APOLLO TYRES LTD
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GST No.: 06AAACA6990Q1Z2

ONLINE FILING

ATL/SEC-21

August 7, 2018

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: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Postal Ballot

Dear Sir,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of notice of Postal Ballot dated August 1, 2018 being dispatched to shareholders of the Company.

The above notice is also uploaded on the website of the Company viz. www.apollotyres.com.

This is submitted for your information and records.

Thanking you,

Yours faithfully
For APOLLO TYRES LTD.

Seema thapar.

(SEEMA THAPAR)
COMPANY SECRETARY

Encl : as above

APOLLO TYRES LTD

Regd. Office: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036 (Kerala)
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email : investors@apollotyres.com
Web: apollotyres.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 resolutions appended below are proposed to the Members of the Company to be passed as Special Resolutions by way of Postal Ballot / E-voting. The Company is desirous of seeking your consent for the proposals as contained in the Resolutions given hereinafter. The explanatory statement pertaining to these resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

1. RE-APPOINTMENT OF MR. NEERAJ KANWAR (DIN 00058951) AS MANAGING DIRECTOR

To consider and if thought fit, to pass with or without the modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the Central Government, if required and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Neeraj Kanwar (DIN 00058951), Managing Director of the Company be and is hereby re-appointed as Managing Director of the Company for a further period of five years with effect from May 28, 2019, with such designation as the Board of Directors(hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) may decide from time to time, on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the notice with liberty and power to the Board, to grant increments and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr.Neeraj Kanwar will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said schedule.

RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit."

2. CONTINUATION OF DR. S. NARAYAN (DIN 00094081) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without the modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company, be and is hereby accorded to continue the directorship of Dr. S. Narayan (DIN 00094081), Independent Director of the Company, aged 75 years, with effect from April 1, 2019 till the completion of his present term of office up to August 5, 2019."

3. CONTINUATION OF MR. ROBERT STEINMETZ (DIN 00178792)AS NON-EXECUTIVE DIRECTOR

To consider and if thought fit, to pass with or without the modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company, be and is hereby accorded to continue the directorship of Mr. Robert Steinmetz (DIN 00178792), Non-Executive Director of the Company, liable to retire by rotation, aged 78 years, with effect from April 1, 2019 till he is liable to retire by rotation."

By Order of the Board
For Apollo Tyres Ltd

Place: Kochi
Dated: August 1, 2018

SEEMA THAPAR
Company Secretary
FCS No. : 6690

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions, 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 August 2, 2018 ("Cut-off Date").
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 including E-voting 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. Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his re-appointment and his brief profile forms part of the explanatory statement.
6. The E-voting period commences on August 9, 2018 (10:00 AM) and ends on September 7, 2018 (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, 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, they shall not be allowed to change it subsequently.
7. The voting rights of Members shall be as per the number of equity shares held by Members as on the Cut-off Date.
8. 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.
9. Members 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 September 7, 2018.
10. The Members cannot vote both by post and E-voting. In case Member cast the votes both by post and E-voting, his / her vote by post shall be treated as invalid.
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 Wednesday, September 12, 2018, 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, shall be deemed to have been passed on Friday, September 7, 2018, the last date specified for receipt of duly completed Postal Ballot Forms/E-voting.
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. 15) to the notice.
15. Procedure for Members opting for E-voting

    The Instructions for e-voting are as under:

    How do I vote electronically using NSDL e-Voting system?

    The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

    Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

    Step 2 : Cast your vote electronically on NSDL e-Voting system.

    Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a"ATLe-voting.pdf" file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system ?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tenrose@vsnl.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

16. In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms.Pallavi Mhatre, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email id: evoting@nsdl.co.in or pallavid@nsdl.co.in, Toll free no.: 1800-222-990. Members may also write to the Company Secretary at the Email id: investors@apollotyres.com.

