



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

NOTICE

NOTICE is hereby given that the 53rd Annual General Meeting of the members of BALKRISHNA INDUSTRIES LIMITED will be held as scheduled below:

Day : Saturday
 Date : 11th July, 2015
 Time : 11.30 AM
 Place : Hotel Sarovar Residency, Near MPCB Office, Chitralaya, Tarapur, Boisar - 401506

The Agenda for the Meeting will be as under:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Report of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015.
- To declare Final Dividend.
- To appoint a Director in place of Smt. Vijaylaxmi A Poddar (DIN : 00160484), who retires by rotation and, being eligible, offers herself for re-appointment.
- To consider and if thought fit to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
 "RESOLVED THAT M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W) be and are hereby appointed as Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

By order of Board of Directors
 For Balkrishna Industries Limited

Vipul Shah
 Director & Company Secretary
 DIN NO: 05199526

Registered Office:
 H-3/1, MIDC A Road
 Tarapur, Boisar 401506

Mumbai,
 Dated: 14th May, 2015

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should, however, be deposited at the Registered Office or at the Corporate Office not less than 48 hours before commencement of the Meeting.
 A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No.12. The Company will also send communication relating to e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- The relative details of director seeking re-appointment under item 3 as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are also annexed.
- Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the Meeting. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 8th July, 2015 to Thursday, the 9th July, 2015 (both days inclusive) for annual closing and determining the entitlement to shareholders to final dividend for the year 2014-2015.

- Shareholders desiring any information as regards to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.

- Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

- The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2006-07 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 the company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 13th September, 2014 (date of last Annual General Meeting) on website of the Company www.bkt-tires.com, as also on website of the Ministry of Corporate Affairs.

Notice of AGM along with Annual report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same.

- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / the Registrar and Transfer Agent, M/s. Sharepro Service India Pvt. Ltd.

- Electronic copy of the Notice of the 53rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 53rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

- Members may note that the Notice of the 53rd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office or Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: shares@bkt-tires.com

- Voting through electronic means

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on Wednesday, the 8th July, 2015 (9:00 am) and ends on Friday, the 10th July, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- 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.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - 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.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "REVEN" (REMOTE E-VOTING EVENT NUMBER) of Balkrishna Industries Limited which is 101886.
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 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
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- Initial password is provided in enclosed form:
REVEN (REMOTE E-VOTING EVENT NUMBER)
USER ID PASSWORD/PIN
 - 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.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th July, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 4th July 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Prasen Naithani, Practising Company Secretary (Membership No. 3830), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai, National Stock Exchange of India Ltd, where the shares of the company are listed.

C. Other Instructions:

- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on July 4, 2015.
- Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Prasen Naithani, Practising Company Secretary, at the Registered Office/Corporate Office of the Company not later than 10th July, 2015 (6:00 p.m. IST).

iii. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to naithanipcs@gmail.com with a copy marked to shares@bkt-tires.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office/Corporate Office of the Company not later than 10th July, 2015 (6:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office or Corporate Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company.

14. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

By order of Board of Directors
For Balkrishna Industries Limited

Vipul Shah
Director & Company Secretary
DIN NO: 05199526

Registered Office:
H-3/1, MIDC A Road
Tarapur, Boisar 401506

Mumbai,
Dated: 14th May, 2015

Details of the Directors seeking re-appointment in the forthcoming Annual General Meeting (in pursuance of Clause 49(VI)(A) of the Listing Agreement.

Name of the Director	Smt. Vijaylaxmi A Pddar
Director Identification Number	00160484
Date of Joining the Board	30 th May, 2012
Profile of the Director	B.Com
Age	54 years
Nature of Expertise	Industrialist with vast experience in Tyre / Textile Industry
No. of shares held in the Company	1528895 Equity Shares
Directorship & Committee Membership in other Companies	NIL

By order of the Board of Directors
For BALKRISHNA INDUSTRIES LIMITED

VIPUL SHAH
DIRECTOR & COMPANY SECRETARY
DIN NO: 05199526

Registered Office:
H-3/1, MIDC A Road
Tarapur, Boisar 401506

Mumbai,
Dated: 14th May, 2015



Balkrishna Industries Limited

CIN : L99999MH1961PLC012185

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Website: www.bkt-tires.com

ATTENDANCE SLIP

Name of Shareholder	
Folio No./DP ID / Client ID	
No. of Shares Held	

I / We hereby record my / our presence at the 53rd Annual General Meeting of the Company held on Saturday, 11th July, 2015 at 11.30 AM at Hotel Sarovar Residency, Near MPCB Office, Chitralaya, Tarapur, Boisar – 401506.

Name of Shareholder/Proxy	Signature of Shareholder/Proxy

- Note : 1. Member/Proxy holder attending the meeting must bring the attendance slip to the meeting and hand it over at entrance duly signed.
2. A Member / Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

ELETRONIC VOTING PARTICULARS		
Electronic Voting Even Number (EVEN)	User ID	Password

VR Shab



Balkrishna Industries Limited

VIPUL SHAB
DIRECTOR & COMPANY SECRETARY

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, SenapatiBapatMarg, Lower Parel, Mumbai 400013
 Tel.: + 91-22-66663800 | Fax : +91-22-66663898/99 | Email: shares@bkt-tires.com
 Website: www.bkt-tires.com

FORM OF PROXY

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
Email ID	
Folio No / DP ID / Client ID	
No. of Shares held	

I/Weofin the district of being a member(s) of above named company, hereby appointof or failing himof in district of as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the Company to be held on Saturday, the 11th Day of July, 2015, at 11.30 AM, at Hotel Sarovar Residency, Near MPCB Office, Chitralaya, Tarapur, Boisar – 401506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Option	
		For	Against
	Ordinary Business		
1.	Adoption of Audited Financial Statement for the year ended 31 st March, 2015 and the Audited Consolidated Financial Statement for the year ended 31 st March, 2015.		
2.	Declaration of Dividend.		
3.	Re-appointment of Smt. Vijaylaxmi A Poddar retiring by rotation.		
4.	Appointment of Statutory Auditors.		

Signed this day of 2015

Affix
Re 1/-
Revenue
Stamp

Signature of the Shareholder _____ Signature of the Proxy _____

Notes:

- (i) This Form of Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Corporate Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be member of the Company.
- (ii) It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate
- (iii) Please complete all details including details of Member(s) in the above Box before submission.
- (iv) A proxy need not be member of the Company.
- (v) This form shall be treated as Ballot form.

VR Shab