

Balkrishna Industries Limited

CIN : L99999MH1961PLC012185

Regd. Office : B-66, Waluj MIDC, Waluj Industrial Area, Chhatrapati Sambhaji Nagar 431136, Maharashtra, India
Corp. Office: BKT House, C/15, Trade World, Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai 400 013, Maharashtra, India
Tel.: + 91-22-6666 3800 | Fax : +91-22-6666 3898/99 |
Email: shares@bkt-tires.com | Website: www.bkt-tires.com

Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for the approval by the Members of Balkrishna Industries Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its Members to cast their votes electronically, 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 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated 22nd September, 2025, 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 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

SPECIAL BUSINESS:

- 1. To approve the re-appointment of Mr. Arvind Poddar (DIN: 00089984), as Chairman & Managing Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, 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 the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Arvind Poddar (DIN: 00089984) as Chairman & Managing Director of the Company, for a period of 5 (five) years on expiry of his present term of office, i.e. with effect from 1st August, 2026.

RESOLVED FURTHER THAT the approval of the Members to the appointment of Mr. Arvind Poddar in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a Director not liable to retire by rotation for 5 (five) years up to 31st July, 2031.

RESOLVED FURTHER THAT the terms and conditions of his 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 re-appointment and / or remuneration as it may deem fit.

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

- 2. To approve the appointment of Mr. Natarajan Gnanaskandan Tanjore (DIN: 00013939) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Natarajan Gnanaskandan Tanjore (DIN: 00013939), in respect

of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 1st February, 2026.

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

3. **To approve the appointment of Mr. Ashok Saraf (DIN: 01627873) as a Non-Executive Non-Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** in accordance with provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Mr. Ashok Saraf (DIN: 01627873), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, which appointment shall take effect from 1st February, 2026.

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

By Order of the Board of Directors

Vipul Shah

Company Secretary and Compliance Officer

Mumbai,

Date: 19th December, 2025

Registered Office:

B-66, Waluj MIDC, Waluj Industrial Area,

Chattrapati Sambhaji Nagar,

431136, Maharashtra, India

CIN: L99999MH1961PLC012185

Website : www.bkt-tires.com

E-mail : shares@bkt-tires.com

Tel.: + 91-22-6666 3800

Fax : +91-22-6666 3898/99

NOTES :

1. STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on 19th December, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / 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. The Company has engaged the services of Kfin Technologies Limited (KFinTech or Registrar and Transfer Agent) as the agency to provide e-voting facilities.
4. This Postal Ballot Notice will also be available on the Company’s website at www.bkt-tires.com, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
5. 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) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form

ISR-1 (available on the website of the Company at www.bkt-tires.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.

6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. The voting rights of Member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / their shares in the paid-up equity share capital of the Company as on the cut- off date.
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. The e-voting period commences from **9:00 a.m. (IST) on Wednesday, 24th December, 2025** and ends at **5:00 p.m. (IST) on Thursday 22nd January, 2026**.

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

10. The Board of Directors has appointed Mr. G. B. B. Babuji (FCS 1182, CP 8131) Practicing Company Secretary as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
11. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or person authorised by him. The results of e-voting will be announced on or before Saturday 24th January, 2026, and will be displayed on the Company's website www.bkt-tires.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges at the registered office of the Company.
12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday 22nd January, 2026.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to shares@bkt-tires.com mentioning his / her /its folio number / DP ID and Client ID.

14. **Procedure for E-voting:**

(i) E-voting Facility:

- a. 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.
- b. The e-voting period commences from from **9:00 a.m. (IST) on Wednesday, 24th December, 2025** and ends at **5:00 p.m. (IST) on Thursday 22nd January, 2026**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) Information And Instructions Relating To E-Voting :





- a. 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.

b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular, 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 devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

(a) Login method for Individual shareholders holding securities in demat mode is given below:

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on Company name or e-voting service provider i.e. KFinTech. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period. <p>B. Users not registered under IDeAS e-Services:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Point No. A above to cast your vote. <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company or e-voting service provider name i.e. KFinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Member	Login Method
Individual Members holding equity shares in demat mode with CDSL	<p>A. Existing user who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com Click on New System Myeasi. Login to MyEasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication. <p>B. Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit https://evoting.cdslindia.com/Evoting/EvotingLogin Provide demat Account Number and PAN System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, or select KFinTech. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.
Individual Members (holding equity shares in demat mode) logging through their depository participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against Company's name or KFinTech. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 022-4886 7000 / 022-2499 7000/1800 102 0990	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33 1800 210 9911 .