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

Item No.1

The members at the Annual General Meeting (AGM) held on August 7, 2013, had reappointed Mr. Neeraj Kanwar as Vice Chairman & Managing Director of the Company for a period of 5 years w.e.f May 28, 2014. Subsequently, the remuneration of Mr. Neeraj Kanwar was revised by the members at the AGM held on July 5, 2017. The present tenure of Mr. Neeraj Kanwar as Managing Director expires on May 27, 2019.

As per the provisions of Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013, a Company having profits in a financial year, may pay any remuneration to the managerial person(s) by way of salary, perquisites, commission and other allowances which shall not exceed 5% of its net profit for one such managerial person and if there are more than one such managerial person, 10% of its net profits for all of them together.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be applicable w.e.f. April 1,2019, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such Executive Director exceeds ₹ 5 crore or 2.5 per cent of the net profits of the Company, whichever is higher.

As recommended by the Nomination and Remuneration Committee of the Board of Directors and in recognition of the key initiatives taken by Mr. Neeraj Kanwar in enhancing the competitiveness of the Company's operations, the Board of Directors in its meeting held on August 1, 2018, re-appointed Mr. Neeraj Kanwar as Managing Director (designated as Vice-Chairman & Managing Director) of the Company for a further period of 5 years w.e.f. May 28, 2019, subject to the approval of the members of the Company and Central Govt., if required, on the terms and conditions, including minimum remuneration, as detailed hereunder:

1. Salary: ₹ 42 Lakhs per month with suitable increases as may be determined by the Board of Directors of the Company (which expression shall include a Committee thereof) from time to time, not exceeding 15% increase in salary by way of annual increment each year.
2. Commission: An amount as may be approved by the Board of Directors subject to overall remuneration not to exceed 5% of the net profits of the Company.
3. Perquisites, Allowances & Other Benefits: Mr. Neeraj Kanwar shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, society charges and property tax, servant salary, medical reimbursement, leave travel concession for himself and his family, club fee, medical/accident insurance and such other perquisites and allowances as may be allowed under the Company's rules/schemes and restricted to an amount not exceeding 300% of annual salary.

   The above perquisites shall be allowed in addition to the salary, to be evaluated as per Income Tax rules, wherever applicable, and in the absence of any such rule, perquisites shall be evaluated at actual cost.

4. Amenities:
   i) Communication facilities: The Company shall provide appropriate telephone, including cellular phone, telefax, internet and other communication facilities to Mr. Neeraj Kanwar at his residence for discharging his functions effectively.
   ii) The Company shall provide office space required by Mr. Neeraj Kanwar either at his residence or any other convenient place for discharging his official duties along with the required office support facilities.
   iii) Mr. Neeraj Kanwar shall be entitled to the reimbursement of expenses incurred on official travel and boarding and lodging (including travel insurance) for his family, if considered expedient to accompany him in the Company's interests, during domestic or overseas business trips.
5. Other benefits:
   i) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these, whether singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall be in accordance with the rules of the Company.
   ii) Earned Leave: On full pay and allowances as per the rules of the Company.
   iii) Encashment of leave at the end of the tenure, in accordance with the rules of the Company, if any, will not be included in the computation of the ceiling on perquisites.
   iv) Provision of car(s) for use on Company's business.
6. The appointee shall also be entitled to reimbursement of entertainment expenses incurred in the course of business of the Company.
7. The above remuneration payable to Mr. Neeraj Kanwar is subject to the condition that the total remuneration including Commission and all the perquisites as mentioned above shall not exceed 5% (five percent) of the net profits individually and 10% (ten percent) of the net profits collectively payable to all the Managing Directors/Whole Time Directors as calculated in accordance with Section 197 of the Act, or any amendment thereto or any other provisions as may be applicable.
8. Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites and allowances as specified in Section II of Part II of Schedule V of the Companies Act, 2013, to Mr. Neeraj Kanwar as minimum remuneration, subject to other compliances of Schedule V of the Act.
9. The appointee shall, subject to the applicable provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), also be eligible for housing, education and medical loan and other loans or facilities as applicable in accordance with the rules of the Company.

