

APOLLO TYRES LTD

7 Institutional Area

Sector 32

Gurgaon 122001, India

T: +91 124 2383002

F: +91 124 2383021

apolloyres.com

GST No.: 06AAACA6990Q1Z2



ONLINE FILING

ATL/SEC-21

February 28, 2020

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Sub: Submission of Notice of Extraordinary General Meeting

Dear Sir,

Please find enclosed herewith Notice of Extraordinary General Meeting (EGM) of the Company scheduled to be held on Monday, March 23, 2020 at Lake Side Hall Bolgatty Palace & Island Resort, KTDC Ltd. Mulavukad P.O., Kochi- 682504 at 12:00 Noon.

This is submitted for your information and records.

Thanking you,

Yours faithfully
For APOLLO TYRES LTD.


(SEEMA THAPAR)
COMPANY SECRETARY

Encl : as above

APOLLO TYRES LTD

Regd. Office: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036 (Kerala)
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email: investors@apolloytyres.com
Web: apolloytyres.com

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of **APOLLO TYRES LTD** will be held as under:-

DAY	:	Monday
DATE	:	March 23, 2020
TIME	:	12:00 Noon
PLACE	:	Lake Side Hall Bolgatty Palace & Island Resort, KTDC Ltd. Mulavukad P.O., Kochi- 682504

to transact the following businesses:-

SPECIAL BUSINESS

ITEM NO. 1: INCREASE AND ALTERATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61, Section 64 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and as per the provisions of Memorandum and Articles of Association of the Company, the existing authorised share capital of the Company be and is hereby increased and altered from the existing Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 73,00,00,000 (Seventy Three Crores) equity shares of Re.1/- each and 2,00,000 (Two Lakhs only) Cumulative Redeemable Preference Shares of Rs. 100/- each to Rs.1575,00,00,000/- (Rupees One Thousand Five Hundred Seventy Five Crores only) divided into 75,00,00,000 (Seventy Five Crores) equity shares of Re.1/- each and 15,00,00,000 (Fifteen Crores only) Preference Shares of Rs. 100/- each.

RESOLVED FURTHER THAT pursuant to Sections 13, 61 and 64 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by the following Clause:

“V. The Authorised Share Capital of the Company is Rs.1575,00,00,000/- (Rupees One Thousand Five Hundred Seventy Five Crores only) divided into 75,00,00,000 (Seventy Five Crores) equity shares of Re.1/- each and 15,00,00,000 (Fifteen Crores only) Preference Shares of Rs. 100/- each with power to increase or decrease the capital, to divide the share in the capital for the time being, into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions, as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate such rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company and consolidate or subdivide these shares and issue shares of higher or lower denominations.”

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution, including to delegate all or any of its powers herein conferred to any Committee of Director(s)/ any other Officer(s) of the Company.”

ITEM NO. 2: ISSUANCE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS

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

“RESOLVED THAT pursuant to Sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), the Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities / third parties, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 10,80,00,000 (Ten Crores Eighty Lakhs only) 6.34% Compulsorily Convertible Preference Shares having face value of Rs.100/- (Rupees One Hundred Only) (**“CCPS”**) each, in one or more tranches, at par, for cash, for an aggregate amount of up to Rs.1080,00,00,000 (Rupees One Thousand and Eighty Crores Only) by way of preferential allotment on a private placement basis to the person specified herein below (hereinafter as **“Proposed Allottee”**), which shall belong to the ‘Public Category’, convertible into 6,30,50,966 number of equity shares of the face value of Re. 1/- each at a conversion price of Rs.171.29 (Rupees One Hundred Seventy One and Paise Twenty Nine Only) each, as determined in accordance with the SEBI ICDR Regulations:

Name of the Proposed Allottee	No. of CCPS proposed to be issued
Emerald Sage Investment Ltd	10,80,00,000 @ Rs. 100 each.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, CCPS shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution by the Members, provided that where the said allotment is pending on account of pendency of any approval or permission for such allotment by any regulatory authority, the period of 15 (fifteen) days shall be counted from the date of such approval or permission.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations, for determination of the price at which the CCPS shall convert into equity shares of the Company is Thursday, February 20, 2020, being the working day immediately preceding the 30 (thirty) days prior to the date on which the meeting of Members is held to consider the proposed issuance of CCPS.

