



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

T: +91 124 2383002  
F: +91 124 2383021  
apollo tyres.com

GST No.: 06AAACA6990Q1Z2

ATL/ SEC-21

February 7, 2024

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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Dear Sirs,

**Sub: Outcome of Board Meeting held on February 7, 2024**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform you that the Board of Directors at its meeting held today, inter alia, considered and approved the Un-audited Financial Results (Standalone and Consolidated) of the Company for the quarter/ nine months period ended December 31, 2023.

Pursuant to Regulation 33 of the Listing Regulations, please find enclosed herewith the Un-audited financial results (consolidated & standalone) for the quarter/ nine months period ended December 31, 2023 and Limited Review Reports for the said period issued by the Statutory Auditors of the Company. A Certificate of Security Cover pursuant to Regulation 54 of the Listing Regulations is also enclosed.

In terms of Regulation 47 of the Listing Regulations, the extract of the Un-audited Consolidated Financial Results for the quarter/ nine months period ended December 31, 2023 shall be published in the Newspapers.

The full format of the financial results shall be available on the website of the Stock exchanges where equity shares of the Company are listed i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) and on Company’s website [www.apollo tyres.com](http://www.apollo tyres.com).

The meeting of the Board of Directors commenced at 4:00 PM and concluded at 6:10 PM.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For Apollo Tyres Ltd.**

**(Seema Thapar)**  
**Company Secretary & Compliance Officer**



**Registered Office:** Apollo Tyres Ltd. 3<sup>rd</sup> Floor, Areekal Mansion, Panampilly Nagar, Kochi 682036, India  
**CIN:** L25111KL1972PLC002449, Tel No. + 91 484 4012046, Fax No. +91 484 4012048, Email: info.apollo@apollo tyres.com



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**UNAUDITED CONSOLIDATED FINANCIAL RESULTS  
FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023**

