



October 18, 2016

ATL/SEC-21

ONLINE FILING

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.

Sub : Results of the Postal Ballot

Ref: Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended

Dear Sirs,

On the captioned subject and reference cited above, please find enclosed herewith the following:-

- 1) Result of Postal Ballot for seeking members approval through Special Resolution relating to "Authorization for Private Placement of Non-Convertible Debentures".
- 2) Scrutinizer Report on result of aforesaid Postal Ballot.

Submitted for your information and records.

Thanking you,

Yours faithfully,
For **APOLLO TYRES LTD.**

(SEEMA THAPAR)
COMPAY SECRETARY



October 18, 2016

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 October 18, 2016 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 August 9, 2016 are approved by them through the Postal Ballot and E-Voting:-

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. 7,500 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."

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

61/2939, Tenrose
- S.R.M. Road
Cochin-682018
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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)

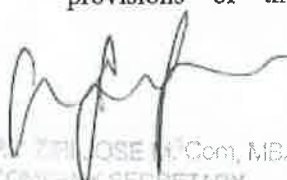
October 18, 2016.

The Chairman
Apollo Tyres Ltd
3rd Floor, Areekal Mansion,
Near Manorama Junction,
Panampilly Nagar,
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 Members in respect of the Special resolution mentioned in the Notice to the Postal Ballot dated August 9, 2016, 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 PM on October 17, 2016, or through e-voting facility which was kept open from September 18, 2016 (10:00 AM) to October 17, 2016 (5:00 PM)
- 2) In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and


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

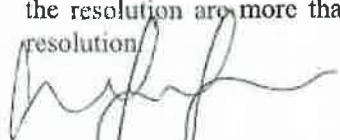
Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered e-voting facility as an option to all the Members of the Company. The Company had entered into an agreement with NSDL for facilitating e-voting 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 October 17, 2016.
- 5) I have considered all Postal Ballot Forms received up to 5.00 P.M. on October 17, 2016, and electronic votes recorded from September 18, 2016 (10:00 AM) to October 17, 2016 (5:00 PM), 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	301	745	1046
Total number of valid votes	145238	381966836	382112074
Votes cast in favour of the Resolution	133828	381955575	382089403
Votes cast against the Resolution	11410	11261	22671
Number of invalid Postal Ballots	7	0	7
Number of invalid votes	2875	0	2875

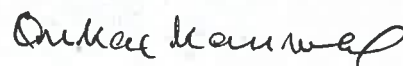
Result:- The Resolution for authorization of Private Placement of Non-Convertible Debentures is passed as a Special Resolution as the votes cast in favour (99.99%) of the resolution are more than three times the number of votes cast against (0.01%) the resolution.



P.P. Zibi Jose
(Practising Company Secretary)
SCRUTINIZER

P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. No. 1122
SIDE 3, IEN ROAD, S.R.M. ROAD, COCHIN-46
TEL: 047450512401004

For APOLLO TYRES LTD



(ONKAR S. KANWAR)
Chairman & Managing Director