

OSIATIC CONSULTANTS AND INVESTMENTS PVT. LTD.

Registered Office : 414/1, 4th Floor, DDA Commercial Complex, Distt. Center, Janakpuri, New Delhi-110058

CIN: U74140DL1900PTC101345

To,

Date: 30.07.2020

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai- 400001 E-mail: corp.relations@bseindia.com	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051
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Sub: Disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Re: Acquisition of Equity Shares of Apollo Tyres Ltd pursuant to Scheme of Amalgamation of Nanak Consultants Private Limited ("Nanak"), Kewaldeep Consultants Private Limited ("Kewaldeep"), Sayush Consultants and Investment Private Limited ("Sayush"), Ganga Kaveri Credit and Holdings Private Limited ("Ganga"), Sacred Heart Investment Company Private Limited ("Sacred"), and Kenstar Investments and Finance Private Limited ("Kenstar") into Osiatic Consultants and Investments Private Limited ("Osiatic"), under section 230 to 232 and other relevant provisions of the Companies Act, 2013 ("Scheme"), by Osiatic.

Dear Ma'am/ Sir,

This is to inform you that pursuant to the terms of the Scheme, 76,88,380, 2,44,35,180, 18,42,280 equity shares of Rs.1/- each of Apollo Tyres Ltd held by Ganga, Sacred and Kenstar respectively vest in us, Osiatic (as transferee company under the said Scheme), with effect from July 29, 2020, being the date of allotment of shares of Osiatic in terms of the Scheme, to the shareholders of each transferor company viz. Ganga, Sacred and Kenstar.

Please find enclosed disclosure in terms of Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, in relation to the acquisition of shares of Apollo Tyres Ltd. by us in terms of the Scheme.

We request you to kindly take the same on your records.

Thank you

Yours faithfully

For Osiatic Consultants And Investments

Authorised Signatory

For Osiatic Consultants

Authorised Signatory



Encl: a/a

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Apollo Tyres Limited			
2.	Name of the acquirer(s)	Osiatic Consultants and Investments Private Limited			
3.	Name of the stock exchange where shares of the TC are listed	BSE Ltd. and National Stock Exchange of India Limited			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Please refer to Annexure 1			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of SAST Regs			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not Applicable			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	Not Applicable		Not Applicable	
	b. Date of acquisition	Not Applicable		Not Applicable	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable		Not Applicable	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable		Not Applicable	
	e. Price at which shares are proposed to be acquired / actually acquired	Not Applicable		Not Applicable	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a Each Acquirer / Transferee(*)	Nil	Nil	33965840	5.93%

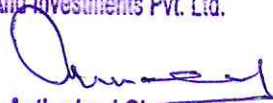
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	Osiatic Consultants and Investments Private Limited				
b	Each Seller / Transferor				
	Ganga Kaveri Credit and Holdings Private Limited	7688380	1.34%	-	-
	Sacred Heart Investment Company Private Limited	24435180	4.27%	-	-
	Kenstar Investments and Finance Private Limited	1842280	0.32%	-	-

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirer

For Osiatic Consultants And Investments Pvt. Ltd.


Authorised Signatory

Place: New Delhi
Date: 30.07.2020



Annexure 1

The National Company Law Tribunal at New Delhi ("NCLT") has approved a scheme of amalgamation of Nanak Consultants Private Limited ("Nanak"), Kewaldeep Consultants Private Limited ("Kewaldeep"), Sayush Consultants and Investment Private Limited ("Sayush"), Ganga Kaveri Credit and Holdings Private Limited ("Ganga Kaveri"), Sacred Heart Investment Company Private Limited ("Sacred"), Kenstar Investments and Finance Private Limited ("Kenstar") into Osiatic Consultants and Investments Private Limited ("Osiatic") ("Scheme"), under section 230 to 232 and other relevant provisions of the Companies Act, 2013 and rules framed thereunder. The Scheme has been approved vide order of the NCLT dated 8th June 2020. All companies who are party to the Scheme are part of the promoter group of Apollo Tyres Ltd. ("ATL")

The Scheme would, inter-alia, benefit shareholders and other stakeholders of the respective companies in the group by consolidating and simplifying the group structure, business operations, provide optimal utilization of various resources and eliminating cross holdings within the group.

In consideration for the amalgamation, all the shareholders of Nanak, Kewaldeep, Sayush, Ganga Kaveri, Sacred and Kenstar (each a "transferor company") have been allotted shares of the transferee company viz. Osiatic on July 29, 2020 in terms of the share exchange ratios set out in the Scheme.

Mr. Onkar. S. Kanwar is the ultimate beneficial owner and indirectly holds the entire voting share capital of each transferor company and the transferee company. Mr. Onkar. S. Kanwar has filed the BEN 1 form with each of the transferor companies and the transferee company in accordance with the provisions of Companies Act, 2013 declaring himself as Significant Beneficial Owner (SBO) in respect of each transferor company and the transferee company.

Pursuant to the terms of the Scheme, the shares of Apollo Tyres Limited held by each of Ganga Kaveri (7688380), Sacred (24435180) and Kenstar (1842280) vest in the transferee company viz. Osiatic, with effect from July 29, 2020, being the date of allotment of shares of Osiatic in terms of the Scheme, to the shareholders of each transferor company under the Scheme viz. Nanak, Kewaldeep, Sayush, Ganga Kaveri, Sacred and Kenstar.

The said Scheme does not directly involve the target company (i.e. Apollo Tyres Limited) as a transferor company or as a transferee company, and (A) there is no component of cash or cash equivalents in the consideration paid under the Scheme; and (B) after implementation of the Scheme, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity (i.e. Osiatic) are the same as the persons who held the entire voting rights before the implementation of the Scheme. Setting out below a tabulation demonstrating the same.

Pre and Post Scheme Voting Shareholding Pattern of Osiatic

SNO	Name of Shareholder	Pre implementation of the Scheme		Post implementation of the Scheme	
		No. of voting shares held	% w.r.t total voting share capital of Osiatic	No. of voting shares held	% w.r.t total voting share capital of Osiatic
1	Sunrays Properties and Investments Company Private Limited	24200	48.40%	413031	97.23%
2	Indus Valley Investment & Finance Private Limited	1000	2.00%	9269	2.18%
3	Ganga Kaveri Credit and Holdings Private Limited	24800	49.60%	-	-



4	Apollo Finance Limited	-	-	2490	0.59%
	Total	50000	100.00%	424790	100.00%

Mr. Onkar. S. Kanwar is the ultimate beneficial owner and indirectly holds the entire voting share capital in the transferee company viz. Osiatic pre and post Scheme.

In addition to the above, the transfer by way of vesting of shares of Apollo Tyres Limited held by each of the transferor company, viz, Ganga Kaveri (7688380), Sacred (24435180) and Kenstar (1842280) in favour of the transferee company viz. Osiatic pursuant to the Scheme also fulfills the criteria of exemption under Reg 10(1)(a)(iii) of SAST Regs as Ganga Kaveri (7688380), Sacred (24435180) and Kenstar (1842280) as well as the transferee company, viz, Osiatic are all direct or indirect subsidiaries of Sunrays Properties and Investments Company Private Limited, which is one of the Promoters of Apollo Tyres Limited.

Place: New Delhi

Date: 30.07.2020

