APOLLO TYRES LTD
7 Institutional Area
Sector 32
Gurgaon 122001, India

T: +91 124 2721000
F: +91 124 2383002
apollotyres.com

REGISTERED/COURIER

CIN: L25111KL1972PLC002449

CS/CL-8

February 9, 2015

To :

1. The Secretary, Cochin Stock Exchange Ltd., MES Building, 36/1565, 4th Floor, Judges Avenue, Kaloor, **Kochi – 682017.**	2. The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, **Mumbai – 400001.**
3. The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), **Mumbai - 400 051**	

Dear Sir,

Sub : Submission of Report under Clause 35A of the Listing Agreement

Enclosed, please find herewith the following documents:-

- Report under Clause 35A of the Listing Agreement.
- Reports of the Scruitinizer/Resolutions passed by the shareholders

You are requested to kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For APOLLO TYRES LTD.

(P.N. WAHAL)
COMPAY SECRETARY

Encl : as above

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Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

Statement containing details regarding the voting results in the prescribed format pertaining to the Postal Ballot results declared on 9th February 2015

Date of declaration of Postal Ballot results	**9th February 2015**
Total number of Shareholders on record date	**Record Date : 19.12.2014** **No. of shareholders : 111984**
Number of Shareholders present in the meeting either in person or proxy	**1) Promoter & promoter Group: NA** **2) Public: NA**
Number of Shareholders attended meeting through Video Conferencing	**1) Promoter & promoter Group: NA** **2) Public: NA**

Details of Agenda

Agenda Item No: 1 :- **Limits of Borrowing under Section 180(1) (c) of the Companies Act 2013**

Resolution required :- **Special Resolution**

Mode of Voting :- **Postal Ballot with E-Voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	224257742	224250292	99.99	224250292	-	100	-
Public – Institutional holders	212221944	116905227*	55.08	115628929	-	98.91	-
Public-Others	72545084	5011869*	6.91	4979151	30958	99.34	0.62
Total	**509024770**	**346167388**	**68.01**	**344858372**	**30958**	**99.63**	**0.01**

** Includes voting abstention of 1278058 votes*

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apollo

Details of Agenda

Agenda Item No: 2 :- **Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company.**

Resolution required :- **Special Resolution**

Mode of Voting :- **Postal Ballot with E-Voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	224257742	224250292	99.99	224250292	-	100	-
Public – Institutional holders	212221944	116905227*	55.08	115628929	-	98.91	-
Public-Others	72545084	5014250*	6.91	4978119	34376	99.28	0.68
Total	**509024770**	**346169769**	**68.01**	**344857340**	**34376**	**99.62**	**0.01**

** Includes voting abstention of 1278053 votes*

For Apollo Tyres Ltd.

P N Wahal
Company Secretary

P.P. ZIBI JOSE, M.Com, MBA, M.A(Pol.), M.A(Pub.Admn.)., F.C.S., LL.B.
Practising Company Secretary

61/2939, Tenrose
S.R.M. Road
Cochin-682018
Telephone: 2401685
: 2401684
Mobile : 9388603877
E-Mail: tenrose@vsnl.com
tenrosekochi@gmail.com

7th February 2015.

Shri K. Jacob Thomas,
Director,
Apollo Tyres Ltd.,
6th Floor, Cherupushpam Bldg.,
Shanmugham Road,
Kochi - 682031(Kerala)

POSTAL BALLOT - SCRUTINIZER'S REPORT

I, P.P. Zibi Jose, Practicing Company Secretary, the Scrutinizer appointed to the Postal Ballot process of your Company, pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the (Companies (Management and Administration) Rules, 2014, hereby report the results of the Postal Ballot including e-voting exercised by the shareholders in respect of the Special resolutions mentioned in the Notice to the Postal Ballot dated 10-11-2014, as follows:-

Item No. 1: Limits of Borrowing under Section 180 (1) (c) of the Companies Act 2013 as a Special Resolution

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	1369	829	2198
Total number of valid votes	3014831	343152557	346167388
Votes cast in favour of the Resolution	2992735	341865637	344858372
Votes cast against the Resolution	20336	10622	30958
Votes abstained from casting	1760	1276298	1278058
Requisite majority of votes for carrying the resolution as a Special Resolution	61008	31866	92874
Majority of votes received in favour of the Resolution	2972399	341855015	344827414
Number of invalid Postal Ballots	27	0	27
Number of invalid votes	18045	0	18045

Result:- The Resolution for Limits of Borrowing under Section 180 (1) (c) of the Companies Act 2013 is passed as a Special Resolution as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.

Item No. 2: Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company as a Special Resolution

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	1369	834	2203

Total number of valid votes	3014831	343154938	346169769
Votes cast in favour of the Resolution	2989570	341867770	344857340
Votes cast against the Resolution	23506	10870	34376
Votes abstained from casting	1755	1276298	1278053
Requisite majority of votes for carrying the resolution as a Special Resolution	70518	32610	103128
Majority of votes received in favour of the Resolution	2966064	341856900	344822964
Number of invalid Postal Ballots	27	0	27
Number of invalid votes	18045	0	18045

Result:- The Resolution for Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company is passed as a Special Resolution as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.

P.P. Zibi Jose
(Practising Company Secretary)
SCRUTINIZER

Com, MBA, FCS, LLB
SECRETARY
M ROAD, COCHIN-18