

APOLLO TYRES LTD
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GST No.: 06AAACA6990Q1Z2



ONLINE FILING

ATL/SEC-21

February 14, 2019

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 February 5, 2019 being dispatched to shareholders of the Company.

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

This is submitted for your information and records.

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- 682036 (Kerala)
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email: investors@apolloytyres.com
Web: apolloytyres.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 the Members of the Company to be passed as a Special Resolution by way of Postal Ballot / E-voting. The Company is desirous of seeking your consent for the proposal as contained in the resolution given hereinafter. The explanatory statement pertaining to the resolution 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 MS. PALLAVI SHROFF (DIN 00013580) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pallavi Shroff (DIN: 00013580), who was appointed as an Independent Director and who holds office of Independent Director upto May 14, 2019, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years with effect from May 15, 2019 to May 14, 2024, on the Board of the Company.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board
For Apollo Tyres Ltd

SEEMA THAPAR
Company Secretary
FCS No.: 6690

Place: Gurgaon

Dated: February 5, 2019

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution, is 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 February 8, 2019 (“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 her re-appointment and her brief profile forms part of the explanatory statement.
6. The E-voting period commences on February 17, 2019(10:00AM) and ends on March 18, 2019(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 March 18, 2019.
10. The Members cannot vote both by post and E-voting. In case Members cast their votes both by post and E-voting, the 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, March 20, 2019, 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 Monday, March 18, 2019 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 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 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

Ms. Pallavi Shroff, was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds office as an Independent Director of the Company up to May 14, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Director, has recommended re-appointment of Ms. Pallavi Shroff for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and based on the recommendation of Nomination and Remuneration Committee, considered that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Pallavi Shroff as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Pallavi Shroff as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. May 15, 2019 to May 14, 2024.

Ms. Pallavi Shroff, BA (Eco. Hons), Master of Management Studies (i.e. MBA), LLB, aged about 62 years is the Managing Partner of Shardul Amarchand Mangaldas with about 37 years of extensive experience. Her broad and varied representation of public and private corporations and other entities before various national courts, tribunals and legal institutions has earned her national and international acclaim. She is the Head of the Dispute Resolution practice at the Firm, with an extensive knowledge in matters of litigation and arbitration. She also mentors the Competition Law practice at the Firm. She has been recently appointed as a member of the Competition Law Review Committee, constituted by the Government of India to ensure that the legislation is in tune with the changing business environment. She has been closely involved with some of the largest and most challenging litigation and arbitration matters in India with regard to energy, infrastructure, natural resources, mergers & acquisitions, legislative and policy related matters. She appears regularly in the Supreme Court and High Courts of India, and in arbitrations, mediations and international legal disputes. She regularly represents several Companies such as Nestle, General Electric, Havells, Vale Australia, Vodafone, BHEL and ONGC.

Ms. Pallavi Shroff has been recognised as one of the Most Powerful Women in Indian Business by Business Today, six years in succession (2013-18). Recently, Fortune India also recognised Ms. Shroff as one of 'The Most Powerful Women in Business, 2018'. Ms. Shroff has been recently conferred 'Lifetime Achievement Award' at the Legal Era's Indian Legal Awards 2017-18. She has also been awarded 'India Managing Partner of the Year' by Asian Legal Business Asia Law Awards 2017 and 'Disputes Star of the Year', India by Asialaw Asia-Pacific Dispute Resolution Awards, 2017. Ms. Shroff has also been recognised in the C-Suite Women edition of Business World titled 'The Expert Arbitrator' and as one amongst "The Professionals – High motivation levels, focus on goals and working for the greater good". Additionally, she is the only listed 'Highly Regarded Individual' in India according to Who's Who Legal for Litigation, amongst 5 globally.

Ms. Pallavi Shroff was first appointed on the Board of the Company on May 15, 2014.

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

Sl.No.	Name of the Company	Designation
1	Maruti Suzuki India Ltd.	Director
2	Trident Ltd.	Director
3	One97 Communications Ltd.	Additional Director
4	First Commercial Services India Private Ltd.	Director
5	Amarchand Towers Property Holdings Private Ltd.	Director

6	Baghbaan Properties Private Ltd.	Director
7	PSNSS Properties Private Ltd.	Director
8	Juniper Hotels Private Ltd.	Director
9	Aavanti Realty Private Ltd.	Director
10	First Full Services Private Ltd.	Director
11	First Universal Virtual International Arbitration Centre Private Ltd.	Director
12	UVAC Centre (India) Private Ltd.	Director
13	Amarchand Mangaldas Properties Private Ltd.	Director
14	Singapore International Arbitration Centre India Private Ltd.	Director

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

Sl. No.	Name of the Company	Name of the Committee	Position
1	Maruti Suzuki India Ltd.	Audit Committee	Member
2	Juniper Hotels Private Ltd.	Audit Committee	Member

She is not holding any shares of the Company.

She has attended five meetings of the Board during FY2018.

She does not have inter-se relationship with any other Director and Key Managerial Personnel (KMP) of the Company.

Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that:

- Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment upto five years, subject to passing of special resolution by the Shareholders in General Meeting; and
- An Independent Director shall not be liable to retire by rotation at the Annual General Meeting.

The provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of Companies Act, 2013, Ms. Pallavi Shroff, being eligible and offering herself for re-appointment, is proposed to be appointed as an Independent Director for 5 (five) consecutive years w.e.f. May 15, 2019 to May 14, 2024.

The Company has received from Ms. Pallavi Shroff –

- Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.
- A declaration to the effect that she meets the criteria of independence as provided under Sub Section (6) of Section 149 of the Companies Act, 2013.

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 Director of the Company other than Managing Directors in proportion to their tenure of Directorship. Ms. Pallavi Shroff was entitled to a remuneration of Rs 5.73 million as approved by the Board, for FY2018.

In the opinion of the Board, Ms. Pallavi Shroff fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for her re-appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter for re-appointment of Ms. Pallavi Shroff as an Independent Director would be available for inspection without any fee, by the members at the Registered Office and Corporate Office of the Company during normal business hours on any working day, excluding Saturday.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

Ms. Pallavi Shroff is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority

None of the Directors or KMPs of the Company or their relatives except Ms. Pallavi Shroff herself is concerned or interested (financial or otherwise) in the resolution.

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

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

For the details of Ms. Pallavi Shroff, please refer the above Explanatory Statement of this Notice.

By Order of the Board
For Apollo Tyres Ltd

SEEMA THAPAR
Company Secretary
FCS No.: 6690

Place: Gurgaon

Dated: February 5, 2019

