

ONKAR S. KANWAR

3/3, Shanti Niketan,
New Delhi - 110021

31st of August, 2012

The Secretary ✕ Cochin Stock Exchange Ltd MES Building, 36/1565, 4th Floor, Judges Avenue, Kaloor, Kochi - 682017	The Secretary ✕ Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
The Secretary ✓ National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051	Company Secretary ✕ Apollo Tyres Limited 6th Floor, Cherupushpam Bldg, Shanmugham Road, Ernakulam Kerala - 682031

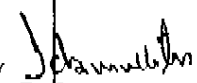
Sub: Disclosure under Regulation 29 (2) & (3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 & Regulation 13 (4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2011.

Dear Sirs,

Pursuant to Regulations 29 (2) & (3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 13 (4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2011, please find enclosed herewith the required disclosures, in the prescribed format, relating to shareholding of promoter (s), members of the promoter group and PAC with him in **M/s Apollo Tyres Limited**, the target company.

Kindly take the same on your record.

Thanking you
Yours sincerely,


Onkar S. Kanwar

Encl: a/a

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Apollo Tyres Limited		
2. Name(s) of the Seller* and Persons Acting in Concert (PAC) with the Seller	Mr. Onkar S Kanwar & PAC - M/s Sunrays Properties and Investments Company Pvt. Ltd. M/s Constructive Finance Pvt. Ltd.		
3. Whether the Seller* belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Ltd National Stock Exchange of India Ltd Cochin Stock Exchange Ltd		
5. Details of the acquisition / disposal* / holding of shares / voting rights/ holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (**)
<u>Before the disposal* under consideration, holding of:</u>			
a) Shares carrying voting rights			
M/s Sunrays Properties and Investments Company Pvt. Ltd.	44719198	8.87	8.87
M/s Constructive Finance Pvt. Ltd.	38677857	7.68	7.68
b) Voting rights (VR) otherwise than by equity shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
Total (a+b+c)	83397055	16.55	16.55

Details of Sale*:			
a) Shares carrying voting rights sold*			
M/s Sunrays Properties and Investments Company Pvt. Ltd.	9000000	1.79	1.79
M/s Constructive Finance Pvt. Ltd.	8988500	1.78	1.78
b) VRs acquired / sold otherwise than by equity shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold	N.A.	N.A.	N.A.
Total (a+b+c)	17988500	3.57	3.57
After the sale*, holding of:			
a) Shares carrying voting rights Sold*			
M/s Sunrays Properties and Investments Company Pvt. Ltd.	35719198	7.08	7.08
M/s Constructive Finance Pvt. Ltd.	29689357	5.9	5.9
b) VRs acquired / sold otherwise than by equity shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after sale	N.A.	N.A.	N.A.
Total (a+b+c)	65408555	12.98	12.98
6. Mode of Sale* (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Off Market Pursuant to the Special Court order*		

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FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 [Regulations 13(4), 13(4A) and 13(6)]

Details of change in shareholding or voting rights held by Director or Officer and his dependants or Promoter or Person who is part of Promoter Group of a listed company

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/ Director/ Officer.	No. & % of shares/ voting rights held by the Promoter/ Person who is part of Promoter Group/ Director/ Officer	Date of receipt of allotment advice/ acquisition / sale of shares/ voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public/rights/preferential offer, etc.) / sale	No. & % of shares/ voting rights post acquisition/ sale	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Sunrays Properties & Investment Co. Pvt. Ltd PAN : AAACS3655C 414/1, 4th Floor, DDA Comm. Complex, Distt. Center, Janakpuri, New Delhi- 58	44719198 8.87 %	30.08.2012 Sale of Shares	31.08.2012	Off market	35719198 7.08 %	N.A.	N.A.	NIL	NIL	9000000	81000000
Constructive Finance Pvt. Ltd PAN : AACCC9252D 2337, Ram Lalji Street, Johari Bazar, Jaipur- 302003	38677857 7.68 %	Pursuant to the Special Court order *			29689357 5.9 %					8988500	80896500

