



Balkrishna Industries limited

CIN : L99999MH1961PLC012185

Regd. Office : H-3/1, MIDC "A" Road, Tarapur (Boisar), District Thane, (Maharashtra)- 401506

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

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

Dear Member(s),

Notice is hereby given pursuant to provisions of Section 110 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standards – 2 (SS-2), that the Company is seeking the Members' consent to pass the Special Resolutions by way of Postal Ballot for shifting of the Registered Office of the Company from H-3/1, MIDC, "A" Road, Tarapur (Boisar) 401506, District Thane, Maharashtra, India to B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431 136 (Maharashtra) and to keep Registers, Copies of Returns etc., at Corporate Office of the Company at Mumbai, as set out below, more specifically described in the Explanatory Statement appended to this Notice.

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning the same and the reasons thereof is annexed hereto. A Postal Ballot Form is also annexed hereto for your consideration and voting. The Postal Ballot Notice along with the Postal Ballot Form shall be uploaded on the website of the Company.

As required under Rule 20(3)(v) and Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and SS-2, advertisement for dispatch of notice and e-voting will be published in the newspapers specifying the relevant matters therein.

The Board of Directors of the Company have appointed Mr. Prasen Naithani, Practising Company Secretary (Membership No. 3830), Mumbai as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and National Securities Depository Ltd (NSDL) as agency in respect of remote e-voting for the postal ballot.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at corporate office of the Company : BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than Saturday, the 26th December, 2015 at 5:00 p.m. to be eligible for being considered, failing which it shall be considered as invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. Reference to the postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman/any other Director of the Company after completion of the scrutiny of the postal ballots (include remote e-voting). The results of the Postal Ballot would be announced by the Chairman/any other Director/Company Secretary of the Company on or before Thursday, the 31st December, 2015 at 3:00 p.m and displayed on the Notice Board of the Company at its Registered Office and its Corporate Office besides being communicated to the Stock Exchanges. The results will be displayed on the website of the Company i.e. www.bkt-tires.com, for the information of the Members. The last date for receipt of postal ballot forms i.e. 26th December, 2015 will be taken to be the date of passing of the resolution.

RESOLUTIONS PUT THROUGH POSTAL BALLOT.

Item No.1: Shifting of Registered Office of the Company from Thane to Aurangabad, within the State of Maharashtra.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 12,110 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from H-3/1, MIDC, "A" Road, Tarapur (Boisar) 401506, District Thane, Maharashtra, India to B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431 136 (Maharashtra), India within the State of Maharashtra;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised, on behalf of the company, to do all acts, deeds and things as may be deemed necessary, proper or desirable and to sign, execute all necessary documents, applications and returns for purpose of giving effect to the above resolution and to file necessary forms with Registrar of Companies (ROC), Mumbai."

Item No. 2: To keep Registers, Copies of Returns etc., at Corporate Office of the Company at Mumbai (i.e. at a place other than Registered Office):

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 (**“the Act”**) and all other applicable provisions of the Act and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Corporate Office of the Company situated at BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 or at the office of Registrar and Share Transfer Agent at Mumbai. (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

BY ORDER OF THE BOARD
For Balkrishna Industries Limited
Sd/-
Vipul Shah
Director & Company Secretary
DIN No: 05199526

Registered Office
H-3/1, MIDC “A” Road,
Tarapur (Boisar),
District Thane, (Maharashtra)- 401506

