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

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apollotyres.com

REGISTERED/COURIER

CIN: L25111KL1972PLC002449

August 7, 2014

CS/CL-8

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

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

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

Date of AGM	**06.08.2014**
No. of shareholders on record date	110747
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	 **3** **1169**
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public:	**NA**

Details of the Agenda

In case of Poll & E-voting

The mode of voting for all the resolutions were E-voting & Poll

Resolution No. 1- Adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2014 – Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6){(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	133053753	46.72	133052900	853	100	0
Total	509024770	3571223165		357122312	853		

Resolution No.2 – Declaration of Dividend on Equity Shares- Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares	No of votes Polled	% of votes	No. of votes in favor	No of votes	% of votes in favor on	% of votes against on votes



	Held		polled on outstanding shares		against	votes polled	polled
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6) {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	135083968	47.43	135083080	888	100	0
Total	509024770	359153380		359152492	888		

Resolution No.3 – Reappointment of Mr. P.H. Kurian who retires by rotation- Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	135083353	47.43	134795034	288319	99.78	0.22
Total	509024770	359152765		358864446			

Resolution No.4 – Appointment of Auditors and fixing their remuneration- Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	134107591	47.09	131237151	2870440	97.85	2.15
Total	509024770	358177003		355306563			

Resolution No.5 – Payment of remuneration to Cost Auditors- Passed with requisite majority as an Ordinary Resolution

Promoter/Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled

APOLLO TYRES LTD. GURGAON

			shares				
	(1)	(2)	(3)= {(2)/(1)}*100	(4)	(5)	(6) {(4)/(2)}*100	(7)= {(5)/(2)}*100
Promoter	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	135083361	47.43	135081916	1445	100	0
Total	509024770	359152773		359151328			

Resolution No.6 –Appointment of Mr. A.K Purwar as an Independent Director - Passed with requisite majority as an Ordinary Resolution

Promoter/Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	134383605	47.19	35904058	98479547	26.72	73.28
Total	509024770	358453017		259973470			

Resolution No.7 –Appointment of Mr. K. Jacob Thomas as an Independent Director - Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	134312375	47.16	110959496	23352879	82.61	17.39
Total	509024770	358381787		335028908			

Resolution No.8 –Appointment of Mr. Nimesh N Kampani as an Independent Director- Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polle	No. of votes in favor	No of votes against	% of votes in favor on	% of votes against on votes polled



			d on outstanding shares			votes polled	
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6) {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	134383640	47.19	33961462	100422178	25.27	74.73
Total	509024770	358453052		258030874			

Resolution No.9 –Appointment of Mr. Robert Steinmetz as an Independent Director - Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	134841596	47.35	130212029	4629567	96.56	3.44
Total	509024770	358911008		354281441			

Resolution No.10 –Appointment of Dr.S.Narayan as an Independent Director - Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	134552683	47.25	107878900	26673783	80.17	19.83
Total	509024770	358622095		331948312			

Resolution No.11 –Appointment of Mr.Vikram S. Mehta as an Independent Director - Passed with requisite majority as an Ordinary Resolution



Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstan ding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= {(2)/(1) }*100	(4)	(5)	(6) {(4)/(2)} *100	(7)={(5)/(2)}*1 00
Promoter	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	135083472	47.43	68691276	66392196	50.85	49.15
Total	509024770	359152884		292760688			

Resolution No.12 –Appointment of Mr.Akshay Chudasama as an Independent Director - Passed with requisite majority as an Ordinary Resolution

Promoter/Pu blic	No. of Shares Held	No of votes Polled	% of votes polled on outstan ding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= {(2)/(1) }*100	(4)	(5)	(6) {(4)/(2)} *100	(7)={(5)/(2)}*1 00
Promoter	224257742	224069412	99.92	224069412	-	100	224069412
Public	284767028	134551611	47.25	110061938	24489673	81.79	18.21
Total	509024770	358621023		334131350			