PARTICULARS	QUARTER ENDED			NINE MONTHS ENDED		YEAR ENDED
	31.12.2023	30.09.2023	31.12.2022	31.12.2023	31.12.2022	31.03.2023
	(UNAUDITED) (refer note 5)					(AUDITED) (refer note 5)
<b>1 Revenue from operations</b>	<b>65,953.69</b>	62,795.65	64,227.51	<b>191,195.14</b>	<b>183,208.00</b>	245,681.30
<b>2 Other income</b>	<b>183.90</b>	253.21	67.31	<b>792.54</b>	241.86	410.92
<b>3 Total income (1 + 2)</b>	<b>66,137.59</b>	<b>63,048.86</b>	<b>64,294.82</b>	<b>191,987.68</b>	<b>183,449.86</b>	<b>246,092.22</b>
<b>4 Expenses</b>						
(a) Cost of materials consumed	<b>28,846.29</b>	26,323.74	29,932.05	<b>83,944.00</b>	95,002.18	122,619.59
(b) Purchases of stock-in-trade	<b>6,154.58</b>	6,081.50	7,175.98	<b>18,295.31</b>	19,125.27	26,782.74
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	<b>190.98</b>	1,690.64	1,646.33	<b>1,367.58</b>	(3,126.91)	(3,031.77)
(d) Employee benefits expense	<b>7,669.06</b>	7,295.56	6,723.85	<b>22,352.41</b>	19,317.32	26,199.21
(e) Finance costs	<b>1,230.40</b>	1,327.97	1,419.59	<b>3,913.01</b>	3,922.05	5,312.35
(f) Depreciation and amortisation expense	<b>3,676.19</b>	3,602.55	3,544.37	<b>10,898.48</b>	10,467.09	14,191.42
(g) Other expenses	<b>11,011.77</b>	9,806.18	9,615.61	<b>31,042.29</b>	29,738.17	39,975.00
<b>Total expenses</b>	<b>58,779.27</b>	<b>56,128.14</b>	<b>60,057.78</b>	<b>171,813.08</b>	<b>174,445.17</b>	<b>232,048.54</b>
<b>5 Profit before share of profit / (loss) in associate / joint venture, exceptional items and tax (3 - 4)</b>	<b>7,358.32</b>	<b>6,920.72</b>	<b>4,237.04</b>	<b>20,174.60</b>	<b>9,004.69</b>	<b>14,043.68</b>
<b>6 Share of profit / (loss) in associate / joint venture</b>	<b>0.55</b>	1.51	0.30	<b>2.49</b>	1.61	2.42
<b>7 Profit before exceptional items and tax (5 + 6)</b>	<b>7,358.87</b>	<b>6,922.23</b>	<b>4,237.34</b>	<b>20,177.09</b>	<b>9,006.30</b>	<b>14,046.10</b>
<b>8 Exceptional items (refer note 4)</b>	<b>151.02</b>	122.08	-	<b>405.08</b>	-	(225.77)
<b>9 Profit before tax (7 - 8)</b>	<b>7,207.85</b>	<b>6,800.15</b>	<b>4,237.34</b>	<b>19,772.01</b>	<b>9,006.30</b>	<b>14,271.87</b>
<b>10 Tax expense</b>						
(a) Current tax	<b>1,163.54</b>	981.44	900.49	<b>3,109.37</b>	1,624.20	2,506.93
(b) Deferred tax (refer note 5)	<b>1,078.05</b>	1,076.20	548.94	<b>2,984.79</b>	1,026.61	1,306.50
<b>Total tax expense</b>	<b>2,241.59</b>	<b>2,057.64</b>	<b>1,449.43</b>	<b>6,094.16</b>	<b>2,650.81</b>	<b>3,813.43</b>
<b>11 Profit for the period / year (9 - 10)</b>	<b>4,966.26</b>	<b>4,742.51</b>	<b>2,787.91</b>	<b>13,677.85</b>	<b>6,355.49</b>	<b>10,458.44</b>
<b>12 Other comprehensive income / (loss)</b>						
<b>i. Items that will not be reclassified to profit or loss</b>						
a. Re-measurement gain / (loss) of defined benefit plans	<b>17.00</b>	15.25	34.38	<b>51.01</b>	(152.07)	328.89
ii. Income tax	<b>(6.15)</b>	(5.70)	(12.01)	<b>(18.44)</b>	53.14	(85.24)
	<b>10.85</b>	<b>9.55</b>	<b>22.37</b>	<b>32.57</b>	<b>(98.93)</b>	<b>243.65</b>
<b>ii. Items that will be reclassified to profit or loss</b>						
a. Exchange differences in translating the financial statements of foreign operations	<b>3,297.81</b>	(2,820.42)	6,163.22	<b>1,480.80</b>	(142.45)	1,989.27
b. Effective portion of gain / (loss) on designated portion of hedging instruments in cash flow hedge	<b>(11.51)</b>	(9.26)	(30.92)	<b>(37.60)</b>	47.96	63.50
ii. Income tax	<b>4.02</b>	3.24	10.80	<b>13.14</b>	(16.76)	(22.19)
	<b>3,290.32</b>	<b>(2,826.44)</b>	<b>6,143.10</b>	<b>1,456.34</b>	<b>(111.25)</b>	<b>2,030.58</b>
<b>Other comprehensive income / (loss) (i + ii)</b>	<b>3,301.17</b>	<b>(2,816.89)</b>	<b>6,165.47</b>	<b>1,488.91</b>	<b>(210.18)</b>	<b>2,274.23</b>
<b>13 Total comprehensive income / (loss) for the period / year (11 + 12)</b>	<b>8,267.43</b>	<b>1,925.62</b>	<b>8,953.38</b>	<b>15,166.76</b>	<b>6,145.31</b>	<b>12,732.67</b>
<b>14 Paid-up equity share capital (equity shares of ₹ 1 each)</b>	<b>635.10</b>	635.10	635.10	<b>635.10</b>	635.10	635.10
<b>15 Paid up debt capital</b>	<b>43,281.76</b>	47,688.40	57,440.26	<b>43,281.76</b>	57,440.26	55,876.50
<b>16 Reserves excluding revaluation reserves</b>						125,115.67
<b>17 Earnings per share (of ₹ 1 each) (not annualised)</b>						
(a) Basic (₹)	<b>7.82</b>	7.47	4.39	<b>21.54</b>	10.01	16.47
(b) Diluted (₹)	<b>7.82</b>	7.47	4.39	<b>21.54</b>	10.01	16.47



*Outsee Kumarp*

**Registered Office:** Apollo Tyres Ltd, 3<sup>rd</sup> Floor, Areekal Mansion, Panampilly Nagar, Kochi 682036, India  
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**Email:** info.apollo@apolloytyres.com



### Segment wise Revenue, Results, Assets and Liabilities

Based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments which have been defined based on the geographical presence of various entities:

APMEA (Asia Pacific, Middle East and Africa)  
Europe  
Others

APMEA segment includes manufacturing and sales operation through India and include entities in UAE, Thailand and South Africa. Europe segment includes manufacturing and sales operation through the entities in Europe. Others segment includes sales operations in Americas and all other corporate entities.