(b) Login method for remote e-voting for Members other than Individual's holding shares in demat mode and Members holding equity shares in physical mode.

(I) Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com/](https://evoting.kfintech.com/)
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., '9354 and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(II) Members whose email IDs are not registered with the Company/Depository Participants and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may get their email address and mobile number submitted with KFinTech by following the below steps:

Procedure for Registration of email and Mobile securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March, 2023, All holders of physical securities in listed companies shall to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default>.

Aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- i) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;
or

- ii) Through hard copies which are self-attested, which can be shared on the address below; or

Name KFIN Technologies Limited
Address Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana
India - 500 032.

- iii) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#> Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html> For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com / shares@bkt-tires.com.
- iii. Alternatively, Members may send an e-mail request at the email id einward.ris@kfintech.com / shares@bkt-tires.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal ballot Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- v. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

11. Contact details for addressing e-voting grievances:

Mr. Ganesh Chandra Patro, Assistant Vice President, M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana Phone No.:+ 91 40 67161630 Toll-free No.: 1800-309-4001 E-mail: einward.ris@kfintech.com; shares@bkt-tires.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

Item No.1

Mr. Arvind Poddar (DIN: 00089984) was re-appointed as Chairman & Managing Director of the Company for a period of 5 (five) years with effect from 1st August, 2021. His term as Chairman & Managing Director will be expiring on 31st July, 2026.

The Board of Directors of the Company ("**Board**"), at its meeting held on 19th December, 2025 has, subject to the approval of members, re-appointed Mr. Arvind Poddar, as Chairman & Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 1st August, 2026, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board ("**NRC Committee**").

Mr. Arvind Poddar was first appointed as Managing Director of Balkrishna Industries Limited with effect from 1st August 2006.

As Chairman & Managing Director, Mr. Arvind Poddar is widely credited with driving the strategic pivot from two and three wheeler tires to the offhighway segment and then scaling this segment globally. Under his visionary leadership, Balkrishna Industries Limited identified a market gap and positioned the brand as a value proposition between premium global manufacturers and low-cost competitors. This positioning was built on the core pillars of quality, niche product sizes, and a strong "Customer First" philosophy.

His foresight enabled the Company to build essential growth enablers well in advance—ranging from large-scale, state-of-the-art manufacturing ecosystems (such as the Bhuj plant) to strengthened marketing and branding capabilities through offices in Europe and North America.

A notable example of his forward-thinking approach came in 2018, when Balkrishna Industries Limited decided to pursue backward integration by establishing a Carbon Black plant—one of the first such initiatives by a tyre manufacturer globally. Today, the Company's Carbon Black and Power Plants stand as testimony to his unwavering commitment to enhance self-sufficiency in key raw materials and energy, while advancing sustainable practices. His focus on sustainability has helped Balkrishna Industries Limited secure a position within the top 8% of companies in the global auto sector on the Corporate Self-Assessment of Dow Jones Sustainability Index.

Under his leadership, the Company has exemplified the principle of "Act Local, Think Global," achieving approximately 6% market share in the global OHT market despite having all manufacturing operations located in India.

To fuel the growth of next phase, in May 2025, the Company announced its vision for 2030. This vision is anchored on three pillars: strengthening the OHT business, increasing the revenue contribution from Carbon Black, and entering the Passenger Car Radial (PCR) and Truck Bus Radial (TBR) segments. The objective is to secure a robust long-term growth trajectory for the Company. The Company has announced a capital expenditure of ₹ 3,500 crores, targeting revenue of ₹ 23,000 crores by 2030. Of this target, 70% is expected from the OHT business, 10% from Carbon Black, and 20% from the PCR and TBR segments. This strategic shift is set to transform the Company from a specialized OHT manufacturer into a diversified manufacturing powerhouse serving customers across the globe.

Under the visionary leadership of Mr. Arvind Poddar, the Company has evolved from a focused tyre manufacturer into an admired global enterprise and "Brand of Choice" for customers worldwide. His determination to challenge industry norms, invest ahead of the curve, and build capabilities for the future has propelled the Company to new heights. Over the last two decades, he has championed innovation, world-class manufacturing, and a "customer-first" mindset, enabling the Company to deliver resilient growth and win global trust. His pursuit of excellence—whether through expanding capacities, backward integration of Carbon Black, or fostering a culture of continuous improvement—has positioned the Company as a unique and respected force in the global tyre industry. Today, Balkrishna Industries Limited stands as a testament to his belief that Indian manufacturing can compete and lead on the world stage.