Resolution No.13 –Appointment of Ms.Pallavi Shroff as an Independent Director - Passed with requisite majority as an Ordinary Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstan ding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= {(2)/(1) }*100	(4)	(5)	(6) {(4)/(2)} *100	(7)={(5)/(2)}*1 00
Promoter	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	134551553	47.25	112163914	22387639	83.36	16.64
Total	509024770	358620965		336233326			

Resolution No.14 –Authorization for raising funds through issue of securities- Passed with requisite majority as a Special Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	135082333	47.43	123624551	11457782	91.52	8.48
Total	509024770	359151745		347693963			

Resolution No.15 –Authorization for placement of Non- Convertible Debentures- Passed with requisite majority as a Special Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	135082677	47.43	135081192	1485	100	0
Total	509024770	359152089		359150604			

Resolution No.16 –Increase in the limit of FIIs holding in the Company- Passed with requisite majority as a Special Resolution

Promoter/ Public	No. of Shares Held	No of votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor 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	224257742	224069412	99.92	224069412	-	100	0
Public	284767028	135083233	47.43	135081312	1921	100	0



Total	509024770	359152645		359150724			

For APOLLO TYRES LTD.

P.N. Wahal
COMPANY SECRETARY

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR APOLLO TYRES LTD.

To,

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

Passing of Resolution through E-Voting and poll conducted at the 41st Annual General Meeting of Apollo Tyres Ltd held on 6th August 2014

Dear Sir,

I, **P.P. Zibi Jose, Practising Company Secretary**, have been appointed by the Board of Directors of Apollo Tyres Ltd as the Scrutinizer for the e-voting process held between 01.08.2014 (9.00 A.M.) to 02.08.2014 (6.00 P.M.) and the Chairman of the 41st Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted on the resolution(s) contained in the Notice of the 41st Annual General Meeting of the members of the Company held on Wednesday, 06th August, 2014 at Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Kochi at 10.00 A.M..

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for E-Voting to the shareholders from 01.08.2014 (9.00 A.M.) to 02.08.20014 (6.00 P.M.). On completion of e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 05.08.2014, in the presence of two witnesses.

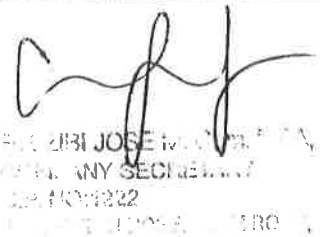
At the 41st AGM of the company held on 6th August 2014, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT 13.

The result of e-voting together with that of the poll is as under:-

Item No of Notice	Particulars of Business	Votes in favor of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.1 of the Notice (As an Ordinary Resolution)	E-Voting	321357368	89.98	812	0.	NIL	-
	Poll	35764944	10.02	41	0	12804	0
	Total	357122312	100	853	0	12804	0

P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. NO:[illegible]
[illegible], S.R.M. Road, COCHIN-18
PH: [illegible]

Item No.2 of the Notice (As an Ordinary Resolution)	E-Voting	323387717	90.04	812	0	NIL	-
	Poll	35764775	9.96	76	0	12804	0
	Total	359152492	100	888	0	12804	0
Item No.3 of the Notice (As an Ordinary Resolution)	E-Voting	323099621	89.96	288257	0.08	NIL	-
	Poll	35764825	9.96	62	0	12804	0
	Total	358864446	99.92	288319	0	12804	0
Item No.4 of the Notice (As an Ordinary Resolution)	E-Voting	321542648	89.77	870390	0.24	NIL	-
	Poll	33763915	9.43	2000050	0.56	12804	0
	Total	355306563	99.2	2870440	0.8	12804	0
Item No.5 of the Notice (As an Ordinary Resolution)	E-Voting	323387463	90.04	895	0	NIL	-
	Poll	35763865	9.96	550	0	12804	0
	Total	359151328	100	1445	0	12804	0
Item No.6 of the Notice (As an Ordinary Resolution)	E-Voting	235149975	65.61	87707753	24.47	NIL	-
	Poll	24823495	6.92	10771794	3.00	12804	0
	Total	259973470	72.52	98479547	27.47	12804	0
Item No.7 of the Notice (As an Ordinary Resolution)	E-Voting	301504913	84.13	21352815	5.96	NIL	-
	Poll	33523995	9.35	2000064	0.56	12804	0
	Total	335028908	93.48	23352879	6.52	12804	0
Item No.8 of the Notice (As an Ordinary Resolution)	E-Voting	234563090	65.44	88293153	24.62	NIL	-
	Poll	23467784	6.56	12129025	3.38	12804	0
	Total	258030874	72	100422178	28	12804	0
Item No 9 of the Notice (As an Ordinary Resolution)	E-Voting	321400815	89.55	1986148	0.55	NIL	-
	Poll	32880626	9.16	2643419	0.74	12804	0
	Total	354281441	98.71	4629567	1.29	12804	0
Item No.10 of the Notice (As an Ordinary Resolution)	E-Voting	298970128	83.36	23887600	6.66	NIL	-
	Poll	32978184	9.20	2786183	0.78	12804	0
	Total	331948312	92.56	26673783	7.44	12804	0
Item No.11 of the Notice (As an Ordinary Resolution)	E-Voting	258953506	72.10	64434521	17.94	NIL	-
	Poll	33807182	9.41	1957675	0.55	12804	0
	Total	292760688	81.51	66392196	18.49	12804	0