RESOLVED FURTHER THAT CCPS shall be issued to the Proposed Allottee on the following terms and on such other terms and conditions as may be decided and deemed appropriate by the Board or any Committee thereof at the time of issue or allotment:

- The CCPS shall be allotted in dematerialized form and the equity shares arising on conversion shall also be allotted in dematerialized form, in each case, free from any encumbrances.
- The CCPS to be allotted shall be compulsorily converted into equity shares of the Company with face value of Re. 1/- each, within a maximum period of 18 (eighteen) months commencing from the date of allotment of such CCPS. Such conversion may take place earlier of either (i) at the option of the Proposed Allottee, or (ii) at the earliest date occurring at any time after 21 (twenty one) trading days from the date of issue of the CCPS to the Proposed Allottee on which the 21 (twenty one) days’ average of the daily volume weighted average price of the equity shares of the Company on the National Stock Exchange of India Limited reaches at least the conversion price of the CCPS.
- The Proposed Allottee shall be required to bring in 100% of the consideration, for the CCPS to be allotted, on or prior to the date of allotment thereof, from its bank account.
- The CCPS shall carry the same right with respect to the payment of dividend or repayment of capital vis-a-vis equity shares of the Company.
- Additionally, the CCPS shall bear a cumulative preferential dividend at the rate of 6.34% per annum, to be calculated on pro rata basis from the date of allotment of such CCPS till the date of conversion of the CCPS.
- The voting rights of the persons holding the CCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force).
- The CCPS and equity shares arising on conversion of CCPS shall be subject to a mandatory lock-in for the time period prescribed under the SEBI ICDR Regulations.

- h. The CCPS shall be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid.

RESOLVED FURTHER THAT the equity shares to be issued to the Proposed Allottee on conversion of the CCPS shall be listed on NSE and BSE and shall rank pari-passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Board or any Committee thereof be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be issued to the Proposed Allottee upon conversion of the CCPS and for admission of such CCPS and the equity shares with the depositories, and for the credit of such CCPS and the equity shares to be issued upon conversion of the CCPS to the demat account of the Proposed Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board or any Committee thereof, be and is hereby authorised to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient, including appointment of any institution/ bank, consultants, valuers, legal advisors or any other body or person, to issue and/ or allot aforesaid CCPS and conversion to equity shares thereof, to execute any documents and/or agreements as may be required in this regard, to do acts and deeds which may be deemed necessary to implement the object of the above issuance of CCPS, filing of listing applications with the stock exchange(s), other requisite documents with the Registrar of Companies, Reserve Bank of India (RBI), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose and to resolve and settle all questions and difficulties that may arise in the proposed Preferential Issue offer and allotment of the said CCPS and conversion thereof into equity shares, utilization of the issue proceeds, signing of all deeds and documents as may be required without being required to seek any further clarification, consent or approval of the shareholders and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.”

Date : February 26, 2020

Place: Gurgaon

By Order of the Board
For Apollo Tyres Ltd

SEEMA THAPAR
Company Secretary
FCS No.: 6690

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (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 MEMBER.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.

2. Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with the copy of the EGM Notice to the meeting.

3. Corporate Members are requested to send a duly certified copy of the Board resolution/ authority letter, authorising their representative(s) to attend and vote on their behalf at the meeting.
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out above is annexed hereto.
5. All documents referred to in the notice are available for inspection (in physical or electronic form) at the Registered Office and Corporate Office of the Company between 11:00 AM to 5:00 PM on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting. Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.
6. The shares of the Company are under compulsory demat list of Securities & Exchange Board of India w.e.f. November 11, 1999. The trading in equity shares can now only be done in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
7. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.
8. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
9. Voting through Electronic Means:
 - I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility of casting the votes by the Members using an electronic voting system from a place other than venue of EGM ("remote e-Voting") through the electronic voting service facility arranged by National Securities Depository Limited(NSDL).
 - II. The facility for voting, through polling paper, will also be made available at the EGM and the Members attending the EGM who have not already cast their votes by remote e-Voting shall be able to exercise their right at the EGM through polling paper. Members who have cast their votes by remote e-Voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

The Instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. “ATLe-voting.pdf” file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/ Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system ?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to tenrosekochi@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- III. The e-Voting period commences on March 20, 2020 (10:00 AM) and ends on March 22, 2020 (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 March 16, 2020 may cast their vote electronically. The 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.
 - IV. The voting rights of Members shall be as per the number of equity shares held by Members as on the cut-off date of March 16, 2020.
 - V. Mr. P.P. Zibi Jose, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VI. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, 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 make, not later than 48 (forty eight) hours of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
 - VII. The Results shall be declared by the Chairman or the person authorised by him in writing not later than 48 (forty eight) hours of conclusion of the EGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website (www.apollotyres.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the result is declared by the Chairman. Members may also note that this EGM Notice will be available on website of Company and NSDL.
 - VIII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. March 16, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company.

In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email id: evoting@nsdl.co.in, Toll free no.: 1800-222-990. Members may also write to the Company Secretary at the Email id: investors@apollotyres.com.
10. Electronic copy of this EGM Notice 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 Participants(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 copies of this EGM Notice inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent through the permitted mode. Members who have received the EGM Notice and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the EGM.

11. Pursuant to Section 101 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Notice and other communications through electronic mode to those Members who have registered their E-mail address with the Company or with the Depository Participant(s). Members holding shares in demat form are requested to register their E-mail address with their Depository Participant(s) only. Members of the Company, who have registered their E-mail address, are entitled to receive such communication in physical form upon request.
12. The route map of the venue for the EGM is attached herewith and also available on the website of the Company.
13. As per Section 118(10) of the Companies Act, 2013, read with the Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to Members at or in connection with the meeting".
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.

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

ITEM NO. 1:

In order to issue the Compulsory Convertible Preference Shares (CCPS) on a private placement basis, the Authorised Share Capital of the Company needs to be increased and altered and consequent changes need to be made in the Memorandum of Association of the Company provisioning for the Preference Share Capital.

Presently, the Authorised Share Capital of the Company is Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 73,00,00,000 (Seventy Three Crores) equity shares of Re.1/- each and 2,00,000 (Two Lakhs only) Cumulative Redeemable Preference Shares of Rs.100/- each.

Your Company is contemplating the preferential issue of CCPS in order to meet the funding and business-related requirements of the Company and its Subsidiaries including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, and in view thereof, the Company needs to have enough unissued Authorised Share Capital, so that the requisite number of fresh CCPS may be issued for the purpose of raising sufficient funds. The Board of Directors, therefore, considers it desirable to increase and alter the Authorised Share Capital of the Company to Rs.1575,00,00,000/- (Rupees One Thousand Five Hundred Seventy Five Crores only) divided into 75,00,00,000 (Seventy Five Crores) equity shares of Re.1/- each and 15,00,00,000 (Fifteen Crores only) Preference Shares of Rs. 100/- each.

The amendment proposed in the Memorandum of Association of the Company is only consequential to reflect the proposed change in the Authorised Share Capital of the Company.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 read with Article 3 of the Articles of Association of the Company, the Members by way of a resolution in the general meeting should approve the above said amendments.

Thus, the Board recommends the resolution set out at item no. 1 for your consideration and approval as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2:

In order to meet the funding and business-related requirements of the Company and its Subsidiaries including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, the Board at its meeting held on February 26, 2020 has approved and recommended, subject to the approval of the Members, the issue of upto 10,80,00,000 (Ten Crores Eighty Lakhs only) 6.34% Compulsorily Convertible Preference Shares having face value of Rs. 100/- (Rupees One Hundred Only) ("CCPS") each for raising of funds by way of preferential issue on a private placement basis.

The provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ("SEBI ICDR Regulations") requires the Company to seek approval of the members for issuance of preference shares on private placement basis. The approval of the members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160

of the SEBI ICDR Regulations for the issue of the CCPS not exceeding an amount of Rs.1080,00,00,000 (Rupees One Thousand and Eighty Crores Only) and to offer and allot the CCPS on a private placement basis to Emerald Sage Investment Ltd (the “Proposed Allottee”) on the terms and conditions set out hereunder.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:

The size of the issue and number of preference shares to be issued and nominal value of each share	Upto10,80,00,000 CCPS having face value of Rs. 100/- each, for an aggregate amount of upto Rs.1080,00,00,000/-.
The nature of such shares	Cumulative, Participating, and Compulsorily Convertible Preference Shares.
The objective of the issue	To meet the funding and business-related requirements of the Company and its Subsidiaries including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes.
The manner of issue of shares	Private placement basis.
The price at which such shares are proposed to be issued	CCPS are being issued at Par, at a face value of Rs. 100/- each and are convertible into 6,30,50,966 equity shares of Re. 1/- at a conversion price of Rs. 171.29 each.
The basis on which the price has been arrived at	The conversion price for allotment of fresh equity shares upon conversion of CCPS has been determined in accordance with the Regulation 164(1) of Chapter V of the SEBI ICDR Regulations.
The terms of issue including terms and rate of dividend on each share, etc.	<ol style="list-style-type: none"> The CCPS shall be allotted in dematerialized form. The CCPS shall be issued free from any encumbrances. The CCPS shall carry the same right with respect to the payment of dividend or repayment of capital vis-a-vis equity shares of the Company. The CCPS shall also bear a cumulative preferential dividend at the rate of 6.34% per annum, to be calculated on pro rata basis from the date of allotment of such CCPS till the date of conversion of the CCPS. The voting rights of the persons holding the CCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013. The CCPS shall be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<p>The terms and tenure of redemption is not applicable as the CCPS shall compulsorily convert into equity shares of the Company within a maximum period of 18 months.</p> <p>The CCPS to be allotted shall be compulsorily converted into 6,30,50,966 equity shares of the face value of Re. 1/- each, within a maximum period of 18 (eighteen) months commencing from the date of allotment of such CCPS. Such conversion may take place earlier of either (i) at the option of the Proposed Allottee, or (ii) at the earliest date occurring at any time after 21 (twenty one) trading days from the date of issue of the CCPS to the Proposed Allottee on which the 21 (twenty one) days’ average of the daily volume weighted average price of the equity shares of the Company on the National Stock Exchange of India Limited reaches at least the conversion price of the CCPS.</p>
The manner and modes of redemption	Not applicable as the CCPS shall compulsorily convert into equity shares of the Company.
The current shareholding pattern and the expected dilution in equity share capital upon conversion of preference shares.	Refer clause IV below

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Preferential Issue

The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company and its Subsidiaries including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes.

II. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of upto 10,80,00,000 CCPS of Rs 100/- each convertible into 6,30,50,966 equity shares of face value of Re. 1/- to the Proposed Allottee for an aggregate amount of upto Rs. 1080,00,00,000/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer

None of the Directors, Promoters or Key Managerial Personnel of the Company intends to subscribe to CCPS proposed to be issued under the preferential allotment.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue will be as follows:

S. No.	Category	Pre-Issue		Issue of CCPS of Rs. 100/- each	Equity Shares of Re. 1/- each arising upon conversion of CCPS of Rs. 100/- each	Post Issue of Equity Shares of Re. 1/- each assuming full conversion of CCPS [#]	
		No. of equity shares held	% of Holding			No. of equity shares held	% of Holding
A.	Promoters' Holding						
1	Indian						
	Individual/HUFs	2,93,130	0.05			2,93,130	0.04
	Bodies Corporate	23,10,29,121	40.39			23,10,29,121	36.38
	Sub Total	23,13,22,251	40.44			23,13,22,251	36.42
2	Foreign Promoter						
	Individuals (Non- Resident Individuals/ Foreign Individuals)	26,66,880	0.46			26,66,880	0.42
	Sub Total (A)	23,39,89,131	40.90			23,39,89,131	36.84
B.	Non Promoters' Holding						
1	Institutions						
	Mutual Funds	9,29,02,019	16.24			9,29,02,019	14.63
	Institutions/Banks	65,78,976	1.15			65,78,976	1.04
	FII/FPI	13,37,76,771	23.39			13,37,76,771	21.06
2	Government	1,00,00,000	1.75			1,00,00,000	1.58
3	Non-Institution						
	Corporate Bodies	2,68,86,712	4.70			2,68,86,712	4.23
	Foreign Corporate Bodies			10,80,00,000	6,30,50,966	6,30,50,966	9.93
	Indian Public (including others)	6,39,83,012	11.18			6,39,83,012	10.07
	NRI	39,33,359	0.69			39,33,359	0.62
	Sub Total (B)	33,80,60,849	59.10	10,80,00,000	6,30,50,966	40,11,11,815	63.16
	GRAND TOTAL	57,20,49,980	100.00	10,80,00,000	6,30,50,966	63,51,00,946	100.00

