



ATL/SEC/21

September 12, 2016

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

Dear Sir,

**Sub: NOTICE OF POSTAL BALLOT**

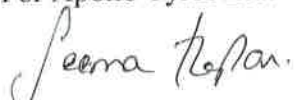
Please find enclosed herewith a copy of Notice of Postal Ballot (Notice) along with the Postal Ballot Form for issue of Non Convertible Debentures.

We request you to kindly upload the Notice and the Postal Ballot Form on your website.

The Postal Ballot Notice and Form are also available on the website of the Company at [www.apolloyres.com](http://www.apolloyres.com).

Thanking you

Yours faithfully,  
For Apollo Tyres Ltd.

  
Seema Thapar  
(Company Secretary)

Encl: as above



## APOLLO TYRES LTD

Regd. Office: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi-682 036(Kerala)  
(CIN-L2511KL1972PLC002449) Tel:- 481 484 4012046 Fax: +91 484 4012048, Email: investors@apolloyres.com  
Web: apolloyres.com

### Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

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 be passed by the Members of the Company by way of Postal Ballot. 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

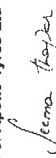
To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"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. 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."

By Order of the Board  
For Apollo Tyres Ltd

Place: Kochi  
Dated: August 9, 2016

  
(Seema Thapar)  
Company Secretary

### 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 2, 2016.

### 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 through postal ballot on October 17, 2015 had passed the resolution for raising of funds not exceeding Rs.10,000 million through Issue of Secured Non-Convertible Debentures (NCDs) through Private Placement, in one or more tranches within overall borrowing limits of the company. The Company had raised Rs.3,250 million by allotment of NCDs on May 30, 2016 through Private Placement Offer. The above resolution is valid upto October 16, 2016.

In order to meet Company's Capex requirements, the Board approved raising of funds through issue of NCDs for not exceeding Rs.7,500 million out of approved debt of Rs.20,000 million.

In order to enable the Company to further offer or invite subscriptions for Non Convertible Debentures on a private placement basis, in one or more tranches, 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 9, 2016 had approved the above proposal and recommends the passing of proposed Special Resolution by Members of the Company.

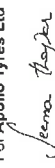
The approval of the Members is being sought by way of a Special Resolution under Section 42 & 71 of the Companies Act, 2013, read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the period of 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

Place: Kochi  
Dated: August 9, 2016

  
(Seema Thapar)  
Company Secretary

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 2016 (10:00 AM) and ends on October 17, 2016 (5:00 PM). 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 2, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. 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 2, 2016
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](http://www.evoting.nsdl.com) or from the 'Investors' section on the Company's website [www.apollo tyres.com](http://www.apollo tyres.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 PM on October 17, 2016.
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 5:00 PM on October 20, 2016 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.apollo tyres.com](http://www.apollo tyres.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 i.e., October 17, 2016.
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 AM to 5:00 PM 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](http://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 Panel, Mumbai-400 013. Email: [evoting@nsdl.co.in](mailto: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 (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@vnt.com](mailto:tenrose@vnt.com) or [investors@apolloyres.com](mailto:investors@apolloyres.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 (a) (i) 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.

# APOLLO TYRES LTD



Regd. Office: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi-682 036(Kerala)  
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email :investors@apolloytyres.com  
Web.: apolloytyres.com

## POSTAL BALLOT FORM

1. Name & Address of the shareholder(s)

Postal Ballot No.....

| Registered Folio No. | DP ID No. | Client ID No. | Number of shares held |
|----------------------|-----------|---------------|-----------------------|
|                      |           |               |                       |

| E-Voting Even Number | User ID | Password |
|----------------------|---------|----------|
|                      |         |          |

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated August 9, 2016 by conveying my/our assent or dissent to the said Resolution by placing the tick ( ✓ ) mark in the appropriate box below :

| Description of the Special Resolution                             | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|---|---------------|-------------------------------------|--|
| Authorisation for Private Placement of Non-Convertible Debentures |               |                                     |  |

Place :

Date :

(Signature of the Member)

**Note:**

- 1) Please read the instructions printed overleaf carefully before exercising your vote.
- 2) Members holding shares in demat mode and physical form are requested to intimate all changes with respect to their bank details, email address etc. to their Depository Participant and Company respectively.



## INSTRUCTIONS

### 1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form/e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr.P.P. Zibi Jose, Practicing Company Secretary, at C/o Apollo Tyres Ltd., 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi-682 036 (Kerala) in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) The votes should be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
- c) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- d) In respect of shares held by Corporate and Institutional Members (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- e) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- f) Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5:00 PM on October 17, 2016. Postal Ballot Forms received after this date will be considered invalid.
- g) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company at [investors@apolloytyres.com](mailto:investors@apolloytyres.com)
- i) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2(d) above) along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper is found in such envelope the same would not be considered and would be if destroyed by the Scrutinizer.
- j) The result of the postal ballot would be announced on or before October 20, 2016.