Item No.12 of the Notice (As an Ordinary Resolution)	E-Voting	301795945	84.15	21060721	5.87	NIL	-
	Poll	32335405	9.02	3428952	0.96	12804	0
	Total	334131350	93.17	24489673	6.83	12804	0
Item No.13 of the Notice (As an Ordinary Resolution)	E-Voting	303255272	84.56	19601456	5.47	NIL	-
	Poll	32978054	9.20	2786183	0.77	12804	0
	Total	336233326	93.76	22387639	6.24	12804	0
Item No. 14 of the Notice (As a Special Resolution)	E-Voting	311930401	86.85	11457627	3.19	NIL	-
	Poll	35763562	9.96	155	0	12804	0
	Total	347693963	96.81	11457782	3.19	12804	0
Item No. 15 of the Notice (As a Special Resolution)	E-Voting	323386542	90.04	1330	0	NIL	-
	Poll	35764062	9.96	155	0	12804	0
	Total	359150604	100	1485	0	12804	0
Item No. 16 of the Notice (As a Special Resolution)	E-Voting	323386822	90.04	1706	0	NIL	-
	Poll	35763902	9.96	215	0	12804	0
	Total	359150724	100	1921	0	12804	0

All the resolutions stands passed under e-voting and poll with requisite majority.

Thanking You,
Yours Faithfully,

P.P Zibi Jose
Practising Company Secretary

Form No. MGT- 13

Report of Scrutinizer

(Pursuant to section 109 of the Companies Act, 2013 & Rule 21 (2) of the Companies (Management and Administration) Rules, 2014)

To,

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

41st Annual General Meeting of the members of Apollo Tyres Ltd held on Wednesday, 06th August, 2014 at Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Kochi at 10.00 A.M.

Dear Sir,

I, **P.P. Zibi Jose, Practising Company Secretary**, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions (s) at the 41st Annual General Meeting of Apollo Tyres Ltd, held on Wednesday, 06th August, 2014 at Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Kochi at 10.00 A.M., submit my report as under:-

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll is as under:-

ORDINARY BUSINESS

(a) Resolution No. 1- Adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2014 – Passed with requisite majority as an Ordinary Resolution

RESOLVED THAT the Audited Accounts of the Company for the year ended March 31, 2014 and the Reports of the Directors and of the Auditors thereon be and are hereby adopted

PP. ZIBI JOSE M.Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. No. 1222
39, TEN ROSE, S.R.M. ROAD, COCHIN-18
...4688 / 2401534

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
176	35764944	99.992

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	41	0

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(b) Resolution No.2 – Declaration of Dividend on Equity Shares- Passed with requisite majority as an Ordinary Resolution