Place : Mumbai
Date: 9th November, 2015

Notes:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
- 2) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 20th November, 2015 i.e. the cut-off date for despatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding)/ the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by courier alongwith a postage-prepaid self-addressed Business Reply envelope.
- 3) Members whose names appear on the Register of Members /List of Beneficial Owners as on Friday, 20th November, 2015 will be considered for the purpose of voting. A person who is not a Member on Friday, 20th November, 2015 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
- 4) The voting period begins on **Thursday, the 26th November, 2015 at 09.00 a.m.** and ends on **Saturday, the 26th December, 2015 at 5.00 p.m.** (inclusive of both the days).
- 5) The Members can opt for only one mode of voting i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
- 6) A Member cannot exercise his vote by proxy on postal ballot.
- 7) A member desiring to exercise vote by remote e-voting /physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Notice, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed business reply envelope, so as to reach the Scrutinizer at BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 on Saturday, the 26th December, 2015 at 5.00 p.m. The Postal Ballot Forms received after 5.00 p.m. on Saturday, the 26th December, 2015 will be treated as if the reply from the member has not been received.
- 8) Members desirous of obtaining a printed Postal Ballot Form or a duplicate can send an email to shares@bkt-tires.com . The Company shall forward the same along with self-addressed Business Reply envelope,
- 9) Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Vipul Shah, Compliance Officer of the Company, at BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 India or by sending an email at shares@bkt-tires.com
- 10) Voting through electronic mean (E-voting).
 - i. In accordance with the applicable provisions of the Listing Agreements and Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide facility to its members, to cast their vote electronically for the resolutions proposed to be passed through postal ballot. The Board of Directors has appointed National Securities Depository Ltd (NSDL) to provide e-voting facility to its members.

- II. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, 20th November, 2015.
- III. Mr. Prasen Naithani, Practising Company Secretary, has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Procedure and instructions for e-voting are as under:
- (i) The remote e-voting period begins on **Thursday, the 26th November, 2015 at 09.00 a.m.** and ends on **Saturday, the 26th December, 2015 at 5.00 p.m.** (inclusive of both the days). The e-voting module shall be disabled by NSDL for voting thereafter. During the e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 20th November, 2015**, may cast their vote electronically.
 - (ii) Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (i) Open email and open PDF file viz; "Balkrishna remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Enter the user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) The Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "REVEN" (REMOTE E-VOTING EVENT NUMBER) of Balkrishna Industries Limited which is 103620
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to naithanipcs@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the said documents at Company's email ID: shares@bkt-tires.com
- V. In case of a Members whose email ids are not registered with the Company/Depository Participant(s) and who receives physical Postal Ballot Notice and Form(s), the following instructions may be noted:
- (i) User ID and Initial password is provided at the bottom of Postal ballot form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

BY ORDER OF THE BOARD
For Balkrishna Industries Limited
Sd/-
Vipul Shah
Director & Company Secretary
DIN No: 05199526

Registered Office
H-3/1, MIDC "A" Road,
Tarapur (Boisar),
District Thane, (Maharashtra)- 401506

Place : Mumbai
Date: 9th November, 2015

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: To Shift Registered Office of the Company from Thane to Aurangabad, within the State of Maharashtra.

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Maharashtra. At present, one of the major plants of the Company is located in Aurangabad. To exercise better administrative and economic control which will reduce overheads, rationalise costs, eliminate duplication of records and enable the Company to streamline its operations as well as management of affairs of the Company, it is proposed to shift the Registered Office of the Company from Thane to Aurangabad.

However, the Corporate Office of the Company will continue to operate from Mumbai to co-ordinate Banking operations and other operational purposes etc., due to well established infrastructure of the Company in Mumbai for handling these matters.

The proposed shifting of Registered Office will enable the Company to explore benefits of synergy, proximity and to handle its business activities more efficiently and run its business more economically and conveniently. The proposed shifting is not prejudicial to the interest of any party.

In terms of the provisions of Section 12 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office outside the local limits of any city, town or village where such office is situated requires the approval of Members by way of Special Resolution by Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said Resolution.

The Board therefore recommends the resolution as set out at Item No. 1 for approval of the members as Special Resolution.