In recognition of the significant impact made within the tyre industry, Mr. Arvind Poddar has been inducted in the 2018 Tire Industry Hall of Fame instituted by the Tire Industry Association (TIA). TIA's Hall of Fame Award is the highest honor any individual in the tyre industry can achieve.

On 17th January, 2019, Mr. Arvind Poddar was conferred the K. M. Philip Award 2019 for his extraordinary leadership in evolving Balkrishna Industries Limited into one of the strongest players in the Off-Highway Tire industry worldwide.

As a testimony to his leadership, Balkrishna Industries Limited has been consistently listed in "Business Today's list of Top 500" corporates.

The Company, under his leadership has achieved a CAGR growth of ~16% and ~20% in revenue and net profit respectively.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Arvind Poddar are as under :

(A) Salary: ₹ 25,00,000 p.m. with such increments as may be approved by the Board of Directors on the recommendation of the NRC Committee.

(B) Perquisites, Allowances and Other benefits:

Mr. Arvind Poddar shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, reimbursement of expenses or allowances for gas, electricity, water, furnishings & repairs, society charges, servant salary, property tax, medical reimbursement, leave travel concession for himself and his family, club fees, medical / accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed between the Board and Mr. Arvind Poddar.

Contribution to provident fund, superannuation or annuity fund, gratuity, etc.:

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave as per the rules of the Company, shall be in addition to the remuneration under (A) and (B).

The above perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(C) Remuneration based on Net Profits:

In addition to the salary, perquisites and allowances as set out above, Mr. Arvind Poddar shall entitle to receive remuneration based on Net Profits of the Company ("Commission") as per Section 198 of the Companies Act, 2013 (the "Act"), as may be determined by the Board of Directors at the end of each financial year.

(D) Reimbursement of expenses:

Mr. Arvind Poddar shall be entitled to reimbursement of expenses (at actuals) incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence and the same shall not be considered as perquisites. The Company shall arrange to provide security to Mr. Arvind Poddar, and his family members and the expenses borne by the Company for the same shall not be considered as perquisites.

Limit on annual remuneration during the period of 5 years:

The aggregate annual remuneration payable to Mr. Arvind Poddar at (A), (B) and (C) above shall be the lower of (i) 2.50% of the Net Profits of the Company; and (ii) ₹ 35 crore.

The above proposed remuneration capped at ₹ 35 crore is commensurate with the size and complexity of the business of the Company.

Members may further note that (i) the proposed remuneration is 26% lesser than the remuneration of ₹ 47.54 crore paid to him in FY 2024-25; and (ii) irrespective of the increase in the Net Profits of the Company, the remuneration will be capped at ₹ 35 crore.

Further, at the request of Mr. Rajiv Poddar, Joint Managing Director of the Company, the NRC Committee and the Board have accepted his request that the total remuneration to be paid to Mr. Rajiv Poddar from FY 2025-26 till the end of his current term of appointment (i.e. till 21st January, 2029) shall be capped at ₹ 30 crore p.a. Accordingly, the total remuneration payable to the two promoter directors shall be capped at ₹ 65 crore p.a. (till the end of current term of appointment of Mr. Rajiv Poddar i.e. till 21st January, 2029). The aggregate remuneration of ₹ 65 crore for both promoter directors represents a 31% reduction for FY 2025-26 as against the remuneration of ₹ 93.96 crore paid to the two promoter directors in FY 2024-25.

General:

- a. The Chairman & Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may, from time to time, be given and made by the Board.
- b. The Chairman & Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c. The Chairman & Managing Director shall adhere to the Company's Code of Conduct for Board Members and Senior Management Executives.
- d. The office of Chairman & Managing Director may be terminated by the Company or by him by giving the other 3 (three) months prior notice in writing. No severance fees payable by the Company.
- e. The Chairman & Managing Director shall not be entitled to sitting fees for attending the meetings of the Board or any Committee thereof.

Section 196(3) and Part I of Schedule V to the Act provide that no company shall appoint or continue the employment of a person who has attained the age of seventy years, as executive director unless it is approved by the members by passing a special resolution. Mr. Arvind Poddar, Chairman & Managing Director of the Company who is completing his tenure on 31st July, 2026, will be attaining the age of seventy years on 7th November 2027. Hence, the resolution set out at Item No. 1 of this Postal Ballot Notice requires approval of members by way of a special resolution.