"RESOLVED THAT the dividend @ Re.0.75 per Equity Share on 50,90,24,770 Equity Shares of the Company as recommended by the Board of Directors be and is hereby approved for payment out of distributable profits of the Company relating to the year ended March 31, 2014 to be paid to the members whose names appear in the Register of Members on the basis of opening balances of shares as on 21st July, 2014 with depositories in case of shares under demat form and as on 6th August,2014 in case of shares held in physical form.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
171	35764775	99.992

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	76	0

P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY
[illegible], TEN ROSE, S.R.M ROAD, COCHIN -18
[illegible]/2401684

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(c) Resolution No.3 – Reappointment of Mr. P.H. Kurian who retires by rotation- Passed with requisite majority as an Ordinary Resolution

"RESOLVED THAT Mr. P.H. Kurian (DIN 00027596), Director who retires by rotation, be and is hereby re-appointed as a Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
169	35764825	99.992

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	62	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(d) Resolution No.4 – Appointment of Auditors and fixing their remuneration- Passed with requisite majority as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), retiring auditors be and are hereby reappointed as Statutory Auditors of the Company for the financial years 2014-15 to 2016-17 (subject to ratification of the appointment by the members at every annual general meeting to be held during the period) on such remuneration as may be decided by the Board.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
166	33763915	94.398

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	2000050	5.592

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

SPECIAL BUSINESS

(e) Resolution No.5 – Payment of remuneration to Cost Auditors- Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
166	357663865	99.989

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	550	0.002

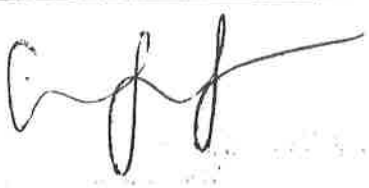
(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(f) Resolution No.6 –Appointment of Mr. A.K Purwar as an Independent Director – Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
144	24823495	69.402



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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	10771794	30.116

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(g) Resolution No.7 –Appointment of Mr. K. Jacob Thomas as an Independent Director – Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
164	33523995	93.727

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	2000064	5.592

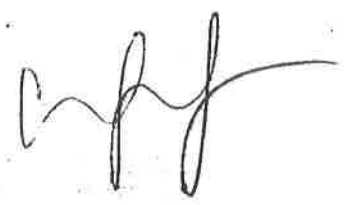
(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(h) Resolution No.8 –Appointment of Mr. Nimesh N Kampani as an Independent Director- Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
146	23467784	65.612



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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	12129025	33.910

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(i) Resolution No.9 –Appointment of Mr. Robert Steinmetz as an Independent Director – Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
161	32880626	91.928

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2643419	7.391

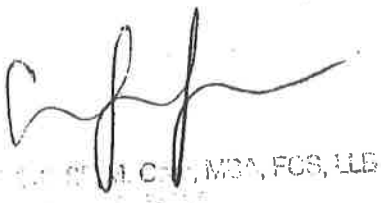
(iii) **Invalid Votes**:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(j) Resolution No.10 –Appointment of Dr.S.Narayan as an Independent Director – Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
162	32978184	92.201



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[illegible], S.R.M ROAD, COCHIN-16
[illegible]014

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2786183	7.790

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(k) Resolution No.11 –Appointment of Mr.Vikram S. Mehta as an Independent Director – Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
154	33807182	94.519

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	1957675	5.473

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(l) Resolution No.12 –Appointment of Mr.Akshay Chudasama as an Independent Director – Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
161	32335405	90.404

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	3428952	9.587

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(m)Resolution No.13 –Appointment of Ms.Pallavi Shroff as an Independent Director – Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
160	32978054	92.200

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2786183	7.790

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(n) Resolution No.14 –Authorization for raising funds through issue of securities- Passed with requisite majority as a Special Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
162	35763562	99.988

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	155	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(o) Resolution No.15 –Authorization for placement of Non- Convertible Debentures- Passed with requisite majority as a Special Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
163	35764062	99.990

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	155	0

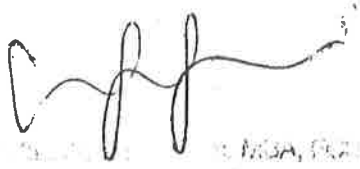
(iii) **Invalid Votes**:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

(p) Resolution No.16 –Increase in the limit of FIIs holding in the Company- Passed with requisite majority as a Special Resolution

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
160	35763902	99.989



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	215	0.001

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
84	12804

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST' and those whose votes(hard copy) were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.