The accounting principles used in the preparation of the consolidated financial results are consistently applied in individual entities to prepare segment reporting.

₹ Million

PARTICULARS	CONSOLIDATED RESULTS					
	QUARTER ENDED			NINE MONTHS ENDED		YEAR ENDED
	31.12.2023	30.09.2023	31.12.2022	31.12.2023	31.12.2022	31.03.2023
	(UNAUDITED) (refer note 5)					(AUDITED) (refer note 5)
<b>1. Segment revenue</b>						
APMEA	44,145.21	44,730.33	42,921.42	133,874.76	130,342.11	174,668.97
Europe	22,191.51	18,158.22	20,924.89	57,757.96	54,579.56	72,974.23
Others	9,928.86	10,196.26	12,129.00	31,814.41	40,229.09	48,783.10
<b>Total segment revenue</b>	<b>76,265.58</b>	<b>73,084.81</b>	<b>75,975.31</b>	<b>223,447.13</b>	<b>225,150.76</b>	<b>296,428.30</b>
Less: Inter segment revenue	10,311.89	10,289.16	11,747.80	32,251.99	41,942.76	50,745.00
<b>Segment revenue</b>	<b>65,953.69</b>	<b>62,795.65</b>	<b>64,227.51</b>	<b>191,195.14</b>	<b>183,208.00</b>	<b>245,681.30</b>
<b>2. Segment results</b>						
APMEA	5,843.02	6,711.98	3,298.64	18,663.74	7,483.35	12,346.87
Europe	2,666.62	959.79	1,658.91	4,285.97	3,443.37	5,107.68
Others	79.08	576.92	709.08	1,137.90	2,000.02	1,901.48
<b>Total segment results</b>	<b>8,588.72</b>	<b>8,248.69</b>	<b>5,656.63</b>	<b>24,087.61</b>	<b>12,926.74</b>	<b>19,356.03</b>
Less: Finance costs	1,230.40	1,327.97	1,419.59	3,913.01	3,922.05	5,312.35
<b>Profit before share of profit / (loss) in associate / joint venture, exceptional items and tax</b>	<b>7,358.32</b>	<b>6,920.72</b>	<b>4,237.04</b>	<b>20,174.60</b>	<b>9,004.69</b>	<b>14,043.68</b>
Share of profit / (loss) in associate / joint venture	0.55	1.51	0.30	2.49	1.61	2.42
Less: Exceptional items	151.02	122.08	-	405.08	-	(225.77)
<b>Profit before tax</b>	<b>7,207.85</b>	<b>6,800.15</b>	<b>4,237.34</b>	<b>19,772.01</b>	<b>9,006.30</b>	<b>14,271.87</b>
<b>3. Segment assets</b>						
APMEA	175,916.91	174,489.31	176,378.64	175,916.91	176,378.64	178,683.40
Europe	85,717.58	84,636.35	84,257.41	85,717.58	84,257.41	86,961.08
Others	14,564.00	14,631.39	16,557.43	14,564.00	16,557.43	15,537.73
<b>Total segment assets</b>	<b>276,198.49</b>	<b>273,757.05</b>	<b>277,193.48</b>	<b>276,198.49</b>	<b>277,193.48</b>	<b>281,182.21</b>
Unallocable / eliminations	(8,178.79)	(9,833.26)	(10,430.89)	(8,178.79)	(10,430.89)	(7,590.11)
<b>Total segment assets</b>	<b>268,019.70</b>	<b>263,923.79</b>	<b>266,762.59</b>	<b>268,019.70</b>	<b>266,762.59</b>	<b>273,592.10</b>
<b>4. Segment liabilities</b>						
APMEA	96,405.58	98,095.83	106,719.96	96,405.58	106,719.96	106,164.62
Europe	34,629.16	37,714.41	40,093.70	34,629.16	40,093.70	39,322.59
Others	6,798.73	7,849.08	10,610.62	6,798.73	10,610.62	9,573.81
<b>Total segment liabilities</b>	<b>137,833.47</b>	<b>143,659.32</b>	<b>157,424.28</b>	<b>137,833.47</b>	<b>157,424.28</b>	<b>155,061.02</b>
Unallocable / eliminations	(7,904.57)	(9,558.90)	(9,856.32)	(7,904.57)	(9,856.32)	(7,250.91)
<b>Total segment liabilities</b>	<b>129,928.90</b>	<b>134,100.42</b>	<b>147,567.96</b>	<b>129,928.90</b>	<b>147,567.96</b>	<b>147,810.11</b>

