

NEERAJ CONSULTANTS PRIVATE LIMITED

Admn. Office : SF 202, Peach Tree, C-Block, Sushant Lok 1, Gurgaon-122002

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CIN - U67200DL1980PTC0253585

To,

Date: 24.03.2017

The Manager Securities And Exchange Board Of India Plot No. C 4-A , G Block, Near Bank of India, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051 Phone:022 2644 9000	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No C/1, G Block Bandra Kurla Complex Bandra East Mumbai - 400051
Dept of Corporate Services Bombay Stock Exchange Limited P.J Towers, Dalal Street Mumbai - 400001	

Dear Sir,

Sub: Inter-se transfer of shares amongst Promoter Group

Ref: Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This is to inform you that Constructive Finance Pvt Ltd, being a part of the Promoter Group of Apollo Tyres Limited, transferred 2,96,30,857(5.82%) equity shares of Re.1/- each of Apollo Tyres Limited, by way of gift to Neeraj Consultants Private Limited which is also a part of the Promoter Group of Apollo Tyres Limited.

This being an inter se transfer of shares amongst the Promoter Group, the same falls within the exemption under Regulation 10(1)(a)(ii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Consequent to the above acquisition, the shareholding of Neeraj Consultants Private Limited in Apollo Tyres Limited will increase from 4,25,08,142 equity shares to 7,21,38,999 equity shares.

The aggregate holding of Promoters Group before and after the above inter se transaction remains the same.

In this connection the report under Regulation 10(7) along with the Demand Draft bearing No 047727 dated 23.03.2017 for the sum of Rs. 1,50,000/- (Indian Rupees One Lakh Fifty Thousand only) in favour of the Securities and Exchange Board of India, payable at Mumbai, drawn on



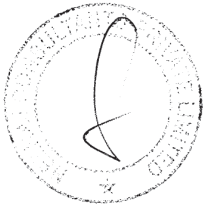
Punjab National Bank, for the above said acquisition in the prescribed format is enclosed herewith for your kind information and records.

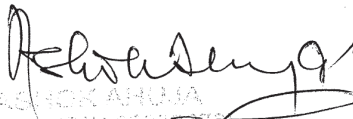
Thank you

Yours faithfully

For and behalf of Neeraj Consultants Pvt Ltd,

Encl: a/a




ASHOK ANUJA
Director (DIN 02877577)
LP-22, Maraya Enclave,
Panchpura, Delhi-110055

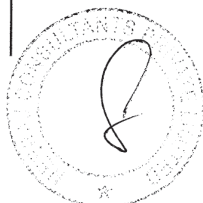
24.03.2018

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition Of Shares And Takeover) Regulations, 2011

1	General Details	
	a.	Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.} Name: Neeraj Consultants Pvt Ltd. PAN: AABCN1000D CIN: U67200DL1980PTC253585 Address: 414/1, 4TH Floor, DDA Commercial Complex, District Centre, Janakpuri New Delhi -110058 IN Tel: 8285816033
	b.	Whether sender is the acquirer (Y/N) Yes
	c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) Not Applicable
	d.	Name, address, Tel no: and e-mail of Sender, if sender is not the acquirer Not Applicable
2	Compliance of Regulation 10(7)	
	a.	Date of report 24.03.2017
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition Yes
	c.	Whether the report is accompanied with fees as required under Regulation 10(7) Yes. Please find enclosed a Demand Draft bearing No 047727 dated 23.03.2017 drawn on Punjab National Bank for the sum of Rs. 1,50,000/- (Indian Rupees One Lakh Fifty Thousand only) in favour of the Securities and Exchange Board of India, payable at Mumbai.
3	Compliance of Regulation 10(5)	
	a	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed at least 4 working days before the date of the proposed acquisition Yes
	b	Date of Report March 14, 2017
4	Compliance of Regulation 10(6)	



	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes			
	b.	Date of Report	March 23, 2017			
5	Details of the Target Company					
	a.	Name & address of TC	Apollo Tyres Ltd 3 rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam KL 682036 IN			
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited and National Stock Exchange of India Limited			
6.	Details of the acquisition					
	a.	Date of acquisition	23.03.2017			
	b.	Acquisition price per share (in Rs.)	Nil. The said transfer was by way of Gift, hence no consideration was paid			
	c.	Regulation which would have been triggered an offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(2)			
	d.	Shareholding of acquirer(s) and PAC Individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
			No: of Shares	% w.r.t total share capital of TC	No: of Shares	% w.r.t total share capital of TC
		Name(s) of the acquirer(s)-				
		Neeraj Consultants Pvt Ltd	4,25,08,142	8.35	7,21,38,999	14.17
	e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
			No: of Shares	% w.r.t total share capital of TC	No: of Shares	% w.r.t total share capital of TC



		Name(s) of the seller(s)- Constructive Finance Pvt Ltd	2,96,30,857	5.82	Nil	-
7.	Information specific to the exemption category to which the instant acquisition belongs -Regulation 10(1)(a)(ii)					
	a.	Provide the names of the seller(s)	Constructive Finance Pvt Ltd			
	b.	Specify the relationship between the acquirer(s) and the seller(s).	Both Neeraj Consultants Pvt Ltd and Constructive Finance Pvt. Ltd are part of the Promoter Group of Apollo Tyres Limited			
	c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year -1	Year-2	Year-3	
		Acquirer(s)	4,25,08,142	4,25,08,142	4,25,08,142	
		Sellers(s)	2,96,30,857	2,96,30,857	2,96,30,857	
	d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	Yes, Neeraj Consultants Pvt Ltd and Constructive Finance Pvt. Ltd have been named as promoters in the shareholding pattern filed by Apollo Tyres Limited Copies of the Shareholding pattern filed by Apollo Tyres Limited (TC) are enclosed as Annexure-1			
	e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	Rs. 186.33/-. However, the shares are being transferred by way of gift. Hence no consideration was paid.			
	f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable since the shares were gifted hence no consideration was paid.			
	g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	Not applicable since the shares were gifted hence no consideration was paid.			



	h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	14.03.2017
	i.	(1) Whether the acquirers as well as sellers have complied with the provisions (during the 3 years prior to acquisition) of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). (2) If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made and furnish the copies of the same.	Yes. The acquirer and seller/donor have complied with the provisions of Chapter V of the Takeover Regulations. Copies of the declaration/disclosures made are attached herewith as Annexure- 2
	j.	Declaration by the acquirer that all the conditions specified under regulation 10(1) (a)(ii) with respect to exemptions has been duly complied with.	We, Neeraj Consultants Pvt Ltd, hereby declare that all the conditions specified under regulation 10(1) (a)(ii) with respect to exemptions has been duly complied with.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

Signature:

Date:

Place:

24.03.2017

~~Neeraj~~ Gurgaon

ASHOK AHUJA
Director (DIN 02472376)
LP-2D, Mayra House,
Pitampura, Delhi-110058

24.03.2017