Thanking You,

Yours Faithfully,

P.P. Zibi Jose
Practicing Company Secretary

Place:- Kochi
Date:- 06.08.2014

CC

To

The Company Secretary
Apollo Tyres Ltd
6th Floor, Cherupushpam Building,
Shanmugham Road, Kochi-31

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

05.08.2014

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

Report of the Scrutinizer on Electronic Voting pursuant to Section 108 of the Companies Act 2013 and rule 20 (3) (ix) of the Companies (Management and Administration Rules) 2014.

Dear Sir,

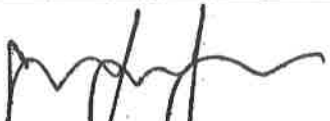
I, **P.P. Zibi Jose, Practising Company Secretary,** have been appointed by the Board of Directors of Apollo Tyres Ltd as the Scrutinizer for the e-voting process to ascertain the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014 on the resolution(s) contained in the Notice of the 41st Annual General Meeting of the members of the Company to be held on Wednesday, 06th August, 2014 at Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Kochi at 10.00 A.M..

As the Scrutinizer, I report that in Compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014 the above electronic voting remained open to the members from 01.08.2014 (9.00 A.M.) to 02.08.2014 (6.00 P.M.). The e-voting period was completed three days prior to the date of meeting as per the above rule.

On completion of e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 05.08.2014, in the presence of two witnesses, who were not in employment of the Company. The names and signatures of the witnesses are as follows:-

Sl.No	Name of Witness	Signature
1.	Anju Anna Jolly Malikapurath(H) Vellapadu PO Pala - 686575	
2.	Ambily M Kunnummel Chira Kokkothamangalam PO Chethala	

Contd on.2



P.P. ZIBI JOSE M.Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. NO:1222
61/2939, TEN ROSE, S.R.M ROAD, COCHIN -18
PH : 2401685 / 2401684

The details containing interalia, list of equity shareholders, who voted "for"," against" the resolution that was put to vote were generated from e-voting website of NSDL www.evoting.nsdl.com and based on such reports, result of the e-voting is as under:-

ORDINARY BUSINESS

(a) **Resolution No. 1- Adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2014 – Passed with requisite majority as an Ordinary Resolution**

RESOLVED THAT the Audited Accounts of the Company for the year ended March 31, 2014 and the Reports of the Directors and of the Auditors thereon be and are hereby adopted

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
239	321357368	100	63

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
3	812	0	0

(iii) **Invalid** Votes: NIL

(b) **Resolution No.2 – Declaration of Dividend on Equity Shares- Passed with requisite majority as an Ordinary Resolution**

"RESOLVED THAT the dividend @ Re.0.75 per Equity Share on 50,90,24,770 Equity Shares of the Company as recommended by the Board of Directors be and is hereby approved for payment out of distributable profits of the Company relating to the year ended March 31, 2014 to be paid to the members whose names appear in the Register of Members on the basis of opening balances of shares as on 21st July, 2014 with depositories in case of shares under demat form and as on 6th August,2014 in case of shares held in physical form

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
239	323387717	100	64

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
3	812	0	0

(iii) **Invalid** Votes: NIL

Contd.on 3

PP [illegible] JOSEPH, B.Com, MBA, FCS, LL.B.
COMPANY SECRETARY
[illegible] BRIDGE, [illegible] ROAD, COCHIN
[illegible]

(c) **Resolution No.3 – Reappointment of Mr. P.H. Kurian who retires by rotation- Passed with requisite majority as an Ordinary Resolution**

"RESOLVED THAT Mr. P.H. Kurian (DIN 00027596), Director who retires by rotation, be and is hereby re-appointed as a Director of the Company

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
231	323099621	100	63

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
9	288257	0	0

(iii) Invalid Votes: NIL

(d) **Resolution No.4 – Appointment of Auditors and fixing their remuneration- Passed with requisite majority as an Ordinary Resolution**

RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), retiring auditors be and are hereby reappointed as Statutory Auditors of the Company for the financial years 2014-15 to 2016-17 (subject to ratification of the appointment by the members at every annual general meeting to be held during the period) on such remuneration as may be decided by the Board.