A copy of each of the resolutions passed by the members in the AGM held on on August 7, 2013 and July 5, 2017, the resolution passed by the Nomination and Remuneration Committee of the Board of Directors and the resolution passed by the Board of Directors in their meeting held on August 1, 2018 are open for inspection of the members, during business hours between 11:00 AM to 5:00 PM on all working days of the Company, upto the date of the meeting, at the registered office of the Company.

Mr. Neeraj Kanwar is not debarred from holding the office of Director pursuant to any SEBI order.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives, except Mr. Neeraj Kanwar, Vice Chairman & Managing Director himself and Mr. Onkar S. Kanwar, Chairman & Managing Director, being his relative, is concerned or interested (financial & otherwise) in the resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the special resolution set out at item no. 1 for your consideration and approval.

Item No. 2

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to be applicable w.e.f. April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed by the members to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Accordingly, Dr. S. Narayan, aged 75 years who was appointed as an Independent Director of the Company by the members in the 41st Annual General Meeting held on August 6, 2014 to hold office for 5 consecutive years up to August 5, 2019 has attained the age 75 years (Date of Birth June 20, 1943) and to continue as a Independent Director, w.e.f. April 1, 2019, the approval of members is required by way of a special resolution.

Dr. S. Narayan, is a retired officer from the Indian Administrative Service (IAS). He holds a Master's degree in Physics from the University of Madras and also holds Master's degree in Business Management (Finance) from the University of Adelaide, Australia and M. Phil in Development Economics from the University of Cambridge, UK. He holds a Ph. D from Indian Institute of Technology, Delhi. He is a visiting senior research fellow at the Institute of South Asian Studies, National University of Singapore, since 2005. Dr Narayan has held various positions in the GoI, including the Secretary, Ministry of Petroleum and Natural Gas, GoI during 1999-2000 and the Economic Advisor to the Prime Minister during 2003-04.

He was first appointed by the Board on February 14, 2005.

He is on the Board of the following other Companies:-

Sl.No	Name of the Company	Designation
1	Dabur India Ltd.	Director
2	Seshasayee Paper and Boards Ltd.	Director
3	IIFL Holding Ltd.	Director
4	Andhra Pradesh Urban Infrastructure Asset Management Ltd.	Director
5	Artemis Global Life Sciences Ltd.	Director
6	IIFL Wealth Finance Ltd.	Director
7	Artemis Medicare Services Ltd.	Director
8	Castlewood Trading Private Ltd.	Director
9	Yogya Systems Private Ltd.	Director
10	Shanti Narayan Foundation	Additional Director

He is the Chairman of the Audit Committee & Nomination and Remuneration Committee of the Company.

He is also a Member / Chairman of Committees in the following other Companies:-

Sl.No.	Name of the Company	Name of the Committee	Position
1	Dabur India Ltd.	Audit Committee	Member
2	Seshasayee Paper and Boards Ltd.	Audit Committee	Member
3	Artemis Global Life Sciences Ltd.	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Chairman
4	Artemis Medicare Services Ltd.	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		CSR Committee	Member

He is not holding any Shares of the Company.

He has attended 6 meetings of the Board during FY2018.

The sitting fees for attending the Board Meetings and the Commission as approved by the members within the overall ceiling of 1% of the net profits of the Company, is paid to the Directors of the Company other than Managing Directors in proportion to their tenure of Directorship. Dr. S. Narayan is entitled to a remuneration of ₹ 4.83 million as Commission, as approved by the Board, for FY2018. He has expertise in Business Management, Finance and Economics and his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. S.Narayan as Non-Executive Director. Accordingly, the Nomination and Remuneration Committee and Board at their meeting held on August 1, 2018 had recommended for the approval of the members, the continuation of Dr. S. Narayan as a Non-Executive Independent Director of the Company w.e.f. April 1, 2019 till the completion of his present term up to August 5, 2019.