Considering his rich and varied experience in the industry and close involvement in operations of the Company, it would be in the interest of the Company to continue to avail of his considerable expertise even after he attains the age of seventy years and to re-appoint Mr. Arvind Poddar as the Chairman & Managing Director of the Company. Accordingly, approval of the members is sought for passing the special resolution set out at Item No. 1 in terms of Section 196(3) read with Part I of Schedule V to the Act.

Mr. Arvind Poddar satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out in Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Arvind Poddar under Section 190 of the Act.

In terms of Article 125A of the Articles of Association of the Company, Mr. Arvind Poddar is not liable to retire by rotation. Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") provides that in such cases, the continuation of the director shall be

subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr. Arvind Poddar in terms of the resolution at Item No. 1 shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a Director not liable to retire by rotation for 5 (five) years up to 31st July, 2031.

Approval of the Members is sought for the re-appointment of Mr. Arvind Poddar as Chairman & Managing Director of the Company and his continuation as a Director not liable to retire by rotation in terms of the applicable provisions of the Act and Listing Regulations.

The requisite details and information of Mr. Arvind Poddar pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

Mr. Arvind Poddar is interested in the resolution as set out at Item No. 1 of the Postal Ballot Notice. Mrs. Vijaylaxmi Poddar and Mr. Rajiv Poddar, being related to Mr. Arvind Poddar, may be deemed to be interested in the said resolution. The other relatives of Mr. Arvind Poddar may be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Postal Ballot Notice.

The Board commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the Members of the Company.

Item No. 2

The Nomination and Remuneration Committee after evaluating and considering the skills, experience, competence and knowledge that would be available to the Board of Directors and the pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Mr. Natarajan Gnanaskandan Tanjore (DIN: 00013939), as an Independent Director of the Company. The Board of Directors, at its meeting held on 19th December, 2025 considered and recommended to the shareholders the appointment of Mr. Natarajan Gnanaskandan Tanjore as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1st February, 2026.

Mr. Natarajan Gnanaskandan Tanjore is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“**the Act**”) and has given consent to act as Director. The Company has also received declaration from Mr. Natarajan Gnanaskandan Tanjore confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Natarajan Gnanaskandan Tanjore for the office of Director of the Company.

In the opinion of the Board of Directors, Mr. Natarajan Gnanaskandan Tanjore fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Natarajan Gnanaskandan Tanjore is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Mr. Natarajan Gnanaskandan Tanjore, aged 63, is a B.Com graduate from the University of Mumbai and a Fellow Member of the Institute of Chartered Accountants of India (FCA). He has been in professional practice since 1986, based in Ahmedabad. Over the years, his core areas of practice have included project finance, merchant banking, capital markets, mergers and acquisitions, dispute resolution, FEMA advisory, and GIFT City consulting, in addition to auditing and taxation. He brings rich and diverse experience across multiple industries and sectors, including textiles, pharmaceuticals, engineering, edible oils, chemicals, renewable energy, and infrastructure. Over the decades, he has syndicated large-ticket term loans and working capital facilities, managed IPO assignments, and advised on the development and implementation of large-scale wind energy projects and small hydro power projects. In view of these, appointment of Mr. Natarajan Gnanaskandan Tanjore as an Independent Director is in the interest of the Company.

He is also serving as Independent Director of Reliance Industries Holdings Private Limited, Jamnagar Utilities & Power Private Limited, and Jio Digital Fibre Private Limited.

Details of Mr. Natarajan Gnanaskandan Tanjore pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board of Directors or Committees thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Sections 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Natarajan Gnanaskandan Tanjore as an Independent Director requires approval of the Members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Natarajan Gnanaskandan Tanjore as an Independent Director requires approval of the Members of the Company by passing special resolution.

Accordingly, approval of the Members is sought for appointment of Mr. Natarajan Gnanaskandan Tanjore as an Independent Director of the Company.

Draft of the letter of appointment to be issued to Mr. Natarajan Gnanaskandan Tanjore setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send email to shares@bkt-tires.com

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.

The Board of Directors commends the Special Resolution set out at Item No.2 of this Postal Ballot Notice for approval by the Members of the Company.

Item No. 3

Mr. Ashok Saraf joined the Board of the Company on 29th May, 2008. Pursuant to Section 149(10) of the Companies Act, 2013 Mr. Ashok Saraf was appointed as an Independent Director for period of five consecutive years from 2nd August, 2014 to 1st August, 2019. Upon completion of his term, he ceased to be a director of the Company w.e.f 1st August, 2019. Since the completion of his term, Mr. Ashok Saraf has not been associated with the Company in any other capacity, either directly or indirectly.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 19th December, 2025 considered and recommended to the Members the appointment of Mr. Ashok Saraf (DIN: 01627873) as Non-Executive Non-Independent Director of the Company with effect from 1st February, 2026, liable to retire by rotation.

