

BILSE/2017-2018

16th November, 2017

BSE Ltd

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 Name: BALKRISI
Scrip Code : 502355

Scrip Name/Code: BALKRISIND

Dear Sirs,

Sub: Postal Ballot Notice for Issue of Bonus Shares.

Dear Sirs,

This is reference to our letter dated 8th November, 2017, where the Board had recommended for issue of Bonus Shares to the members of the Company by capitalization of free reserves in the ratio of 1 (one) bonus equity share of Rs. 2/- each fully paid up for every 1(one) existing equity share of Rs. 2/- each fully paid up (i.e. in the ratio 1:1) subject to the approval of members of the Company through Postal ballot and e-voting.

With respect to the above mentioned matter, we are enclosing herewith Postal Ballot Notice for Issue of Bonus Shares along with Postal Ballot Form being sent to the Members for your perusal and records.

Thanking you,

Yours faithfully,

For **Balkrishna Industries Limited**


Vipul Shah

Director & Company Secretary

DIN NO: 05199526



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 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 including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

The Company has appointed Shri G.B.B. Babuji, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot including 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.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, 5:00 p.m. on Friday, the 15th December, 2017. Postal Ballot Forms received after 5:00 p.m. on Friday, the 15th December, 2017 will be treated as 'invalid'. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on Saturday, the 16th December, 2017, at the Corporate Office of the Company and also by placing the same on the Company's website: www.bkt-tires.com and on the website of Karvy: www.karvy.com. The results will simultaneously be communicated to the Stock Exchanges.

Issue of Bonus Shares

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ("the Board", which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 19,33,17,190/- (Rupees Nineteen Crores Thirty Three Lacs Seventeen Thousand One Hundred and Ninety only) from and out of the securities premium account, general reserves and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 2/- (Rupees Two only) each, credited as fully paid to eligible members of the Company holding equity shares of ₹ 2/- (Rupees Two only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹ 2/- (Rupees Two only) each for every 1 (One) existing fully paid-up equity share of ₹ 2/- (Rupees Two only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

By order of the Board of Directors

Sd/-
Vipul Shah

Director & Company Secretary

Dated: 13th November, 2017

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

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, the 10th November, 2017.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the "Investor Relations" section on the Company's website: www.bkt-tires.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. on Friday, the 15th December, 2017.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.

6. During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
8. The e-voting period commences on Thursday, the 16th November, 2017 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Friday, the 15th December, 2017. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, the 10th November, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
9. The resolution, if approved, shall be deemed to have been passed on the last date of voting, that is, Friday, the 15th December, 2017.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office / corporate office during business hours on all working days from the date of despatch of this Postal Ballot Notice till Friday, the 15th December, 2017.
11. In case of any query/grievance with respect to voting by means of Postal Ballot including e-voting, please visit the "Help and FAQ's" section available on Karvy's website: <https://evoting.karvy.com> or send e-mail to shares@bkt-tires.com or call Karvy on toll free number 1800- 3454-001 (from 9:00 a.m. to 6:00 p.m.) for further clarifications.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
13. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

INSTRUCTIONS FOR VOTING

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from Karvy:

- (i) Open your e-mail. The login credentials (i.e., user-id & password) will be mentioned in the mail. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following <https://evoting.karvy.com>.
- (iii) Put user ID and password as initial password noted in step (i) above. Click Login.
- (iv) Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login system will prompt to select the evoting event number of Balkrishna Industries Limited.
- (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> And casted your vote earlier for any company, then your existing login id and password are to be used.
- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) 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/Company through e-mail on gbbbabuji@yahoo.co.in or shares@bkt-tires.com: with a copy marked to evoting@karvy.com.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form

EVEN (E-Voting Event Number)	User ID	Password

Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.

- (ii) Please contact toll free No. **1-800-34-54-001** for any further clarifications.
 - (iii) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote
15. Shareholders whose email id is registered with depositories are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from www.bkt-tires.com or www.karvy.com or seek duplicate Postal Ballot Form from Karvy Computershare Pvt Ltd., Registrar & Transfer Agent, Unit: Balkrishna Industries Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Financial District, Nanakramguda, Hyderabad : 500 032, fill in the details and send the same to the Scrutinizer.
 16. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
 17. The members are requested to note the following contact details for addressing e-voting grievances:
Mr. V K Jayaraman,
General Manager
Email: jayaraman.vk@karvy.com / evoting@karvy.com
Karvy Computershare Pvt. Ltd
Unit : (Unit: Balkrishna Industries Limited)
Karvy Selenium Tower B, Plot No. 31-32
Gachibowli, Financial District, Nanakramguda
HYDERABAD – 500 032

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The Board of Directors at its meeting held on 8th November, 2017, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹ 2/- (Rupees Two only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of ₹ 2/- (Rupees Two only) each for every 1 (one) existing fully paid-up equity share of ₹ 2/- (Rupees Two only) each by capitalising a sum not exceeding ₹ 19,33,17,190/- (Rupees Nineteen Crores Thirty Three Lacs Seventeen Thousand One Hundred and Ninety) out of securities premium account, general reserves and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 183 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and general reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board commends the Ordinary Resolution set out in this Postal ballot Notice for approval by the Members.

By order of the Board of Directors

**Sd/-
Vipul Shah
Director & Company Secretary**

Dated: 13th November, 2017

Registered Office Address:

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



Balkrishna Industries Limited

CIN : L99999MH1961PLC012185

Regd. Office : B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad ; 431 136, 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 FORM

Last Date: 15.12.2017, 5:00 p.m.

Sr. No. : _____

1.	Name & Registered Address of the Sole/first named Member :
2.	Name(s) of the Joint Holder(s), if any :
3.	Registered Folio No./DP ID* & Client ID* No. : (*applicable only to members holding Equity shares in dematerialized form)
4.	No. of Shares held :

5. I/ We hereby exercise my/ our vote in respect of the following resolution to be passed by means of Postal Ballot for the business stated in the Notice of Postal Ballot dated 13th November, 2017, of the Company, by sending my/ our assent or dissent to the said ordinary resolution 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.	Issue of Bonus Shares			

Place :

Date :

Signature of the Member

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: <https://evoting.karvy.com>. Particulars for e-voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Thursday, November 16, 2017	Up to 5:00 p.m. (IST) on Friday, December 15, 2017

The voting will not be allowed beyond 5:00 p.m. (IST) on Friday, December 15, 2017 and the e-voting shall be disabled by Karvy upon expiry of the aforesaid date and time.

INSTRUCTIONS

1. If a member exercises voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per “Information and Instructions relating to e-voting” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “**FOR**” and dissent in the column “**AGAINST**” by placing a tick mark (√) in the appropriate box.
7. The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the member’s signature does not tally;
 - c. if the member has put a tick mark (√) in both the columns, that is, for ‘**Assent**’ and also for ‘**Dissent**’ to the resolution in such manner that the aggregate shares voted for ‘**Assent**’ and ‘**Dissent**’ exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Friday, December 15, 2017. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, the 10th November, 2017.
10. A member may request for a duplicate Postal Ballot Form, if so required, from Karvy Computershare Private Limited having its address at: Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 (Tel: +91 40 6716 2222) Email : jayaraman.vk@karvy.com or Company at e-mail: shares@bkt-tires.com). However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Friday, December 15, 2017 at C/o. Balkrishna Industries Limited, BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.