes
17	<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
18	<i>Quorum of nomination & remuneration committee meeting</i>	19(2A)	Yes
19	<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes
20	<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2) & (2A)	Yes
21	<i>Meeting of Stakeholders Relationship Committee</i>	20(3A)	Yes
22	<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
23	<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
24	<i>Vigil Mechanism</i>	22	Yes
25	<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
26	<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes

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27	Approval for material related party transactions	23(4)	N.A
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Directorship & Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8)&(9)	Yes
37	D&O Insurance for Independent Director	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
	<p>Note</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>III Affirmations:</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
DIN: 05199526

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