

APOLLO TYRES LTD
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GST No.: 06AAACA6990Q1Z2



September 25, 2020

ATL/SEC-21

ONLINE FILING

The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
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Sub : Results of the Postal Ballot and Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dear Sirs,

On the captioned subject and reference cited above, we hereby inform you that the Ordinary/Special Resolutions proposed to the Members for (a) Appointment of Mr. Vishal Mahadevia (DIN: 01035771) as a Non-Executive Non-Independent Director; (b) Private Placement of Non-Convertible Debentures; (c) Amendment in Articles of Association of the Company; (d) Issuance of Compulsorily Convertible Preference Shares by way of preferential issue on a private placement basis; (e) Revision in remuneration of Mr. Satish Sharma (DIN: 07527148), Whole-time Director; and (f) Re-appointment of Mr. Vinod Rai (DIN: 00041867) as an Independent Director, has been passed with requisite majority.

Please find enclosed herewith the following:-

- 1) Details of remote e-Voting Results on the resolutions mentioned in the Postal Ballot Notice dated August 5, 2020, as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) The report dated September 25, 2020 submitted by the Scrutinizer Mr. P.P. Zibi Jose, Practicing Company Secretary for remote e-Voting done for Postal Ballot.

Submitted for your information and records.

Thanking you,
Yours faithfully,
For **Apollo Tyres Ltd.**

A handwritten signature in blue ink that reads "Seema Thapar".

(Seema Thapar)
Company Secretary

APOLLO TYRES LTD.
Format for Voting Results
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM/ Postal Ballot		24/09/2020	
Total number of shareholders on record date		2,22,973	
No. of shareholders present in the meeting either in person or through proxy:			
Promoters and Promoter Group:	Not Applicable		
Public:	Not Applicable		
No. of Shareholders attended the meeting through Video Conferencing			
Promoters and Promoter Group:	Not Applicable		
Public:	Not Applicable		

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	Ordinary Resolution	Appointment of Mr. Vishal Mahadevia (DIN:01035771) as a Non-Executive Non-Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
Public - Institutions	E-Voting	225,693,827	187,571,200	83.11	163,900,997	23,670,203	87.38	12.62
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	225,693,827	187,571,200	83.11	163,900,997	23,670,203	87.38	12.62
Public - Non Institutions	E-Voting	104,912,967	16,104,987	15.35	16,082,511	22,476	99.86	0.14
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	104,912,967	16,104,987	15.35	16,082,511	22,476	99.86	0.14
Total		569,465,625	442,527,568	77.71	418,834,889	23,692,679	94.65	5.35

Resolution No. 2	Special Resolution	Private Placement of Non-Convertible Debentures						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						

Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
Public - Institutions	E-Voting	225,693,827	197,158,799	87.36	197,158,799	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	225,693,827	197,158,799	87.36	197,158,799	-	100.00	-
Public - Non Institutions	E-Voting	104,912,967	16,099,645	15.35	16,075,164	24,481	99.85	0.15
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	104,912,967	16,099,645	15.35	16,075,164	24,481	99.85	0.15
Total	569,465,625	452,109,825	79.39	452,085,344	24,481	99.99	0.01	

Resolution No. 3	Special Resolution	Amendment in Articles of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
Public - Institutions	E-Voting	225,693,827	149,200,279	66.11	86,733,640	62,466,639	58.13	41.87
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	225,693,827	149,200,279	66.11	86,733,640	62,466,639	58.13	41.87
Public - Non Institutions	E-Voting	104,912,967	16,100,647	15.35	8,956,886	7,143,761	55.63	44.37
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	104,912,967	16,100,647	15.35	8,956,886	7,143,761	55.63	44.37
Total	569,465,625	404,152,307	70.97	334,541,907	69,610,400	82.78	17.22	