[#]Post shareholding structure is presuming full conversion and may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

As required under the SEBI ICDR Regulations, the CCPS shall be allotted by the Company within a period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed CCPS is pending on account of receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

VI. The identity of the natural persons who are the ultimate beneficial owners of the CCPS proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Identity of the allottee the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Present Pre-Issue Shareholding		Issue of CCPS of Rs. 100/- each	Equity Shares of Re. 1/- each arising upon conversion of CCPS of Rs. 100/- each	Post Issue Shareholding (Presuming full conversion of CCPS) [#]		Ultimate Beneficial Owner
		Pre-Issue Holding	% Total Equity Capital			Post Issue Holding	% of Total Equity Capital	
Emerald Sage Investment Ltd	Foreign Corporate Bodies	NIL	NIL	10,80,00,000	6,30,50,966	6,30,50,966	9.93%	Mr. Charles Kaye [@]

[#]Post shareholding structure is presuming full conversion and may change depending upon any other corporate action in between.

[@]There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of Emerald Sage Investment Ltd, or exercises control through other means except as given below:

The governance and decision making with respect to the shares held by the shareholders of Emerald Sage Investment Ltd is controlled by an entity, which in turn, is controlled by Mr. Charles Kaye.

VII. Any change in control, if any, in the issuer consequent to the preferential issue

As a result of the proposed preferential issue of CCPS and upon conversion of CCPS into equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Lock-in Requirements:

The CCPS and the equity shares on the conversion of the CCPS shall be subject to applicable lock-in and transfer restrictions stipulated under the SEBI ICDR Regulations.

IX. Basis on which the Issue price and the Conversion price has been arrived at:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as February 20, 2020, for the purpose of computation of conversion price of the equity shares arising on conversion of CCPS.

The CCPS shall convert into 6,30,50,966 equity shares of face value of Re. 1/- each of the Company, arrived at by dividing the product of the face value of each CCPS i.e, Rs. 100/- each and the number of CCPS being converted, by Rs. 171.29, being the conversion price determined in accordance with the SEBI ICDR Regulations.

X. Undertakings:

- ▶ None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently the undertaking required under Regulation 163(1)(i) is not applicable .
- ▶ None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- ▶ As the equity shares have been listed on a recognized Stock Exchange for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

XI. Auditor's Certificate:

The certificate from M/s. Walker Chandiok & Co LLP, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be placed before the shareholders at the Extraordinary General Meeting considering the said preferential issue.

XII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested (financially or otherwise) in the above referred resolution.

The Board of Directors recommends the resolution as set out in item no. 2 of this notice for approval of the members of the Company by way of a Special Resolution.