ITEM NO. 2: To keep Registers, returns etc., at a place other than the Registered Office of the Company

The present registered Office of the Company is situated at Thane. By passing the special resolution, the Registered Office of the Company will be shifted from Thane to Aurangabad. However, the Corporate Office of the Company will continue to remain at Mumbai to co-ordinate Banking, purchase, distribution, operations, due to well established infrastructure of the Company in Mumbai. In terms of the provisions of Section 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

The Board recommends to keep the registers maintained under Section 88(1) of the Companies Act, 2013 ("the Act") [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act at the Corporate Office at Mumbai or at office of Registrar and Share Transfer Agent at Mumbai.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said Resolution.

The Board therefore recommends the resolution as set out at Item No.2 for approval of the members as Special Resolution.

BY ORDER OF THE BOARD
For **Balkrishna Industries Limited**
Sd/-
Vipul Shah
Director & Company Secretary
DIN No: 05199526

Registered Office
H-3/1, MIDC "A" Road,
Tarapur (Boisar),
District Thane, (Maharashtra)- 401506

Place : Mumbai

Date: 9th November, 2015



Balkrishna Industries Limited

CIN : L99999MH1961PLC012185

Regd. Office : H-3/1, MIDC "A" Road, Tarapur (Boisar), District Thane, (Maharashtra)- 401506

Corp. Office: BKT House, C/15, Trade World, Kamala Mills Compound, Senapati BapatMarg, 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 FORM

Last Date: 26.12.2015, 5:00 p.m.

Sr. No. : _____

- Name & Registered Address of the Sole/ /first named Member :
- Name(s) of the Joint Holder(s), if any :
- Registered Folio No./ DP ID & Client ID No. :
- No. of Shares held :
- I/ We hereby exercise my/ our vote in respect of the following special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 9th November, 2015 of the Company, by sending my/ our assent or dissent to the said special resolutions by placing a tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	Special resolution for Shifting of Registered Office of the Company from Thane to Aurangabad, within the State of Maharashtra			
2.	Special resolution to keep Registers, Copies of Returns etc., at Corporate Office of the Company at Mumbai (i.e. at a place other than Registered Office)			

Place :

Date :

Signature of the Member/Beneficial Owner

EVS (Electronic Voting Sequence Number)	User ID	Password
103620		

Note :

- If the voting rights are exercised Electronically, there is no need to use this form.
- Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

IMPORTANT INSTRUCTIONS

- I. The voting rights for the shares are one vote per equity share which is fully paid, registered, in the name of the shareholders/beneficial owners as on Friday, the 20th November, 2015.
- II. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- III. Voting period commences on Thursday, the 26th November, 2015 at 9.00 a.m. and ends on Saturday, the 26th December, 2015 at 5.00 p.m.
- IV. The result of the postal ballot would be announced by the Chairman/any other Director /Company Secretary of the Company on or before Thursday, the 31st December, 2015 at 3:00 p.m. and displayed on the Notice Board of the Company at its Registered Office and its Corporate Office besides being communicated to the Stock Exchanges.
- V. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
- VI. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
- VII. Any queries/grievances pertaining to voting by postal ballot can be addressed to Mr. Vipul Shah, Compliance Officer of the Company, at BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 India or by sending an email at shares@bkt-tires.com.

Instructions for Voting by Physical Postal Ballot Form.

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney(POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- IV. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, the 26th December, 2015 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
- V. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
- VI. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
- VII. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. V above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- VIII. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
- IX. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
- X. Postal Ballot Forms with following deficiencies will be rejected.
 - i. A form other than one issued by the company has been used.
 - ii. It has not been signed by or on behalf of the Member.
 - iii. Signature on the postal ballot form doesn't match the specimen signatures with the Company.
 - iv. It is not possible to determine without any doubt the assent or dissent of the Member.
 - v. Neither assent nor dissent is mentioned.
 - vi. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member.
 - vii. The envelope containing the postal ballot form is received after the last date prescribed.
 - viii. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - ix. It is defaced or mutilated in such a way that its identity as a genuine form cannot be Established
 - x. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - xi. Postal Ballot Form is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.