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
228	321542648	100	63

Contd.4

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
8	870390	0	0

(iii) **Invalid** Votes: NIL

SPECIAL BUSINESS

(e) **Resolution No.5 – Payment of remuneration to Cost Auditors- Passed with requisite majority as an Ordinary Resolution**

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
234	323387463	100	64

Contd.on 4

B.P. [illegible] M.Com, ACA, FCS, LL.B.
[illegible]
C.P. [illegible]
61/2939, VEN ROSE, S.R.M ROAD, COCHIN-18
PH: 2401605 / 2401634

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
6	895	0	0

(iii) **Invalid** Votes: NIL

(f) Resolution No.6 –Appointment of Mr. A.K Purwar as an Independent Director - Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
108	235149975	73	46

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
132	87707753	27	17

(iii) **Invalid Votes: NIL**

(g) Resolution No.7 –Appointment of Mr. K. Jacob Thomas as an Independent Director - Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
203	301504913	93	59

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
37	21352815	7	4

(iii) **Invalid** Votes: NIL

(h) Resolution No.8 –Appointment of Mr. Nimesh N Kampani as an Independent Director-Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
103	234563090	73	46

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...SECRETARY
...ROAD, COCHIN-16
...24/1684

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
134	88293153	27	17

(iii) **Invalid** Votes: NIL

(i) Resolution No.9 –Appointment of Mr. Robert Steinmetz as an Independent Director - Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
225	321400815	99	63

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
12	1986148	1	0

(iii) **Invalid** Votes: NIL

(j) Resolution No.10 –Appointment of Dr.S.Narayan as an Independent Director - Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
212	298970128	93	59

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
28	23887600	7	5

(iii) **Invalid** Votes: NIL

(k) Resolution No.11 –Appointment of Mr.Vikram S. Mehta as an Independent Director - Passed with requisite majority as an Ordinary Resolution

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
132	258953506	80	51

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MBA, FCS, LLB
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TEN ROSE

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
107	64434521	20	13

(iii) **Invalid** Votes: NIL

(l) **Resolution No.12 –Appointment of Mr.Akshay Chudasama as an Independent Director - Passed with requisite majority as an Ordinary Resolution**

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
206	301795945	93	59

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
32	21060721	7	4

(iii) **Invalid** Votes: NIL

(m) **Resolution No.13 –Appointment of Ms.Pallavi Shroff as an Independent Director - Passed with requisite majority as an Ordinary Resolution**

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
211	303255272	94	60

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
28	19601456	6	4

(iii) **Invalid** Votes: NIL

(n) **Resolution No.14 –Authorization for raising funds through issue of securities- Passed with requisite majority as a Special Resolution**

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
230	311930401	96	61

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[illegible] 24[illegible]

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(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
10	11457627	4	2

(iii) **Invalid** Votes: **NIL**

(o) **Resolution No.15 –Authorization for placement of Non- Convertible Debentures- Passed with requisite majority as a Special Resolution**

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
230	323386542	100	64

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
9	1330	0	0

(iii) **Invalid** Votes: NIL

(p) **Resolution No.16 –Increase in the limit of FIIs holding in the Company- Passed with requisite majority as a Special Resolution**

(i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
230	323386822	100	64

(ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
11	1706	0	0

(iii) **Invalid** Votes: NIL

Yours Truly

P.P Zibi Jose
Practising Company Secretary
P.P ZIBI JOSE M. COM, MBA, FCS, LLB.
COMPANY SECRETARY
C.P.NO:1222
61/2939, TEN ROSE, S.R.M ROAD, COCHIN -18
PH: 2401685 / 2401684

cc
To

The Company Secretary, Apollo Tyres Ltd., 6th Floor, Cherupushpam Building, Shanmugham Road, Kochi - 31