*Onbehalf van*



Additional disclosures as per Clause 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S.NO.	PARTICULARS	QUARTER ENDED			NINE MONTHS ENDED		YEAR ENDED
		31.12.2023	30.09.2023	31.12.2022	31.12.2023	31.12.2022	31.03.2023
		(UNAUDITED) (refer note 5)					(AUDITED) (refer note 5)
(a)	Outstanding redeemable preference shares (₹ Million)	-	-	-	-	-	-
(b)	Debenture redemption reserve (₹ Million)	654.32	1,039.50	1,039.50	654.32	1,039.50	1,039.50
(c)	Capital redemption reserve (₹ Million)	44.40	44.40	44.40	44.40	44.40	44.40
(d)	Securities premium (₹ Million)	31,317.67	31,317.67	31,317.67	31,317.67	31,317.67	31,317.67
(e)	Net worth (₹ Million) (share capital + other equity)	138,090.80	129,823.37	119,194.63	138,090.80	119,194.63	125,781.99
(f)	Net profit after tax (₹ Million)	4,966.26	4,742.51	2,787.91	13,677.85	6,355.49	10,458.44
(g)	Basic earnings per share (Not annualised)	7.82	7.47	4.39	21.54	10.01	16.47
(h)	Diluted earnings per share (Not annualised)	7.82	7.47	4.39	21.54	10.01	16.47
(i)	Debt equity ratio (in times) [Debt comprises non-current borrowings and current borrowings / equity]	0.31	0.37	0.48	0.31	0.48	0.44
(j)	Long term debt to working capital (in times) [Non-current borrowings including current maturities / Net working capital excluding current maturities]	1.43	1.73	3.04	1.43	3.04	2.42
(k)	Total debts to total assets ratio (in %) [(Non-current borrowings + current borrowings) / Total assets]	16.15%	18.07%	21.53%	16.15%	21.53%	20.42%
(l)	Debt service coverage ratio (in times) # [(Profit after tax + interest expense excluding interest on lease liabilities + depreciation & amortisation expense excluding depreciation on right of use assets + exceptional items + loss/(gain) on sale of fixed assets + share of loss/(profit) in associate/joint venture) / (Gross interest excluding interest on lease liabilities + repayment of non-current borrowings excluding pre-payments)]	2.10	2.30	1.16	2.10	1.16	1.93
(m)	Interest service coverage ratio (in times) [(Profit after tax + interest expense excluding interest on lease liabilities + depreciation & amortisation expense excluding depreciation on right of use assets + exceptional items + loss/(gain) on sale of fixed assets + share of loss/(profit) in associate/joint venture) / Gross interest excluding interest on lease liabilities]	8.35	7.49	5.37	7.51	5.13	5.46
(n)	Current ratio (in times) (Current assets / Current liabilities)	1.24	1.14	1.07	1.24	1.07	1.11
(o)	Bad debts to account receivable ratio (in %) # [Bad debts / Average trade receivables]	0.39%	0.05%	0.13%	0.39%	0.13%	0.05%
(p)	Current liability ratio (in %) (Current liabilities / Total liabilities)	53.74%	55.95%	52.71%	53.74%	52.71%	54.19%
(q)	Debtors turnover (in times) # [Revenue from operations / Average trade receivables]	11.42	10.77	12.35	11.42	12.35	10.82
(r)	Inventory turnover (in times) # [Revenue from operations / Average inventory]	5.75	5.67	5.58	5.75	5.58	5.72
(s)	Operating margin (in %) [EBITDA* / Revenue from operations]  * EBITDA = Profit before tax + depreciation & amortisation expense + interest expense + exceptional item + share of loss/(profit) in associate/joint venture - other income	18.32%	18.47%	14.22%	17.88%	12.64%	13.49%
(t)	Net profit margin (in %) [Profit after tax / Revenue from operations]	7.53%	7.55%	4.34%	7.15%	3.47%	4.26%

