

BIL/SE/2021-2022

23rd November, 2021

To,
BSE Limited
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

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated 11th November, 2021, seeking approval of the members of the Company, by way of remote e-voting process, for re-appointment of Mr. Vipul Shah (DIN: 05199526) as a Whole Time Director designated as Director & Company Secretary of the Company.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on Friday, 12th November, 2021 ("Cut-off date").

The Company has engaged the services of KFin Technologies Private Limited, Registrar and Transfer Agent, for providing remote e-voting facility to its members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (IST) on Wednesday, 24th November, 2021
End of e-voting: 5:00 p.m. (IST) on Thursday, 23rd December, 2021

The Postal Ballot Notice is also available on the Company's website at www.bkt-tires.com.

Request you to please take the same on your records.

Thanking you,

Yours faithfully,
For **Balkrishna Industries Limited**



Arvind M Poddar
Chairman & Managing Director
DIN : 00089984

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

Registered Office : B-66, Waluj Industrial Area, Waluj, Aurangabad - 431 136, Maharashtra, India.



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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Balkrishna Industries Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No.10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mr. G B B Babuji the Practicing Company Secretary (Membership No. FCS-1182) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Private Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Thursday, the 23rd December, 2021, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, the 27th December, 2021 and will be displayed on the Company's website www.bkt-tires.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

Re-appointment of Mr. Vipul Shah as a Whole Time Director of the Company designated as Director & Company Secretary:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, consent of the Company be and is hereby accorded to the re-appointment of Mr. Vipul Shah (DIN: 05199526) as a Whole Time Director designated as Director & Company Secretary of the Company, for a period of five years from the expiry of his present term of office i.e. with effect from 11th February, 2022 to 10th February, 2027, on the terms and conditions of re-appointment including remuneration shall be as set out in the Statement annexed to this Notice with powers to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of said reappointment and / or remuneration as it may deem fit, including minimum remuneration (in case of absence or inadequacy of profits) in such manner as the Board may deem fit and is acceptable to Mr. Vipul Shah, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For Balkrishna Industries Limited**

**Sd/-
Arvind Poddar
Chairman & Managing Director
DIN : 00089984**

Dated: 11th November, 2021
Place : Mumbai

Registered Office:
B-66, Waluj Industrial Area, Waluj,
Aurangabad 431 136, Maharashtra

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, the 12th November, 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.bkt-tires.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>.

4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN (self attested scanned copy of PAN card) or AADHAR (self attested scanned copy of Aadhar Card) to KFinTech on einward.ris@kfintech.com, if the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email at shares@bkt-tires.com.
9. **PROCEDURE FOR E-VOTING:**
1. **E-VOTING FACILITY:**
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.
 - ii. The e-voting facility will be available during the following period:
 - Commencement of e-voting: 9:00 a.m. (IST) on Wednesday, the 24th November, 2021
 - End of e-voting: 5:00 p.m. (IST) on Thursday, the 23rd December, 2021

Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Once the vote on the Resolution(s) is cast by the Member whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast vote again.
 - iii. The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals holding shares of the Company in demat mode, (c) Shareholders holding shares of the Company in physical mode, and (d) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

2. **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**
 I. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below: **PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

National Securities Depository Limited (NSDL)

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:
 - i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
 - ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.
 - iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
 - iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.
 - v. Click on "Active E-voting Cycles" option under E-voting.
 - vi. You will see Company Name: "Balkrishna Industries Limited" on the next screen. Click on the e-Voting link available against Balkrishna Industries Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:
 - i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
 - ii. Select option "Register Online for IDeAS" available on the left hand side of the page.
 - iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
 - iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of NSDL as per the following procedure:
 - i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
 - ii. Click on the button "Login" available under "Shareholder/Member" section.
 - iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
 - iv. On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "Balkrishna Industries Limited" on the next screen. Click on the e-Voting link available against Balkrishna Industries Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
4. Contact details in case of any technical issue on NSDL Website
 Members facing any technical issue during login can contact

NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30.

