



ATL/SEC/13 & 21

20th October 2015

1. The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	2. The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
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Dear Sir,

Sub:- Result of Postal Ballot

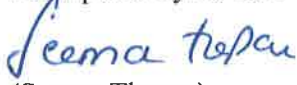
With reference to the Captioned matter, please find attached herewith the following documents:

1. Result of the Postal Ballot for seeking shareholders approval through Special Resolution relating to “Authorisation for private placement of Non-Convertible Debentures”.
2. Scrutinizer Report on result of aforesaid Postal Ballot.
3. Disclosure as per Clause 35 of Listing Agreement.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
For Apollo Tyres Ltd.


(Seema Thapar)
Company Secretary

Encl: As above

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

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apollo tyres.com



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RESULTS OF THE POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the (Companies (Management and Administration) Rules, 2014 and pursuant to the Report dated 19th October 2015 of Mr. P. P. Zibi Jose (Practicing Company Secretary), Scrutinizer appointed for the Postal Ballot process, I, Onkar S. Kanwar, Chairman & Managing Director (DIN 00058921) of the Company, hereby declare that the following resolution proposed to the Members for their approval vide Postal Ballot Notice dated 11th August 2015, has been approved by them through the Postal Ballot including E-Voting in their General Meeting deemed to be held on 17th October, 2015.

RESOLUTION NO. 1 – AS A SPECIAL RESOLUTION

AUTHORISATION FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES

"RESOLVED THAT in accordance with the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the rules made there under, as may be amended from time to time and any other applicable laws including the SEBI (Issue & Listing of Debt Securities) Regulations 2008 as amended from time to time and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the Company be and is hereby accorded to raise funds not exceeding Rs. 10000 million through Private Placement of Unsecured/Secured Non-Convertible Debentures during the one year from the date of passing of this resolution within overall borrowing limits of the Company, as approved by the Members from time to time, in one or more tranches, to such person or persons, who may or may not be the debenture holders of the Company, as the Board (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) may at its sole discretion decide, including eligible investors (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including Non-resident Indians, Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPI), Venture Capital Funds, Foreign Venture Capital Investors, Mutual Funds, State Industrial Development Corporations, Insurance Companies, Development Financial Institutions, Bodies Corporate, Companies, private or public or other entities, authorities and to such other persons in one or more combinations thereof through Private Placement in one or more tranches and including the exercise of a green-shoe option (within overall borrowing limits of the company, as approved by the Members from time to time), if any, on such terms as may be determined under the guidelines as may be applicable, and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.

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RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement of unsecured/secured non-convertible debentures, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the debentures are to be allotted, the number of debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration/undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force."

For APOLLO TYRES LTD.

A handwritten signature in black ink, appearing to read "Onkar S. Kanwar".

(Onkar S. Kanwar)
Chairman & Managing Director
(DIN-00058921)

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

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Cochin-682018
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: 2401684
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SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014

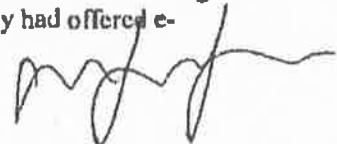
19th October, 2015.

The Chairman
Apollo Tyres Ltd
6th Floor, Cherupushpam Building,
Shanmugham Road,
Kochi-682031

Dear Sir,

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 resolution mentioned in the Notice to the Postal Ballot dated 11th August 2015, as follows:-

- 1) The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposal through physical Postal Ballot Forms, which were required to be sent to us on or before 5.00 p.m. on 17th October 2015, or through e-voting facility which was kept open from 18th September 2015 (10.00 A.M) to 17th October 2015 (5.00 P.M.)
- 2) In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company had offered e-



voting facility as an option to all the Members of the Company. The Company had entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting was optional.

- 3) Particulars of all Postal Ballot Forms received from the members including details of e-voting have been entered in a register separately maintained for the Purpose.
- 4) The Postal Ballot Forms received were duly scrutinized. The report of members voting through e-voting was generated after close of working hours on 17th October 2015.
- 5) I have considered all Postal Ballot Forms received up to 5.00 P.M. on 17th October 2015, and electronic votes recorded from 18th September 2015 (10.00 A.M.) to 17th October 2015 (5.00 P.M.), being the last date and time fixed by the Company for receipt of the Forms/e-voting, have been considered in my scrutiny.
- 6) A summary of the Postal Ballot Forms and electronic voting confirmations (e-votes) received for the following resolution is as under

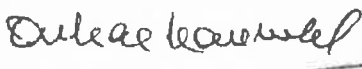
Item No. 1: Authorization for Private Placement of Non-Convertible Debentures as a Special Resolution

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	1100	748	1848
Total number of valid votes	2829931	384417220	387247151
Votes cast in favour of the Resolution	2810304	384408956	387219260
Votes cast against the Resolution	19627	8264	27891
Number of invalid Postal Ballots	53	0	53
Number of invalid votes	22247	0	22247

Result:- The Resolution for authorization of Private Placement of Non-Convertible Debentures is passed as a Special Resolution as the votes cast in favour (99.99%) of the resolution are more than three times the number of votes cast against (0.01%) the resolution.


P. P. ZIBI JOSE M. COM, MBA, FCS, LLB
COMPANY SECRETARY
P. P. Zibi Jose
(Practising Company Secretary)
SCRUTINIZER

For APOLLO TYRES LTD


(ONKAR S. KANWAR)
Chairman & Managing Director

ATL/SEC-13 & 21

20th October 2015**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 20th October 2015.

Date of General Meeting (Last date for receipt of duly completed Postal Ballot forms or e-voting)	17 th October 2015
Total number of Shareholders on record date	Record Date : 04.09.2015 No. of shareholders : 127790
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 : Authorization for Private Placement of Non-Convertible Debentures
 Resolution required : Special Resolution
 Mode of Voting : Postal Ballot with E-Voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	22,42,57,742	22,42,50,292	100.00	22,42,50,292	-	100.00	-
Public – Institutional holders	21,41,17,119	16,24,52,705	75.87	16,24,49,867	2,838	100.00	-
Public-Others	7,06,49,909	5,44,154	0.77	5,19,101	25,053	95.40	4.60
Total	50,90,24,770	38,72,47,151	76.08	38,72,19,260	27,891	99.99	0.01

For Apollo Tyres Ltd.

(Seema Thapar)
Company Secretary