Mr. Ashok Saraf is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (**"the Act"**) and has given his consent to act as Director. The Company has also received declaration from Mr. Ashok Saraf confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Ashok Saraf for the office of Director of the Company.

The Board of Directors is of the opinion that the knowledge and experience of Mr. Ashok Saraf will be of significant value to the Company.

Mr. Ashok Saraf is the Managing Director of Sarex Group of Companies, one of the leading companies in the field of Chemicals having business interests in India and several other continents.

Born in 1956, Mr. Ashok Saraf is a Commerce Graduate and a Diploma in Finance Management from Mumbai University and a Diploma in Business Management from IMC, Mumbai. An alumnus of Jamnabai Narsee School, one of the leading schools in Mumbai, Mr. Ashok Saraf holds keen interest in the field of Education.

He is the President and Trustee of Rajasthani Sammelan Education Trust, a leading name in the field of Education. Under his able leadership, Mr. Saraf along with his committed and passionate team of Office Bearers and Managing Committee members has engineered the growth of RSET from a single school to 14 Educational Institutions imparting Education to over 16,000 students from KG to PG.

Mr. Ashok Saraf is also on the Advisory Committee of Jamnabai Narsee School, one of the leading ICSE Schools in Mumbai, a member of the Governing Council of Dr.Balabhai Nanavati Hospital which is the 2nd largest Private Hospitals in Mumbai, and the Treasurer of Tarapur Environment Protection Society.

Mr. Ashok Saraf hails from a very illustrious family. His father Mahavirprasadji Saraf is a leading Industrialist well known for his Philanthropy and Charitable Work.

Mr. Ashok Saraf is also a Trustee of various Charitable Trusts such as Marwari Sammelan, Rajasthani Vidyarthi Grih, Ghanshyamdas Saraf Trust, Kirandevi Saraf Trust, Durgadevi Saraf Trust, Supertex Foundation, Sarex Foundation and many others.

In a short span of time, under his leadership, some of the Institutions have won accolades and awards for excellence in education and also established international collaborations with Universities of repute.

Details of Mr. Ashok Saraf pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board of Directors or Committees thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Sections 152 and other applicable provisions of the Act, appointment of Mr. Ashok Saraf as a Director (Non-Executive Non-Independent Director) requires approval of the Members of the Company.

Accordingly, approval of the Members is sought for appointment of Mr. Ashok Saraf as a Director (Non- Executive Non-Independent Director) of the Company.

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.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members of the Company.

By Order of the Board of Directors

Vipul Shah

Company Secretary and Compliance Officer

Mumbai,

Date: 19th December, 2025

Registered Office:

B-66, Waluj MIDC, Waluj Industrial Area,

Chattrapati Sambhaji Nagar,

431136, Maharashtra, India

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Annexure to the Postal Ballot Notice

Name of the Director	Mr. Arvind Poddar
DIN	00089984
Qualification	B.Com
Date of Birth (Age)	7 th November, 1957 (68 years)
Date of first appointment on the Board	31 st January, 2004
Experience and Expertise	As mentioned in the statement pursuant to Section 102 of the Companies Act, 2013 which is included as a part of the Postal Ballot Notice
No. of Meetings of the Board attended during the year	3 out of 3
List of Directorship/ Membership / Chairmanship of Committees of other Board in Listed Companies	Directorship: <ul style="list-style-type: none"> - MPP Trading Private Limited - Trendline Commercials Private Limited Membership/Chairmanship of Committees of Other Board: NIL
No. of shares held in the Company	1,000 shares
Disclosure of relationship between Directors and Key Managerial Personnel of the Company	Spouse of Mrs. Vijaylaxmi Poddar and father of Mr. Rajiv Poddar. He is not related to any other director or Key Managerial Personnel of the Company.
Terms & Conditions of appointment / re-appointment	As per the resolution at item no. 1 of the Postal Ballot Notice read with the statement pursuant to Section 102 of the Companies Act, 2013.
Details of remuneration/sitting fees last drawn by such person for Financial Year 2024-25	₹ 47.57 Crore
Details of remuneration proposed to be paid	As per the resolution at item no. 1 of the Postal Ballot Notice read with the statement pursuant to Section 102 of the Companies Act, 2013.
Listed Entities from which the Director has resigned in past three years	NIL