Central Depository Services (India) Limited (CDSL)

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi /Login to My Easi option under Quick Login
- ii. Enter your User ID and Password for accessing Easi / Easiest.
- iii. You will see Company Name: "Balkrishna Industries Limited" on the next screen. Click on the e-Voting link available against Balkrishna Industries Limited or select e-Voting service provider KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following links: www.cdslindia.com / <https://www.evotingindia.com>
- ii. Provide Demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Balkrishna Industries Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

4. **Contact details in case of any technical issue on CDSL Website**

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Balkrishna Industries Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

II. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- I. (A) In case a member receives an e-mail from the Company/ KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - a. Launch Internet Browser by typing the URL: <https://evoting.kfintech.com>
 - b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for 'e-voting', you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800-309-8998 / 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days) for assistance on your existing password.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. 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, e-mail 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.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Balkrishna Industries Limited. **SHAREHOLDERS TO SELECT THE RESPECTIVE EVENTS AND VOTE DEPENDING UPON THEIR SHAREHOLDING - FULLY PAID-UP OR PARTLY PAID-UP OR BOTH.**
 - g. On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST " or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
 - h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - i. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - j. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
 - k. Once you confirm, you will not be allowed to modify your vote.
 - l. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in 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 Scrutiniser at e-mail id: gbbbabuji@yahoo.co.in with a copy marked to einward.ris@kfintech.com. Such authorization

shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

III. IN CASE OF SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESSES WITH THE COMPANY/DEPOSITORY PARTICIPANT(S)

- i. Members holding shares in Demat form can get their email ID registered by contacting their respective Depository Participant.
 - ii. Members holding shares in physical form may register their email address and mobile number with Kfintech by sending an email request at the email ID einward.ris@kfintech.com along with the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member, for registering their email address and receiving the Notice of Postal Ballot and the e-voting instructions.
 - iii. After due verification, the company/Kfintech will forward your login credentials to your registered email address.
 - iv. Follow the instructions, given above to cast your votes.
 - v. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company's Registrar & Transfer Agent, Kfintech to enable servicing of notices/ documents/Annual Reports electronically to their email address.
10. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:
- i. 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 **9212993399**.
 1. **Example for NSDL:**
MYEPWD <SPACE>IN12345612345678
 2. **Example for CDSL:**
MYEPWD <SPACE> 1402345612345678
 3. **Example for Physical:**
MYEPWD <SPACE> XXXX1234567890
 - ii. If **e-mail address and mobile number** of the Member is **registered** against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click "**Forgot Password**" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call on KFinTech's toll-free numbers **1800-309-4001** [from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days].
 - iv. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
 - v. If the Member is already registered with Kfintech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
11. In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and E-voting user manual available at the download Section of Kfintech's website <https://evoting.kfintech.com> or send an email at einward.ris@kfintech.com or contact Mr. Ramulu Peraboina - Manager - RIS, KFin Technologies Private Limited, Unit: Balkrishna Industries Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or on Phone No. 040-

6716 2222 or call Kfintech's Toll free No. 1800-309-4001, for any further clarifications.

12. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of e-voting, i.e., Thursday, the 23rd December, 2021 subject to receipt of the requisite number of votes in favour of the Resolutions.

Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules")

The following Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned in the Notice.

The Board of Directors of the Company ("the Board") at its Meeting held on 11th November, 2021 has re-appointed Mr. Vipul Shah as a Whole-Time Director to be designated as Director & Company Secretary for a period of 5 years from the expiry of his present term of office i.e. w.e.f. 11th February, 2022 to 10th February, 2027 at the following remuneration as recommended by Nomination and Remuneration Committee of the Board, with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in Schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereof, subject to the approval of Shareholders of the Company at its ensuing General Meeting.

Mr. Vipul Shah, aged 58 years is the Director & Company Secretary of the Company. His educational qualifications are B.COM, Company Secretary (ACS) and Diploma in Business Management. He has 35 years of experience in the areas of company secretarial compliances, finance, accounts and insurance.