He does not have inter-se relationship with any other Director and KMPs of the Company.

Dr. S.Narayan is not debarred from holding the office of Director pursuant to any SEBI order.

None of the Directors or KMPs of the Company or their relatives except Dr. S.Narayan himself is concerned or interested (financial & otherwise) in the resolution.

The Board of Directors recommends the special resolution set out at item no.2 for your consideration and approval.

Item No. 3

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to be applicable w.e.f April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed by the members to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Accordingly, Mr. Robert Steinmetz, aged 78 years who was appointed as Non-Executive Non-Independent Director of the Company by the members in the 43rd Annual General Meeting held on August 9, 2016, liable to retire by rotation, is more than 75 years (Date of Birth December 20,1939) and to continue as a Non-Executive Director, w.e.f. April 1, 2019, shall require the approval of members by way of a Special Resolution.

Mr. Robert Steinmetz was first appointed by the Board on September 10, 1999. He has been the Chief of International Business Unit of Continental AG, Germany.He holds a diploma in machinery building and has worked with Continental AG for most of his career.

Mr. Robert Steinmetz is known for his unwavering focus on value creation and sound long term business strategy. As an active member, he not only contributes to discussion but also facilitates discussion by sharing his insightful feedback on various business strategies and consumer behaviour.

Mr. Robert Steinmetz has more than 40 years of extensive experience in International Tyre Business and his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Robert Steinmetz as Non-Executive Director.

Accordingly, the Nomination and Remuneration Committee and Board at their meeting held on August 1, 2018 had recommended for the approval of the members, for continuation of Mr. Robert Steinmetz as a Non-Executive Non- Independent Director of the Company w.e.f. April 1, 2019 till he is liable to retire by rotation.

Mr. Robert Steinmetz is not debarred from holding the office of Director pursuant to any SEBI order.

He is not holding any Directorship on the Board of other Companies.

He is a member of the Audit Committee of the Company. He is not holding any other Committee positions on the Board of other Companies.

He is not holding any Shares of the Company.

He has attended 6 meetings of the Board during FY2018.

The sitting fees for attending the Board Meetings and the Commission as approved by the members within the overall ceiling of 1% of the net profits of the Company, is paid to the Directors of the Company other than Managing Directors in proportion to their tenure of Directorship. Mr. Robert Steinmetz is entitled to a remuneration of ₹ 4.83 million as Commission, as approved by the Board, for FY2018.

He does not have inter-se relationship with any other Director and KMPs of the Company.

None of the Directors or KMPs of the Company or their relatives except Mr. Robert Steinmetz himself is concerned or interested (financial & otherwise) in the resolution.

The Board of Directors recommends the special resolution set out at item no.3 for your consideration and approval.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS & SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.

Item No. 1

As the Vice Chairman & Managing Director of Apollo Tyres Ltd., Neeraj Kanwar plays a pivotal role in Apollo's journey towards becoming one of the most admired automotive tyre brands. He has pioneered key initiatives in enhancing the competitiveness of the Company's operations and products across the board. He is responsible for crafting Apollo's growth story - taking the Company from US$ 450 million to US$ 2 billion within a 5 year time span. Under his able leadership, Apollo acquired Dunlop Tyres International in South Africa and Zimbabwe in 2006, Vredestein Banden B V in the Netherlands in 2009, and currently a Greenfield facility in Hungary has been being set-up - thereby transforming itself into a multi-geography Company with operations across geographies.

Mr. Neeraj Kanwar began his career with Apollo Tyres as Manager, Product & Strategic Planning, where he played a crucial role in creating a bridge between the two key functions of manufacturing and marketing. In 1998, he joined the Board of Directors and was promoted to Chief, Manufacturing and Strategic Planning. His people management skills helped him bring overarching changes in industrial relations, upgradation of technology and benchmarking on product and efficiency parameters.In 2002, he took over as the Chief Operating Officer of the organisation, wherein he introduced value-driven process improvements in Human Resources and Information Technology. Mr. Neeraj Kanwar was appointed as Joint Managing Director in 2006 and elevated to Vice Chairman in 2008, and soon after to Managing Director in 2009 for his initiatives in establishing the Company in the global arena.