Name of the Director	Mr. Natarajan Gnanaskandan Tanjore
DIN	00013939
Qualification	<ul style="list-style-type: none"> • B.Com graduate from the University of Mumbai; • Fellow Member of the Institute of Chartered Accountants of India (FCA).
Date of Birth (Age)	10 th June, 1962 (63 years)
Date of first appointment on the Board	Appointment on the Board will be effective from 1 st February, 2026, post passing of the special resolution relating to his appointment
Experience and Expertise / Brief Profile	As mentioned in the statement pursuant to Section 102 of the Companies Act, 2013 which is included as a part of the Postal Ballot Notice.

No. of Meetings of the Board attended during the year	Not Applicable
Directorships of other Boards as on date of Postal Ballot Notice	<ul style="list-style-type: none"> ➤ Reliance Industries Holding Private Limited ➤ Jio Digital Fibre Private Limited ➤ Jamnagar Utilities & Power Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<p>1. Reliance Industries Holding Private Limited</p> <p>Chairmanship – Audit, IT Strategy, Group Risk, Risk Management Committee</p> <p>Membership – CSR Committee</p> <p>2. Jamnagar Utilities & Power Private Limited</p> <p>Chairmanship – Nomination and Remuneration Committee</p> <p>Membership – CSR Committee, Audit, Risk Management</p> <p>3. Jio Digital Fibre Private Limited</p> <p>Chairmanship – CSR, Audit and Board</p>
No. of shares held in the Company	NIL
Disclosure of relationship between Directors and Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Terms & Conditions of appointment / re-appointment	As per the resolution at item no. 2 of the Postal Ballot Notice read with the statement pursuant to Section 102 of the Companies Act, 2013.
Details of remuneration/sitting fees last drawn by such person for Financial Year 2024-25	Not applicable
Details of remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in the Board and other meetings.
Skills and capabilities required for the role and the manner in which proposed person meets such requirement	As mentioned in the statement pursuant to Section 102 of the Companies Act, 2013 which is included as a part of the Notice.
Listed Entities from which the Director has resigned in past three years	NIL
Name of the Director	Mr. Ashok Saraf
DIN	01627873
Qualification	<ul style="list-style-type: none"> • Bachelor degree of Commerce. • Diploma in Business Management from IMC, Mumbai • Diploma in Finance Management from Mumbai University
Date of Birth / Age	18 th March, 1956 (69 years)
Date of first appointment on the Board	<p>Mr. Ashok Saraf joined the Board of the Company on 29th May, 2008. Pursuant to Section 149(10) of the Companies Act, 2013 Mr. Ashok Saraf was appointed as an Independent Director for period of five consecutive years from 2nd August, 2014 to 1st August, 2019. Upon completion of his term, he ceased to be a director of the Company w.e.f 1st August, 2019.</p> <p>His current appointment on the Board as a Non-Executive Non-Independent Director will be effective from 1st February, 2026, post passing of the ordinary resolution relating to his appointment</p>

Experience and Expertise / Brief Profile	As mentioned in the statement pursuant to Section 102 of the Companies Act, 2013 which is included as a part of the Notice.
No. of Meetings of the Board attended during the year	Not Applicable
Directorships of other Boards as on date of Postal Ballot Notice	<ul style="list-style-type: none"> ➤ Saraf Chemicals Private Limited ➤ Sarex Organics Private Limited ➤ Saraf Fine Chemicals Private Limited ➤ Supertex Chemicals Private Limited ➤ Tarapur Environment Protection Society
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. Saraf Chemicals Private Limited Membership – CSR Committee 2. Sarex Organics Private Limited Membership – CSR Committee 3. Tarapur Environment Protection Society Membership – Audit Committee
No. of shares held in the Company	NIL
Disclosure of relationship between Directors and Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Terms & Conditions of appointment / re-appointment	As per the resolution at item no. 3 of the Postal Ballot Notice read with the statement pursuant to Section 102 of the Companies Act, 2013.
Details of remuneration/sitting fees last drawn by such person for Financial Year 2024-25	Not Applicable
Details of remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in the Board and other meetings.
Listed Entities from which the Director has resigned in past three years	NIL

By Order of the Board of Directors

Vipul Shah
Company Secretary and Compliance Officer

Mumbai,

Date: 19th December, 2025

Registered Office:

B-66, Waluj MIDC, Waluj Industrial Area,

Chattrapati Sambhaji Nagar,

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