# Based on TTM (Trailing Twelve Months)

*Online Kaunap*



**NOTES:**

- 1 The listed non-convertible debentures (NCDs) issued by the Company aggregating to ₹ 17,250 Million as on December 31, 2023, are secured by a pari passu first charge by way of hypothecation on movable fixed assets of the Company, both present and future (except stocks and book debts). Except, out of these, ₹ 5,000 Million at 8.75% (which are for 10 year bullet payment) have also been given exclusive charge on the immovable property of the Company's Registered office at Kochi. The asset cover thereof exceeds 125% of the principal amount of the said NCDs.
- 2 These unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 read with rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 (as amended) and in terms of regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CIR/CFD/CDM1/44/2019 dated March 29, 2019 and other accounting principles generally accepted in India.
- 3 The Competition Commission of India ('CCI') on February 2, 2022 has released its order dated August 31, 2018 on the Company, other Tyre Manufacturers and Automotive Tyre Manufacturer Association alleging contravention of the provisions of the Competition Act, 2002 in the year 2011-12 and imposed a penalty of ₹ 4,255.30 Million on the Company. The Company had filed an appeal against the CCI Order before the Honourable National Company Law Appellate Tribunal (NCLAT). NCLAT in its order dated December 1, 2022, has remanded the matter back to the CCI to hear the parties again and review its findings. CCI has filed an Appeal before the Supreme Court against the Order passed by the NCLAT. Company is also a Respondent in the said Appeal. Pending disposal of the matter and based on legal advice the Company believes that it has a strong case and accordingly no provision is considered in these consolidated financial results.
- 4 The Company and one of the subsidiary companies have carried out an employee re-organisation exercise for its employees. The full and final amount paid to the employees who opted for this scheme aggregated to ₹ 151.02 Million for the quarter ended December 31, 2023, ₹ 122.08 Million for the quarter ended September 30, 2023 and Rs. 405.08 Million for the nine months ended December 31, 2023, has been disclosed as an exceptional item.  
  
During the quarter ended March 31, 2023, one of the subsidiary companies had reassessed impairment loss recognized in the earlier period. Consequently, a part of the recognised loss amounting to ₹ 225.77 million had been written back and presented as an exceptional item for the year ended March 31, 2023.
- 5 The Ministry of corporate affairs vide its notification dated March 31, 2023 notified an amendment under Ind AS 12, Income Taxes in relation to the recognition of deferred tax related to assets and liabilities arising from a single transaction. This amendment, along with the transition provisions for the impact related to comparative and earlier periods, is effective from April 1, 2023.  
  
Consequently, the Group has recognised the cumulative impact of deferred tax liability as at March 31, 2023 amounting to ₹ 2,995.84 million in quarter ended June 30, 2023. Out of this, amount of ₹ 2,407.92 million has been adjusted from opening balance of retained earnings as on April 1, 2022. Further, amounts of ₹ 133.14 million, ₹ 416.89 million and ₹ 587.92 million has been disclosed in the comparative periods presented (i.e. for the quarter ended December 31, 2022, nine months ended December 31, 2022 and year ended March 31, 2023 respectively) as deferred tax expense in the consolidated statement of profit and loss in accordance with the applicable transition provisions. Further, the impact for the quarter ended December 31, 2023, September 30, 2023 and nine months ended December 31, 2023 amounting to ₹ 18.64 million, ₹ 13.72 million and ₹ 48.37 million respectively have also been recognised and disclosed as deferred tax expense in these consolidated financial results.  
  
Accordingly, profit after tax for the periods presented in the consolidated financial results are lower by respective amounts stated above for the quarter ended December 31, 2023, September 30, 2023, December 31, 2022, nine months ended December 31, 2023, December 31, 2022 and year ended March 31, 2023. Similarly, the basic and diluted EPS for these respective periods are lower by ₹ 0.03, ₹ 0.02, ₹ 0.21, ₹ 0.08, ₹ 0.66 and ₹ 0.93 per share.
- 6 Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification / disclosure.
- 7 The above results were reviewed by the Audit Committee on February 6, 2024 and approved by the Board of Directors at its meeting held on February 7, 2024. The stand-alone and consolidated results of the Company have undergone limited review by the Statutory Auditors. The results of the certain overseas subsidiaries of the Company have been subjected to limited review by their respective Statutory Auditors.