As a business leader, Mr. Neeraj Kanwar is associated with leading industry associations and was recently the Chairman of the Automotive Tyre Manufacturer's Association, India. Mr.Neeraj Kanwar is a people-centric leader and believes in empowering employees to enable them to undertake effective and efficient decisions at all times. Within Apollo, he is known for his affable management style, and combine work with liberal doses of fun.

An engineering graduate from Lehigh University in Pennsylvania, USA, Mr. Neeraj Kanwar is an avid sportsperson. He prefers to spend his leisure time with his family or playing tennis, swimming and travelling.

Mr. Neeraj Kanwar, aged 46 years, was first appointed to the Board on May 28, 1999. He has drawn a remuneration of ₹446.40 million during FY2018. The terms and conditions of his appointment are mentioned in the explanatory statement.

Mr. Neeraj Kanwar is on the Board of the following other Companies:-

Sl.No	Name of the Company	Designation
1	PTL Enterprises Ltd.	Director
2	Artemis Global Life Sciences Ltd.	Director
3	Artemis Medicare Services Ltd.	Director
4	Sunlife Trade Links Pvt Ltd.	Director
5	Apollo Tyres (UK) Pvt Ltd.	Director
6	Apollo Tyres (London) Pvt Ltd.	Director
7	Apollo Vredestein B.V. (Supervisory Board)	Director

He is the member of Business Responsibility Committee of the Company.

He is also a Member of Committees in the following other Companies:-

Sl.No.	Name of the Company	Name of the Committee	Position
1	PTL Enterprises Ltd.	1) Stakeholders Relationship Committee 2) Nomination & Remuneration Committee 3) Audit Committee	Member Member Member
2	Artemis Medicare Services Ltd.	Audit Committee	Member

He has attended six meetings of the Board during FY2018.

He is holding 671,380 shares in the Company.

He is the son of Mr. Onkar S.Kanwar, Chairman & Managing Director and he does not have inter-se relationship with any other Director and KMPs of the Company.

By Order of the Board
For Apollo Tyres Ltd

Place: Kochi
Dated: August 1, 2018

SEEMA THAPAR
Company Secretary
FCS No. : 6690

APOLLO TYRES LTD

Regd. Office: 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036 (Kerala)
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email :investors@apollotyres.com
Web: apollotyres.com

POSTAL BALLOT FORM

Name & Address of the member(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 Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated August 1, 2018 by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below:-

Sl. No.	Description of the Special Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Re-appointment of Mr. Neeraj Kanwar as Managing Director			
2	Continuation of Dr. S. Narayan as an Independent Director			
3	Continuation of Mr. Robert Steinmetz as Non-Executive Director			

Place :

Date : (Signature of the Member)

Note:
(1) Please read the instructions printed overleaf carefully before exercising your vote.
(2) Members holding shares in dematerialized mode and physical form are requested to intimate all changes with respect to their bank details, e-mail address etc. to their Depository Participant & 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.
   d) The E-voting period commences on August 9, 2018(10:00 AM) and ends on September 7, 2018(5:00 PM).
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- 682036 (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 September 7, 2018. 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@apollotyres.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 if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
   j) The result of the postal ballot would be announced on or before 5:00 PM on Wednesday, September 12, 2018 at the Registered Office of the Company and the same will be displayed on the Company's website viz.www.apollotyres.com.
   k) The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
      a. If the Member's signature does not tally;
      b. If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
      c. If the postal ballot form is unsigned, incomplete or incorrectly filled;
      d. if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
      e. A form other than one issued by the Company has been used;
      f. It has not been signed by or on behalf of the Member;
      g. Neither assent nor dissent is mentioned;
      h. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
      i. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
      j. It is received from a Member who is in arrears of payment of calls;
      k. Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.