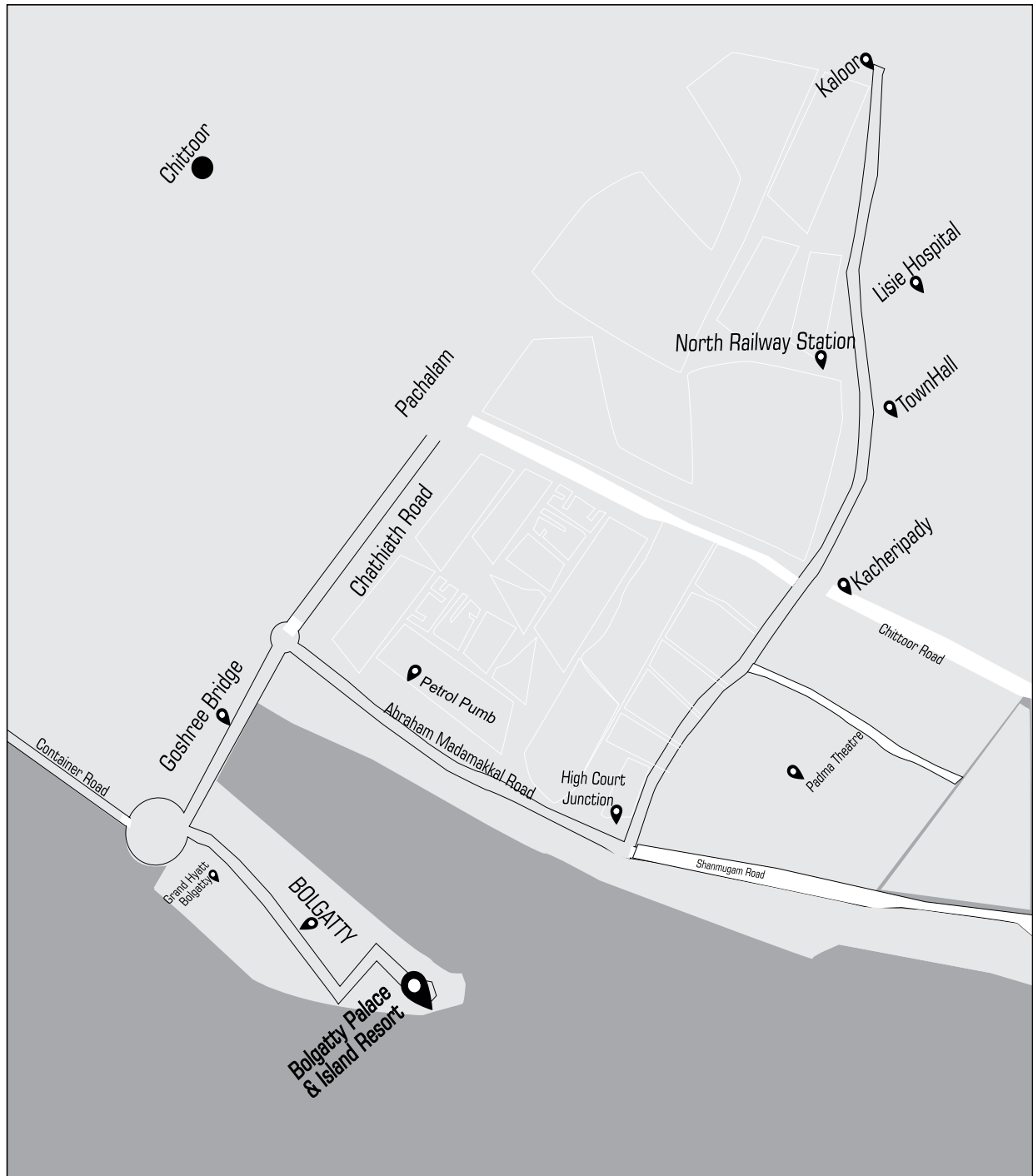
Date : February 26, 2020
Place: Gurgaon

By Order of the Board
For Apollo Tyres Ltd

SEEMA THAPAR
Company Secretary
FCS No.: 6690

📍 Lake Side Hall,
Bolgatty Palace & Island Resort, KTDC Ltd,
Mulavukad P.O., Kochi-682504

Route Map to the Venue of the EGM



Regd. Office: Apollo Tyres Ltd, 3rd Floor, Areekal Mansion, Near Manorama Junction,
Panampilly Nagar, Kochi - 682036, India.

CIN: L25111KL1972PLC002449 Tel: +91 484 4012046

Fax No.: +91 484 4012048 Email: investors@apolloytyres.com

Website: apolloytyres.com