For and on behalf of the Board  
of Directors of Apollo Tyres Ltd

*Onkar Kanwar*

Place: Gurugram  
Date: February 7, 2024

ONKAR KANWAR  
CHAIRMAN



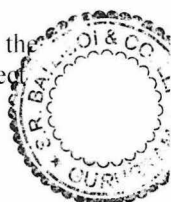
**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended****Review Report to  
The Board of Directors  
Apollo Tyres Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Apollo Tyres Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint venture for the quarter ended December 31, 2023 and year to date from April 30, 2023 to December 31, 2023 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the entities included in Annexure I.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of:
  - 6 subsidiaries, whose unaudited interim financial results include total revenues of Rs 26,831.79 million and Rs 77,916.81 million, total net profit after tax of Rs. 1,756.42 million and Rs. 4,007.82 million, total comprehensive income of Rs. 1,756.42 million and Rs. 4,007.82 million, for the quarter ended December 31, 2023 and the period ended on that date respectively, as considered in the Statement which have been reviewed by their respective independent auditors.

The independent auditor's reports on interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect



# **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

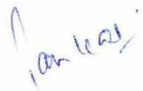
7. All of these subsidiaries are located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial results of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

Our conclusion on the Statement in respect of matters stated in para 6 above is not modified with respect to our reliance on the work done and the reports of the other auditors.

**For S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm registration number: 301003E/E300005



**per Pankaj Chadha**

Partner

Membership No.: 091813



UDIN: 24091813BKFGKS6857

Place: Gurugram

Date: February 07, 2024

# **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

## **Annexure-I**

List of entities included in the Statement

### **Holding Company**

<b>S. No.</b>	<b>Name of the Company</b>
1	Apollo Tyres Limited

### **Subsidiaries**

<b>S. No.</b>	<b>Name of the Company</b>
1	Apollo Tyres Cooperatief U.A.
2	Apollo (South Africa) Holdings (Pty) Ltd.
3	Apollo Tyres Africa (Pty) Ltd
4	Apollo Tyres (Thailand) Limited
5	Apollo Tyres (Middle East) FZE
6	Apollo Tyres Holdings (Singapore) Pte. Ltd.
7	Apollo Tyres (Malaysia) SDN. BHD
8	Apollo Tyres (UK) Holdings Ltd.
9	Apollo Tyres (London) Pvt. Ltd.
10	Apollo Tyres (R&D) GmbH
11	Apollo Tyres Global R&D B.V.
12	Apollo Tyres AG
13	Apollo Tyres do (Brasil) LTDA
14	Apollo Tyres (Europe) B.V.
15	Apollo Tyres (Hungary) Kft
16	Apollo Tyres (NL) B.V.
17	Apollo Tyres (Germany) GmbH
18	Apollo Tyres (Nordic) AB
19	Apollo Tyres (UK) Sales Ltd.
20	Apollo Tyres (France) SAS
21	Apollo Tyres (Belux) SA
22	Apollo Tyres (Austria) Gesellschaft m.b.H.
23	Apollo Tyres (Schweiz) AG
24	Apollo Tyres Iberica, S.A.U.
25	Apollo Tires (US) Inc.
26	Apollo Tyres (Hungary) Sales Kft.
27	Apollo Tyres (Polska) Sp. Z O.O.
28	Vredestein Consulting B.V.
29	Finlo B.V.
30	Reifencom GmbH, Hannover
31	Reifencom Tyre (Qingdao) Co., Ltd.
32	Saturn F1 Pvt. Ltd
33	Apollo Tyres (Greenfield) B.V.
34	Apollo Tyres Centre of Excellence Limited
35	Trusted Mobility Services Limited (w.e.f. 09.06.2023)





# **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

## **Annexure-I (Continued)**

### **Associate**

<b>S. No.</b>	<b>Name of the Company</b>
1	KT Telematic Solutions Private Limited