Taking into consideration his duties and responsibilities as Director & Company Secretary and the prevailing managerial remuneration in industry and on recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 11th November, 2021 approved the re-appointment, remuneration, terms and conditions of the re-appointment of Mr. Vipul Shah, subject to the approval of the shareholders on re-appointment, remuneration including minimum remuneration as set below:

Salary

Basic Salary : Rs.2,78,000/- per month

Allowances : Rs.3,92,205/- per month

Commission : NIL

With such increments as recommended by Nomination and Remuneration Committee to the Board.

However, the maximum remuneration is subject to a ceiling of Rs. 15,00,000/- per month during the tenure of 5 years w.e.f 11th February, 2022 as per Companies Act, 2013 and other applicable Laws.

Perquisites:

- a) Medical reimbursement: As per the Company's Rules.
- b) Leave Travel Concession: As per the Company's Rules.
- c) Personal Accident Insurance: As per the Company's Rules.
- d) Provident Fund, Superannuation Fund and Annuity Fund: As per the Company's Rules.
- e) Gratuity: As per the Company's Rules.
- f) Leave and Encashment of Leave: As per the Company's Rules.
- g) Use of Car with Driver: As per the Company's Rules.
- h) Free Telephone, Facsimile and other Communication Facilities: As per the Company's Rules.
- i) Bonus: As per the Company's Rules.
- j) Other Perquisites: Subject to overall ceiling on remuneration mentioned herein below, Mr. Vipul Shah may be given other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide.

Minimum remuneration

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Whole time Director shall be paid remuneration by way of salary, perquisites and allowances as specified above subject to limits specified in Schedule V of the Companies Act, 2013 or any amendment thereto.

Mr. Vipul Shah satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Mr. Vipul Shah is not disqualified from being appointed as a director in terms of Section 164 of the Act.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Vipul Shah under section 190 of the Act.

As required under Regulation 36 of the SEBI Listing Regulations and/or Secretarial Standard on General Meetings ("SS-2"), issued by Institute of Companies Secretaries of India his brief profile and other requisite details is furnished and forms a part of this Notice.

Explanation

Except Mr. Vipul Shah, to whom the resolution relates, is concerned or interested in the resolution. No other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board commends the ordinary resolution set out in the Notice for approval by the members.

**By Order of the Board
For Balkrishna Industries Limited**

**Sd/-
Arvind Poddar
Chairman & Managing Director
DIN :00089984**

Place : Mumbai

Date : 11th November, 2021

Registered Office:

B-66, Waluj Industrial Area, Waluj,
Aurangabad 431 136, Maharashtra

BRIEF PROFILE OF THE DIRECTOR SEEKING 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. Vipul Shah |
| DIN | 05199526 |
| Qualification | B.Com Company Secretary (ACS) Diploma in Business Management |
| Date of Birth (Age) | 02.03.1963 (58 years) |
| Date of first appointment on the Board | 11 th February, 2012 |
| Experience and Expertise | He has experience of 35 years in the areas of company secretarial compliances, finance, accounts and insurance |
| No. of Meetings of the Board attended during the year | 4 out of 4 |
| List of Directorship/ Membership / Chairmanship of Committees of other Board | - |
| No. of shares held in the Company | 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. |
| Terms & Conditions of re-appointment | The terms and conditions of re-appointment is as per the Nomination and Remuneration Policy of the Company. |
| Details of remuneration last drawn by such person for Financial Year 2020-21 | He has drawn remuneration of Rs. 70.92 Lakhs for financial year 2020-21. |

**By Order of the Board
For Balkrishna Industries Limited**

**Sd/-
Arvind Poddar
Chairman & Managing Director
DIN :00089984**

Place : Mumbai

Date : 11th November, 2021

Registered Office:

B-66, Waluj Industrial Area, Waluj,
Aurangabad 431 136, Maharashtra

