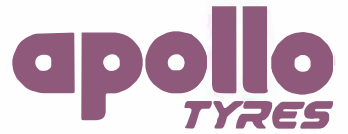


APOLLO TYRES LTD
7 Institutional Area
Sector 32
Gurgaon 122001, India

T: +91 124 2383002
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apolloyres.com

GST No.: 06AAACA6990Q1Z2



ONLINE FILING

ATL/SEC-21

November 19, 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 November 13, 2018 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@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 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 MR. NEERAJ KANWAR (DIN 00058951) AS MANAGING 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 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 & 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 period with effect from May 28, 2019 till March 31, 2024, 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 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 in accordance with 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.”

By Order of the Board
For Apollo Tyres Ltd

SEEMA THAPAR
Company Secretary
FCS No.: 6690

Place: Gurgaon

Dated: November 13, 2018

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 November 16, 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 November 21, 2018(10:00 AM) and ends on December 20, 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, the Members 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 December 20, 2018.
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 Monday, December 24, 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 Thursday, December 20, 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 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@apolloyres.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. The present tenure of Mr. Neeraj Kanwar as Managing Director expires on May 27, 2019.

As recommended by the Nomination & Remuneration Committee, Board of Directors in its meeting held on November 13, 2018, has approved the re-appointment of Mr. Neeraj Kanwar, Vice Chairman and Managing Director of the Company for a period w.e.f. May 28, 2019 till March 31, 2024 on revised terms and conditions including the remuneration, subject to the approval of the members of the Company and Central Government, if required, in recognition of his key achievements as Managing Director of the Company, outlined below:

- Mr. 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 expanded its global footprints by acquiring Dunlop Tyres International in South Africa and Zimbabwe, Vredestein Banden B V in the Netherlands, and latest in the list is the setting up of a Greenfield facility in Hungary -- thereby transforming itself into a multi-geography Company with operations across geographies.
- In India, he has played a pivotal role in Apollo Tyres becoming a full-range player, gaining significant grounds in commercial vehicle and passenger car tyre segments. Among the tyre players in India, Apollo is the highest spender on R&D, which has paid handsome dividends in terms of achieving leadership in truck-bus radial tyres and in the OE share for passenger vehicle tyres.
- His continued push on R&D has led to the establishment of two global R&D Centres for the Company -- in Enschede, the Netherlands and in Chennai, India, where a team of 350+ scientists are developing category leading products.
- Association with Manchester United Football Club, and other leading clubs in India, which has helped build the Apollo brand globally.

The terms and conditions of re-appointment are detailed below:

1. Salary: ₹32.90 Lakhs per month with suitable annual increases at such rate as may be determined by the Board of Directors of the Company (which expression shall include a Committee thereof) from time to time, commensurate with average percentile increase in the remuneration of employees at one level below the Board of Directors.
2. 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 150% 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.

3. Performance Linked Commission: An amount as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee subject to ceiling of 3.5% of the Profits before Tax (PBT) of the Company on overall annual remuneration (incl. Salary, Perquisites, Allowances & Other Benefits) payable to Mr. Neeraj Kanwar.
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 official travel for himself and his family, if considered expedient to accompany him in the Company's interests, during domestic and/ or overseas business trips as per Company's policy.
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.
 - v) Housing, education and medical loan and other loan facilities as applicable in accordance with the rules of the Company.
6. Mr. Neeraj Kanwar 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 shall be within the permissible limits under with Section 197 of the Companies Act, 2013, or any amendment thereto or any other provisions as may be applicable.
8. The overall promoters remuneration shall not exceed 7.5% of Profits before Tax (PBT) of the Company.
9. Performance-based remuneration to be targeted at approximately 70% of the total compensation.
10. 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, perquisites and allowances in accordance with 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.

The remuneration of Mr. Neeraj Kanwar has been recommended by the Nomination and Remuneration Committee after considering the Benchmarking Study Report by an independent consultant and the feedback, after engaging with key investors, on compensation level commensurate with the position.

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% of the net profits of the Company, whichever is higher.

The copies of the resolutions passed at the Nomination & Remuneration Committee meeting and the Board of Directors meeting held on November 13, 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 order of SEBI or any other authority.

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.

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

Item No. 1

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.

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

Mr. Neeraj Kanwar, aged 47 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 a 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

SEEMA THAPAR
Company Secretary
FCS No.: 6690

Place: Gurgaon

Dated: November 13, 2018