APOLLO TYRES LTD
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October 7, 2016

The Secretary, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Maharashtra	The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400051, Maharashtra

Sub: Disclosure pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015

Ref: Amalgamation of Apollo (Mauritius) Holdings Pvt. Ltd. (AMHPL), a wholly owned subsidiary, with the Company.

Dear Sir,

This is with reference to our letter dated August 26, 2016 on the above captioned matter, please be informed that the Company has received the certified copy of orders from the Hon'ble High Court of Kerala sanctioning scheme of Amalgamation of Apollo (Mauritius) Holdings Pvt. Ltd. (AMHPL) a wholly owned subsidiary, with the Company. The copy of aforesaid order is enclosed.

You are requested to take on record the above mentioned information as disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,

FOR APOLLO TYRES LTD.

Seema Thapar

(Seema Thapar)
COMPANY SECRETARY

IN THE HIGH COURT OF KERALA AT ERNAKULAM
(Original Jurisdiction)

In the matter of the Companies Act, 1956
and
In the matter of Petition under section 391 to 394 of the Companies Act,1956
and
In the matter of APOLLO TYRES LTD.

Co.Pet.No.19/2016
Connected with
MCA No.23/2016

Before:
THE HONOURABLE MR.JUSTICE ALEXANDER THOMAS
Friday, the 26th day of August 2016/4th Bhadraa, 1938

TRANSFEREE COMPANY/PETITIONER

APOLLO TYRES LTD.
A COMPANY REGISTERED UNDER THE COMPANIES ACT,1956,
HAVING ITS REGISTERED OFFICE AT 3RD FLOOR, AREEKAL MANSION,
NEAR MANORAMA JUNCTION, PANAMPILLY NAGAR,KOCHI 682 036.

Company petition under section 391 to 394 of the Companies Act,19 filed by the petitioner above named praying for an order:-

a). That the Scheme of Amalgamation may be sanctioned by this Hon'ble Court as more particularly provided for in the copy of the Scheme of Amalgamation as annexed as Annexure-P1 so as to be binding on all the shareholders of the Transferee Company/Petitioner.

b). That this Hon'ble Court be pleased to issue separate Dasti Notices of the Petition for sanction of the Scheme of Amalgamation annexed hereto as Annexure-P1 to the Regional Director,attached to this Hon'ble Court.

c). That this Hon'ble Court be pleased to direct the publication of the Notices of the Petition/hearing under Rule 80 of the Companies (Court) Rules , 1959.

Contd....

Co.Pet.No.19/2016

d). That the Hon'ble Court may be pleased to pass such other and further orders as are deem fit and proper in the facts and circumstances of the present case.

This Company Petition coming on for orders on this day upon hearing M/S.SANTHOSH MATHEW,SATHISH NINAN,ARUN THOMAS, JENNIS STEPHEN, ALAPHIN ANTONY,VIJAY V.PAUL,MANOJ KUMAR, Advocates for the petitioner and SRI. N.NAGARESH, ASSISTANT SOLICITOR GENERAL OF INDIA for Registrar of Companies and for Regional Directorate, Ministry of Corporate Affairs, Chennai, and SRI.K.MONI, Counsel for the Official Liquidator, the court passed the following:-

sas

ALEXANDER THOMAS, J.

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C.P.No. 19 of 2016

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Dated this the 26th day of August, 2016

JUDGMENT

The aforecaptioned Company Petition is instituted under Secs.391 and 394 of the Companies Act, 1956, to secure sanction of this Court to Ext.P-1 scheme of amalgamation between the applicant company (Apollo Tyres Ltd.), which is the transferee company) under the provisions of the Companies Act, 1956 and transferor company concerned [Apollo (Mauritius) Holdings Private Ltd.] as approved by the equity shareholders, secured creditors and unsecured creditors of the transferee company. This Court as per Anx.P-2 order dated 26.4.2016 in M.C.A.No. 23/2016 had ordered for dispensation of the meetings of the equity shareholders, secured creditors and unsecured creditors of the transferee company and had also granted permission therein to the applicant transferee company to institute appropriate company petition to seek formal sanction of scheme of amalgamation.

2. This Court while entertaining this petition had passed

order dated 22.6.2016 directing the petitioner to cause publication of advertisements in two newspapers, viz. "*The Hindu*" in English language and "*Mathrubhoomi*" in Malayalam language, both having circulation in all India editions showing the date of hearing of this petition before this Court as 12.8.2016. The petitioner was also directed therein to serve copies of this C.P. to the learned Standing Counsel for the Official Liquidator and the learned Assistant Solicitor General appearing on behalf of the Directorate of the Union Ministry of Corporate Affairs, to enable those respective parties to file their responses, if any within two weeks.

3. The petitioner has now filed affidavit dated 22.8.2016 stating that the abovesaid directions issued by this Court on 22.6.2016 have been complied and that necessary advertisements as directed by this Court have already been carried out in two newspapers concerned on 25.7.2016 showing the proposed date of hearing of the C.P. as 12.8.2016. The aforestated newspapers in which advertisements have been so carried out, have also been brought on record on the filed of this Court.

