

# NEERAJ CONSULTANTS PRIVATE LIMITED

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

Ph. No. + 91-124 - 4262305/07/08 Fax : +91-124 - 4262306

CIN - U67200DL1980PTC0253585

Dated March 14, 2017

|                                                                                                                          |                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Dept of Corporate Services</b><br><b>Bombay Stock Exchange Limited</b><br>P.J Towers, Dalal Street<br>Mumbai - 400001 | <b>National Stock Exchnage of India Limited</b><br>Exchange Plaza, 5th Floor,<br>Plot No C/1, G Block<br>Bandra Kurla Complex<br>Bandra East<br>Mmbai - 400051 |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir,

**Sub: Inter-se transfer of shares amongst Promoter Group**

**Ref: Intimation under Regulation 10(5) of SEBI (SAST) Regulations, 2011**

This is to inform you that Constructive Finance Pvt Ltd., being a part of the Promoter Group of Apollo Tyres Limited, proposes to transfer 29630857 equity shares of Rs.1/- each of Apollo Tyres Limited, by way of gift to Neeraj Consultants Private Limited which is 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)(i) 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 42508142 to 72138999.

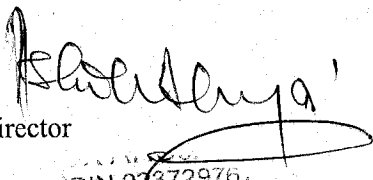
The aggregate holding of Promoters Group before and after the above inter se transaction remains the same.

In this connection the necessary disclosures under Regulation 10(5) 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 Private Limited

  
Director

Director (DIN 02372976,  
2D, Maurya Enclave,  
Patlipura, Delhi-110088

# NEERAJ CONSULTANTS PRIVATE LIMITED

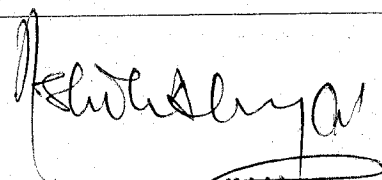
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## Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

|   |                                                                                                                                                                                                                                                                        |                                                                                                                                                                     |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Name of the Target Company (TC)                                                                                                                                                                                                                                        | Apollo Tyres Limited                                                                                                                                                |
| 2 | Name of the acquirer(s)                                                                                                                                                                                                                                                | Neeraj Consultants Private Limited                                                                                                                                  |
| 3 | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters                                                                                                               | Yes                                                                                                                                                                 |
| 4 | Details of the proposed acquisition                                                                                                                                                                                                                                    | Transfer of 2,96,30,857 equity shares of Rs.1/- each of Apollo Tyres Ltd. held by Constructive Finance Pvt Ltd to Neeraj Consultants Private Limited by way of gift |
|   | a. Name of the person(s) from whom shares are to be acquired                                                                                                                                                                                                           | M/s. Constructive Finance Pvt Ltd.                                                                                                                                  |
|   | b. Proposed date of acquisition                                                                                                                                                                                                                                        | On or after 23.03.2017                                                                                                                                              |
|   | c. Number of shares to be acquired from each person mentioned in 4(a) above                                                                                                                                                                                            | 2,96,30,857 equity shares of Rs.1/- of Apollo Tyres Ltd                                                                                                             |
|   | d. Total shares to be acquired as % of share capital of TC                                                                                                                                                                                                             | 5.82%                                                                                                                                                               |
|   | e. Price at which shares are proposed to be acquired                                                                                                                                                                                                                   | The Shares would be gifted by Constructive Finance Pvt Ltd to the acquirer, Neeraj Consultants Private Limited                                                      |
|   | f. Rationale, if any, for the proposed transfer                                                                                                                                                                                                                        | Interse between Promoter Group Companies of the Target Company, without consideration                                                                               |
| 5 | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer                                                                                                                                                                 | Regulation 10(1)(a)(ii)                                                                                                                                             |
| 6 | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | Rs.186.33 (NSE)                                                                                                                                                     |
| 7 | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.                                                                                                                                                         | N.A                                                                                                                                                                 |

  
**ASHOK AHUJA**  
Director (DIN 02372976)  
LP-2D, Maurya Enclave,  
Pitampura, Delhi-110026

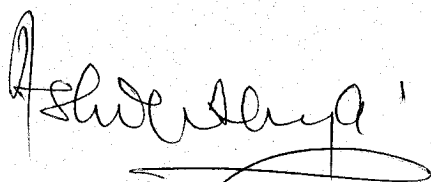
|                      |                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                      |                                   |                                |                                   |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------|-----------------------------------|
| 8                    | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.                                                                                                 | The Proposed Transfer being in the nature of gift. Hence no consideration is being paid by the Acquirer.                                                                                                                             |                                   |                                |                                   |
| 9                    | Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) | The Acquirer, Neeraj Consultants Private Limited hereby declare that the acquirer and transferor have complied and will comply with all the applicable disclosure requirement in chapter Chapter V of the Takeover Regulations, 2011 |                                   |                                |                                   |
|                      | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.                                                                                                         | The Acquirer, Neeraj Consultants Private Limited hereby declare that all the condition specified under regulation 10(1)(a) with respect to exemptions have been duly complied with.                                                  |                                   |                                |                                   |
| Shareholding Details |                                                                                                                                                                                                                                                         | Before the proposed transaction                                                                                                                                                                                                      |                                   | After the proposed transaction |                                   |
|                      |                                                                                                                                                                                                                                                         | No. of shares /voting rights                                                                                                                                                                                                         | % w.r.t total share capital of TC | No. of shares /voting rights   | % w.r.t total share capital of TC |
| a.                   | Acquirer(s) and PACs *                                                                                                                                                                                                                                  | 42508142                                                                                                                                                                                                                             | 8.35%                             | 72138999                       | 14.17%                            |
| b.                   | sellers                                                                                                                                                                                                                                                 | 29630857                                                                                                                                                                                                                             | 5.82%                             | Nil                            | -                                 |

\*There is no PACs

We hereby also declare that all provisions of Chapter V of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 shall be complied with.

We hereby also declare that all the condition specified under regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 with has been duly complied with.

For and behalf of Neeraj Consultants Private Limited



**ASHOK AHUJA**  
Director (DIN 62372976)  
LP-2D, Maurya Enclave  
Pitampura, Delhi-110058