(*) Pursuant to the order dated 17.08.2012, of the Special Court (Trial of offences relating to the transactions in securities), at Bombay vide, Misc. Application No. 58 of 2012, M/s Sunrays Properties and Investments Company Pvt. Ltd. and M/s Constructive Finance Pvt. Ltd. (promoters group companies of M/s Apollo Tyres Limited) shall transfer the equity share holding of 90,00,000 and 89,88,500 respectively in M/s Apollo Tyres Limited, Target Company, with the office of the Custodian, Special Court (Trial of offences relating to the transactions in securities), Bombay.

(Signature)
(ONKAR S. KANWAR)

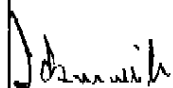
PLACE: GURGAON
DATE: 31.08.2012

7. Date of sale* of Shares/ VR	30.08.2012	
8. Equity share capital / total voting capital of the TC before the said sale*	504024770 Equity Shares	
9. Equity share capital/ total voting capital of the TC after the said sale	504024770 Equity Shares	
10. Total diluted share/voting capital of the TC after the said sale	504024770 Equity Shares	

Note:

(*) Pursuant to the order dated 17.08.2012, of the Special Court (Trial of offences relating to the transactions in securities), at Bombay vide, Misc. Application No. 58 of 2012, M/s Sunrays Properties and Investments Company Pvt. Ltd. and M/s Constructive Finance Pvt. Ltd. (promoters group companies of M/s Apollo Tyres Limited) shall transfer the equity share holding of 90,00,000 and 89,88,500 respectively in M/s Apollo Tyres Limited, Target Company, with the office of the Custodian, Special Court (Trial of offences relating to the transactions in securities), Bombay.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Signature of the Seller / Authorised Signatory

Place: Gurgaon

Date: 31.08.2012

1

Vat

(SPCR 9 of 2012)

IN THE SPECIAL COURT (TRIAL OF OFFENCES
RELATING TO THE TRANSACTIONS IN SECURITIES), AT
BOMBAY
MISC. APPLICATION NO. 58 OF 2012

Ashwin S. Mehta and Anr.

...Applicants

Vs.

The Custodian and Ors.

...Respondents

Applicant in person for himself and CA for other applicants
present in person

Mr.Milind Jadhav with Shilpa Bhate i/b. Leena Adhvaryu &
Associates and CO. for the Custodian/Respondent No.1

Mr. Iqbal Chagala, Senior Advocate with Mr. Arun Siwach,
Manu nair & Anuj Berry i/b. Amarchand & Mangaldas & S.A.
Shroff & Co. for Respondent Nos.2 to 6

SPECIAL COURT REPORT NO. 9 OF 2012

REPORT NO.9 OF 2012 OF THE CUSTODIAN FOR
RECOVERY OF SHARES OF APOLLO TYERS LIMITED (IN
CONTROLLING BLOCK CATEGORY) IN THE CONTEXT OF
HON'BLE SUPREME COURT ORDER OF 8TH NOVEMBER,
2011

Mr.Milind Jadhav with Shilpa Bhate i/b. Leena Adhvaryu &
Associates & Co. for the Custodian

Mr.Ashwin Mehta,Notified Party present in person

CORAM: V.M. KANADE J.

DATED: 17th August, 2012

2

Vat

(SPCR 9 of 2012)

P.C.

1. Shri Chagla, the learned Senior Counsel appearing on behalf of the Respondent Nos. 2 to 6 submits that the shares which are in the demate form, handed over in the account of Harshad Mehta maintained by the Custodian.
2. It is submitted that the shares shall be deposited with the Custodian within two weeks.
3. In my view, it would be appropriate if the report and the application will be heard after the shares are deposited. Stand over to 14th September, 2012. So far as the prayers, which are made by the Applicant and Custodian, are concerned, the same will be taken into consideration on the next date.

(V.M.KANADE J.)

V.A. Tikam