

APOLLO TYRES LTD

7 Institutional Area,
Sector 32,
Gurgaon 122001,
Haryana, India

T: +91 124 2383002
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apolloytyres.com



ATL/SEC-21

September 16, 2015

The Secretary,
National Stock Exchange of India Ltd,
Exchange Plaza
Bandra- Kurla Complex,
Bandra (E)
Mumbai- 400 051

The Secretary
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400001.

Dear Sirs,

Sub: POSTAL BALLOT NOTICE

Pursuant to the provisions of Clause 31 of the Listing Agreement, please find enclosed herewith six copies of Postal Ballot Notice as sent to the shareholders of the Company.

This is for your information and record.

Thanking You

Yours faithfully
For APOLLO TYRES LTD

A handwritten signature in black ink, appearing to read "Seema Thapar".

(SEEMA THAPAR)
Company Secretary

Encl: as above



Apollo Tyres Ltd

Regd. Office: 6th Floor, Cherupushpam Building, Shanmugham Road, Kochi-682 031 (Kerala)
(CIN-L25111KL1972PLC002449) Tel: +91 484 2372767 Fax: +91 484 2370351,
E-mail: investors@apolloytyres.com
Web: apolloytyres.com

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to the Members of the Company to be passed as Special Resolution by way of Postal Ballot / e-voting. The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter. The explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

AUTHORISATION FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"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.

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."

By order of the Board
For Apollo Tyres Ltd

(Seema Thapar)

COMPANY SECRETARY

Place: Kochi

Date: August 11, 2015

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on September 4, 2015.
3. The Board of Directors of the Company (the "Board") has appointed Mr. P.P. Zibi Jose, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the self addressed business reply envelope are enclosed for the use of Members.
4. 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 is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has 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 is optional.
5. The e-voting period commences on September 18, 2015 (10:00 A.M) and ends on October 17, 2015 (5:00 P.M.). During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut off date of September 4, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
6. The voting rights of Members shall be as per the number of equity shares held by Members as on the cut-off date September 4, 2015
7. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.apollotyres.com.
8. You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affix your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on October 17, 2015.
9. The Member cannot vote both by post and E-voting. In case Member cast their votes both by post and E-voting, his vote by post shall be treated as invalid.
10. Further, the Postal Ballot Form shall also be treated as invalid if a Form other than one issued by the Company has been used; or if Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company; or if neither Assent nor Dissent is mentioned.
11. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/ any other person authorised by him. Based on the Scrutinizer's report, the result of the Postal Ballot would be announced by the Chairman or any other person authorised by him, on or before 5 P.M. on October 20, 2015 at the Registered Office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed on the Notice Board of the Company at its Registered Office and its Head Office and shall be intimated to the Stock Exchanges where the shares of the Company are listed, and will be displayed on the Company's website viz.www.apollotyres.com.
12. The Resolution, if passed by requisite majority, through Postal Ballot shall be deemed to have been duly passed at a General Meeting of the Members on the last date for receipt of duly completed Postal Ballot forms or e-voting ie., October 17, 2015.
13. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office

of the Company between 11:00 A.M. to 5:00 P.M. on any working day up to the date of declaration of results of the Postal Ballot.

14. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes (Sr. No. 16) to the notice.
15. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Members and e-voting user manual for Members available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. In case of any grievances connected with the E-Voting for Postal Ballot, Members can send their queries/ grievances to Mr Rajiv Ranjan, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email: evoting@nsdl.co.in, Toll Free No. 1800222990.

16. Procedure for Members opting for E-VOTING

- a) In case of Members receiving the Postal Ballot Form by E-mail:
- i) Open e-mail and open PDF file viz; "ATLe-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on "Members – Login".
 - iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"
 - v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - vii) Select "EVEN" (Electronic Voting Event Number) of Apollo Tyres Limited.
 - viii) Now you are ready for e-Voting as "Cast Vote" page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) For the votes to be considered valid, the corporate and institutional Members (Companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at tenrose@vsnl.com or investors@apolloytyres.com with a copy marked to evoting@nsdl.co.in.
- b) In case of Members receiving Postal Ballot Form by Post:
- i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all steps from Sr. No. 16 (ii) to (xii) of the Notes mentioned in the Postal Ballot Notice above, to cast your vote.
 - c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In order to augment long term resources for financing the repayment of existing debt and/or for general corporate purposes, the Members of the Company at their meeting held on 6th August 2014 had approved for raising of funds not exceeding Rs.5000 million through Issue of Unsecured/Secured Non-Convertible Debentures (NCDs) through Private Placement, in one or more tranches within overall borrowing limits of the Company. The above resolution was valid upto 5th August 2015.

In order to meet capex requirements towards ongoing/proposed expansions at Chennai and Kalamassery Plants, the Board approved raising of funds through issue of NCDs for not exceeding Rs.10,000 million out of approved debt of Rs.20,000 million for the Capex.

As per provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "Non-Convertible Debentures", it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

Further, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board, shall be authorized to determine the terms of the Issue, including the class of investors to whom the NCDs are to be allotted, the number of NCDs 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 bond/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.

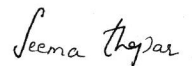
The Board of Directors of the Company, at its Meeting held on August 11, 2015 has approved the above proposal and recommends the passing of proposed Special Resolution by Members of the Company.

The approval of the Members is being sought by way of a Special Resolution under Section 42 & 71 of the Companies Act, 2013, read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution.

The Board of Directors recommends resolution set out above for your consideration and approval.

By order of the Board
For Apollo Tyres Ltd



(Seema Thapar)

COMPANY SECRETARY

Place: Kochi

Date: August 11, 2015