4. The Official Liquidator has filed a memo dated 28.7.2016, stating that since the transferor company involved in

Ext.P-1 scheme of amalgamation, is not coming under the jurisdiction of this Court, the report as required to be filed under second proviso to Sec. 394(1) of the Companies Act, 1956, by the Official Liquidator in respect of the transferor company, viz., M/s. Apollo (Mauritius) Holding Pvt. Ltd., is not necessary. The said memo dated 28.7.2016 has been placed on record, which reads as follows:

> *"It is respectfully submitted that in pursuance with the direction of this Hon'ble Court dated 22.06.2016, the Official Liquidator has been served with a copy of the above Company Petition No.19/2016 filed by the petitioner company seeking sanction of this Hon'ble Court for a Scheme of Amalgamation between M/s.Apollo Tyres Limited and M/s. Apollo (Mauritius) Holdings Private Limited under Section 391 to 394 of the Companies Act, 1956. Since the transferor company involved in the scheme of amalgamation is not coming under the jurisdiction of this Hon'ble Court, the report as required to be filed under second proviso to Section 394(1) of the Companies Act, 1956 by the Official Liquidator in respect of the transferor company viz: M/s. Apollo (Mauritius) Holdings Private Limited is not necessary. M/s.Apollo (Mauritius) Holdings Private Limited having its registered office in the Republic of Mauritius. The above submission made by the Official Liquidator may please be recorded by this Hon'ble Court."*

5. The learned Assistant Solicitor General has filed a report dated 24.8.2016 of the Registrar of Companies, Kerala, wherein it is stated in para 2 thereof that the Regional Director, Ministry of Corporate Affairs (Southern Region) Chennai being the competent authority by virtue of the powers delegated to him by the Central Government, has examined the scheme of arrangement and

amalgamation (Ext.P-1) and other relevant papers made available to him in respect of the matters referred to in the above petition and accordingly decided not to make any objection to the above scheme of amalgamation.

6. From a reading of the pleadings and materials on record, Ext.P-1 scheme appears to be fair and reasonable and it is not in violation of the provisions of law and is not contrary to the public policy. Moreover, in spite of the publication regarding the date of hearing, as shown in the aforestated advertisements in two newspapers, none of the parties concerned have come forward to oppose the scheme in any manner.

7. Heard Sri.Santhosh Mathew & Shri Manoj Kumar, learned Advocates for the petitioner, Sri.K.Moni, learned Standing Counsel appearing for the Official Liquidator and Sri.N.Nagaresh, learned Assistant Solicitor General of India appearing for the Registrar of Companies and the Government in the Ministry of Corporate Affairs (Regional Directorate, Chennai).

8. After hearing all the parties concerned and after perusal of the records including the memo of the Official Liquidator and the report of the Regional Directorate of the Union Ministry of Corporate

Affairs, this Court is of the considered opinion that Ext.P-1 scheme in this Company Petition can be sanctioned and it is accordingly so ordered. The scheme sanctioned by this Court shall be produced before the Registrar of Companies by the petitioner within the stipulated time as per the rules. The Registry of this Court is directed to issue necessary orders in Form 42 in terms of Rule 84 of the Companies (Court) Rules, 1959.

9. The petitioner shall pay Rs.35,000/- (Rupees thirty five thousand only) each to Sri.K.Moni, learned Standing Counsel for the Official Liquidator as well as Sri.N.Nagaresh, learned A.S.G., who appears for the the Regional Directorate of the Ministry of Corporate Affairs, Chennai, as their fee, without much delay.

With these observations and directions, the aforecaptioned Company Petition stands finally disposed of.

Sd/-

ALEXANDER THOMAS, JUDGE

//True Copy//

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28/9/16

Section Officer

ANNEXURES:

P-1: Photocopy of Scheme of Amalgamation between Apollo(Mauritius) Holdings Private Limited and Apollo Tyres Ltd.

P-2: Photocopy of order dated 26.04.2016 passed by this Honourable Court in M C A No. 23 of 2016.

P-3: Photocopy of the Individual Notice issued to the unsecured creditors of the petitioner along with proof of service of the said individual notices.

P-4: Photocopy of consent letter received from the NCD Holder (the remaining secured creditor) for the scheme of amalgamation.

FORM 42

IN THE HIGH COURT OF KERALA AT ERNAKULAM
(Original Jurisdiction)

In the matter of the Companies Act, 1956

and

In the matter of Sections 391 to 394 of the Companies Act, 1956

And

In the matter of Apollo Tyres Limited

Co.Pet.No.19/2016
Connected with
MCA No.23/2016

TRANSFEREE COMPANY/PETITIONER

APOLLO TYRES LTD., A COMPANY REGISTERED UNDER THE COMPANIES ACT, 1956, HAVING ITS REGISTERED OFFICE AT 3RD FLOOR, AREEKAL MANSION, NEAR MANORAMA JUNCTION, PANAMPILLY NAGAR, KOCHI 682 036.