Resolution No. 4	Special Resolution	Issuance of Compulsorily Convertible Preference Shares by way of preferential issue on a private placement basis						
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Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
Public - Institutions	E-Voting	225,693,827	197,158,799	87.36	194,350,999	2,807,800	98.58	1.42
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	225,693,827	197,158,799	87.36	194,350,999	2,807,800	98.58	1.42
Public - Non Institutions	E-Voting	104,912,967	16,100,987	15.35	16,072,413	28,574	99.82	0.18
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	104,912,967	16,100,987	15.35	16,072,413	28,574	99.82	0.18
Total	569,465,625	452,111,167	79.39	449,274,793	2,836,374	99.37	0.63	

Resolution No. 5	Special Resolution	Revision in remuneration of Mr. Satish Sharma (DIN:07527148), Whole-time Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
Public - Institutions	E-Voting	225,693,827	197,158,799	87.36	195,735,046	1,423,753	99.28	0.72
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	225,693,827	197,158,799	87.36	195,735,046	1,423,753	99.28	0.72
Public - Non Institutions	E-Voting	104,912,967	16,100,511	15.35	16,062,779	37,732	99.77	0.23
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	104,912,967	16,100,511	15.35	16,062,779	37,732	99.77	0.23
Total	569,465,625	452,110,691	79.39	450,649,206	1,461,485	99.68	0.32	

Resolution No. 6	Special Resolution	Re-appointment of Mr. Vinod Rai (DIN:00041867) as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	238,858,831	238,851,381	100.00	238,851,381	-	100.00	-
Public - Institutions	E-Voting	225,693,827	187,571,200	83.11	180,674,835	6,896,365	96.32	3.68
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	225,693,827	187,571,200	83.11	180,674,835	6,896,365	96.32	3.68
Public - Non Institutions	E-Voting	104,912,967	16,100,629	15.35	16,075,653	24,976	99.84	0.16
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	104,912,967	16,100,629	15.35	16,075,653	24,976	99.84	0.16
Total		569,465,625	442,523,210	77.71	435,601,869	6,921,341	98.44	1.56

- The total number of shares does not include equity shares lying to the credit of the Unclaimed Suspense Account and Investor Education and Protection Fund in respect of which voting rights have been frozen.

For Apollo Tyres Ltd



(Seema Thapar)

Company Secretary

Date: September 25, 2020

P.P. ZIBI JOSE, M.Com, MBA, M.A(Pol.), M.A(Pub.Admn.), F.C.S., LL.B.
Practising Company Secretary

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SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014

September 25, 2020

The Chairman
Apollo Tyres Ltd
3rd Floor, Areekal Mansion,
Near Manorama Junction,
Panampilly Nagar,
Kochi-682036

Dear Sir,

I, P.P. Zibi Jose, Practicing Company Secretary, the Scrutinizer appointed to the Postal Ballot process of your Company, pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, hereby report the results of the Postal Ballot exercised by the Members through remote e-Voting in respect of the Ordinary/ Special resolutions mentioned in the Notice to the Postal Ballot dated August 5, 2020, as follows:-

1. In terms of the General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 22/2020 dated June 15, 2020 (the "MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India (the "MCA") and SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020, the resolutions was proposed to the Members of the Company through Postal Ballot Notice dated August 5, 2020 as Ordinary/Special Resolutions only through remote e-Voting.



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

2. Due to the current extraordinary circumstances caused due to COVID-19 pandemic, the Physical Postal Ballots was not dispatched by adhering to the aforesaid MCA/ SEBI Circular.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, August 14, 2020 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated August 5, 2020, through remote e- voting only.
4. The Company had entered into an agreement with NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically. The remote e-Voting facility was kept open from August 26, 2020 (10:00 AM) to September 24, 2020 (5:00 PM). The e-Voting facility was blocked forthwith thereafter.
5. The process of remote e-Voting was monitored through the Scrutinizer's secured link provided by NSDL through its designated website.
6. The electronic votes recorded from August 26, 2020 (10:00 AM) to September 24, 2020 (5:00 PM), being the last date and time fixed by the Company for remote e-Voting as available in the NSDL website, have been considered in my scrutiny.
7. The summary of remote e-Voting received for the following resolutions are as under:

Item No. 1: Appointment of Mr. Vishal Mahadevia (DIN:01035771) as a Non-Executive Non-Independent Director- As an Ordinary Resolution

Particulars	Remote e-Voting
Total number of Valid Votes	1,558
Votes cast in favour of the Resolution	41,88,34,889
Votes cast against the Resolution	2,36,92,679
Number of Invalid Votes	-

Result:- The Resolution for "Appointment of Mr. Vishal Mahadevia (DIN:01035771) as a Non-Executive Non-Independent Director" is passed as an Ordinary Resolution as the votes cast in favour (94.65%) of the resolution are more than the number of votes cast against (5.35%) the resolution.



P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. NO:1222
61/2939, TEN ROSE, S.R.M ROAD, COCHIN-16
PH : 2401685 / 2401684

Item No. 2: Private Placement of Non-Convertible Debentures- As a Special Resolution

Particulars	Remote e-Voting
Total number of Valid Votes	1,557
Votes cast in favour of the Resolution	45,20,85,344
Votes cast against the Resolution	24,481
Number of Invalid Votes	-

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

Item No. 3: Amendment in Articles of Association of the Company- As a Special Resolution

Particulars	Remote e-Voting
Total number of Valid Votes	1,544
Votes cast in favour of the Resolution	33,45,41,907
Votes cast against the Resolution	6,96,10,400
Number of Invalid Votes	-

Result:- The Resolution for “Amendment in Articles of Association of the Company” is passed as a **Special Resolution** as the votes cast in favour (82.78%) of the resolution are more than three times the number of votes cast against (17.22%) the resolution.

Item No. 4: Issuance of Compulsorily Convertible Preference Shares by way of preferential issue on a private placement basis- As a Special Resolution

Particulars	Remote e-Voting
Total number of Valid Votes	1,551
Votes cast in favour of the Resolution	44,92,74,793
Votes cast against the Resolution	28,36,374
Number of Invalid Votes	-

Result:- The Resolution for “Issuance of Compulsorily Convertible Preference Shares by way of preferential issue on a private placement basis” is passed as a **Special Resolution** as the votes cast in favour (99.37%) of the resolution are more than three times the number of votes cast against (0.63%) the resolution.



P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. NO:1222
61/2933, TEN ROSE, S.R.M ROAD, COCHIN -18
PH : 2401685 / 2401684

Item No. 5: Revision in remuneration of Mr. Satish Sharma (DIN:07527148), Whole-time Director- As a Special Resolution

Particulars	Remote e-Voting
Total number of Valid Votes	1,554
Votes cast in favour of the Resolution	45,06,49,206
Votes cast against the Resolution	14,61,485
Number of Invalid Votes	-

Result:- The Resolution for “Revision in remuneration of Mr. Satish Sharma (DIN:07527148), Whole-time Director” is passed as a Special Resolution as the votes cast in favour (99.68%) of the resolution are more than three times the number of votes cast against (0.32%) the resolution.

Item No. 6: Re-appointment of Mr. Vinod Rai (DIN:00041867) as an Independent Director- As a Special Resolution

Particulars	Remote e-Voting
Total number of Valid Votes	1,554
Votes cast in favour of the Resolution	43,56,01,869
Votes cast against the Resolution	69,21,341
Number of Invalid Votes	-

Result:- The Resolution for “Re-appointment of Mr. Vinod Rai (DIN:00041867) as an Independent Director” is passed as a Special Resolution as the votes cast in favour (98.44%) of the resolution are more than three times the number of votes cast against (1.56%) the resolution.



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

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

For APOLLO TYRES LTD.


(SEEMA THAPAR)
Company Secretary