Contd.....2

Before:
THE HONOURABLE MR.JUSTICE ALEXANDER THOMAS
Friday, the 26th day of August 2016/4th Bhadra, 1938

Order under section 394

Upon the above petition coming on for hearing on 26.08.2016, upon further reading the said petition filed under Sections 391 to 394 of the Companies Act,1956 and the order dated 26.04.2016 in MCA No.23/16 whereby the said companies were ordered to dispense with the meeting of the equity shareholders, secured creditors and unsecured creditors of the applicant company for the purpose of considering , and if thought fit, approving, with or without modification, the proposed scheme of Amalgamation between the said companies and annexed to the affidavit of Smt.Seema Thapar,wife of Sri.Praveen Thapar,aged about 50 years, residing at E-19,First Floor,Saket,New Delhi-110 017 filed the 8th day of April, 2016 in MCA No.23/16 and all India editions of the 'Hindu', daily and the 'Mathrubhumi', daily dated 25.07.2016, each containing the advertisement of the notice of date of hearing of the petition, memo dated 28/7/2016 of the Official Liquidator, affidavit dated 22/8/2016 of the counsel for the applicant company, Report dated 24/8/2016 of the Registrar of Companies, Kerala and upon hearing

Contd.....3

M/s.Santhosh Mathew,Sathish Ninan,Arun Thomas,Jennis Stephen,Alphin Antony,Vijay V.Paul, Manoj Kumar,Advocates for the petitioner, Sri.K.Moni, Counsel for the Official Liquidator, Sri.N.Nagaresh, Assistant Solicitor General of India, for Registrar of Companies and for Regional Directorate of Ministry of Corporate Affairs , Chennai,

THIS COURT DOTH ORDER

(1) That all the property, rights and powers of the transferor company specified in the first, second, and third parts of the Schedule hereto and all other property,rights and powers of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 394(2) of the Companies Act, 1956, be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same; and

(2) That all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall, pursuant to section 394(2) of the Companies Act, 1956, be transferred to and become the liabilities and duties of the transferee company; and

Contd....4

(3) That all proceedings now pending by or against the transferor company be continued by or against the transferee company; and

(4) That the transferee company do without further application allot to such members of the transferor company the shares in the transferee company to which they are entitled under the said compromise or arrangement; and

(5) That the transferor company do within 14 days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the transferor company shall be dissolved and the Registrar of Companies shall place all documents relating to the transferor company, and registered with him on the file kept by him in relation to the transferee company and the files relating to the said two companies shall be consolidated accordingly; and

(6) That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

SCHEDULE

PART I

Description of freehold property of the Transferor Company-NIL

PART II

Description of the leasehold property of the Transferor Company- NIL

PART III

1. Descriptive list of the assets and properties of the Transferor Company -

   i). Investment in Subsidiaries as on date 31-08-2016:

   a) Apollo Tyres Cooperatief U.A.

   b) Apollo Tyres (Cyprus) Private Ltd.

   ii). Accounts Receivable as on date 31-08-2016 was USD 7,235,857.81.

Accounts Receivable	Amount (USD)
Receivable from ATL India	7,233,649.48
Prepayments	2,208.33
Total	**7,235,857.81**

   iii). Bank balances as on 31-08-2016 was USD 190,206.85.

Bank Detail	Amount	Equivalent USD Amount
Deutsche Bank (USD Account)	USD 28,244.84	28,244.84
Standard Chartered Bank (USD Account)	USD 1,22,691.32	122,691.32
Standard Chartered Bank (EURO Account)	EUR (92.59)	(103.29)
HSBC Bank (USD Account)	USD 37,802.27	37,802.27
HSBC Bank (ZAR Account)	ZAR 10,279.06	708.25
HSBC Bank (EURO Account)	EURO 774.03	863.46
	Total	**190,206.85**

2. All the licenses, permits, quotas, contracts, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status, and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether before or after the Appointed Date, shall, under the provisions of Sections 391 to 394 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested

in and be available to the Transferee Company so as to become as and from the Appointed Date,

3. All the trademarks, know how, technical knowhow, trade names, descriptions, trading styles, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, designs, patents, copy rights, tenancies, privileges and any rights, title or interest in intellectual property rights, and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether before or after the Appointed Date, shall, under the provisions of Sections 391 to 394 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date.

Dated this the 26th day of August 2016

29/9/16
29/09/16

29.9.16.

(By the Court)

29.09.2016

JOINT REGISTRAR

TRUE COPY

Examiner

HIGH COURT OF KERALA
AT ERNAKULAM

Year and Number of Suit or other Proceedings	:	**CP 19 / 2016**
Name of Applicant/Advocate	:	**SRI.SATHISH NINAN**
Application Number	:	**B 12931/2016**
Application Date	:	**08-09-2016**
Date of Calling for Stamp	:	**01-10-2016**
Date of Production of Stamp	:	**03-10-2016**
Date When copy was Ready	:	**03-10-2016**
Date Notified for appearance to receive the copy	:	**13-10-2016**
Date when copy was delivered	:	3.10.16

Examiner