### **Joint Venture**

<b>S. No.</b>	<b>Name of the Company</b>
1	Pan Aridus LLC





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

T: +91 124 2383002  
F: +91 124 2383021  
apolloyres.com

GST No.: 06AAACA6990Q1Z2

**UNAUDITED STANDALONE FINANCIAL RESULTS  
FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023**

₹ Million

PARTICULARS	QUARTER ENDED			NINE MONTHS ENDED		YEAR ENDED
	31.12.2023	30.09.2023	31.12.2022	31.12.2023	31.12.2022	31.03.2023
	(UNAUDITED) (refer note 6)					(AUDITED) (refer note 6)
1 Revenue from operations	43,319.31	44,067.00	42,466.16	131,518.95	129,347.85	173,010.19
2 Other income	126.57	329.77	99.00	742.16	579.48	751.26
<b>3 Total income (1 + 2)</b>	<b>43,445.88</b>	<b>44,396.77</b>	<b>42,565.16</b>	<b>132,261.11</b>	<b>129,927.33</b>	<b>173,761.45</b>
<b>4 Expenses</b>						
(a) Cost of materials consumed	24,936.94	23,192.41	25,557.57	72,383.15	82,429.47	106,937.72
(b) Purchases of stock-in-trade	2,307.47	2,314.42	2,534.35	7,062.39	7,230.27	9,628.17
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(1,624.27)	1,007.81	489.04	(621.18)	33.15	455.54
(d) Employee benefits expense	2,831.20	2,718.96	2,497.73	8,332.00	7,580.99	10,259.15
(e) Finance costs	995.16	1,056.64	1,225.68	3,150.65	3,489.37	4,672.28
(f) Depreciation and amortisation expense	2,278.71	2,278.91	2,268.70	6,818.00	6,649.13	9,070.50
(g) Other expenses	7,027.54	6,419.46	5,904.19	20,241.29	17,928.66	24,620.42
<b>Total expenses</b>	<b>38,752.75</b>	<b>38,988.61</b>	<b>40,477.26</b>	<b>117,366.30</b>	<b>125,341.04</b>	<b>165,643.78</b>
<b>5 Profit before exceptional items and tax (3 - 4)</b>	<b>4,693.13</b>	<b>5,408.16</b>	<b>2,087.90</b>	<b>14,894.81</b>	<b>4,586.29</b>	<b>8,117.67</b>
6 Exceptional items (refer note 5)	150.18	107.81	-	389.97	-	-
<b>7 Profit before tax (5 - 6)</b>	<b>4,542.95</b>	<b>5,300.35</b>	<b>2,087.90</b>	<b>14,504.84</b>	<b>4,586.29</b>	<b>8,117.67</b>
<b>8 Tax expense</b>						
a. Current tax	796.66	930.07	392.70	2,546.47	825.74	1,477.15
b. Deferred tax (Refer Note 6)	790.08	928.04	452.72	2,533.38	950.38	1,441.06
<b>Total tax expenses</b>	<b>1,586.74</b>	<b>1,858.11</b>	<b>845.42</b>	<b>5,079.85</b>	<b>1,776.12</b>	<b>2,918.21</b>
<b>9 Profit for the period / year (7 - 8)</b>	<b>2,956.21</b>	<b>3,442.24</b>	<b>1,242.48</b>	<b>9,424.99</b>	<b>2,810.17</b>	<b>5,199.46</b>
<b>10 Other comprehensive income / (loss)</b>						
<b>i. Items that will not be reclassified to profit or loss</b>						
- Re-measurement gain/ (loss) on defined benefit plans	19.09	19.09	34.38	57.27	(152.07)	76.37
ii. Income tax	(6.67)	(6.67)	(12.01)	(20.01)	53.14	(26.69)
	12.42	12.42	22.37	37.26	(98.93)	49.68
<b>ii. Items that will be reclassified to profit or loss</b>						
- Effective portion of (loss) / gain on designated portion of hedging instruments in cash flow hedge	(11.51)	(9.26)	(30.92)	(37.60)	47.96	63.50
ii. Income tax	4.02	3.24	10.80	13.14	(16.76)	(22.19)
	(7.49)	(6.02)	(20.12)	(24.46)	31.20	41.31
<b>Other comprehensive income / (loss) (i + ii)</b>	<b>4.93</b>	<b>6.40</b>	<b>2.25</b>	<b>12.80</b>	<b>(67.73)</b>	<b>90.99</b>
<b>11 Total comprehensive income for the period/ year (9 + 10)</b>	<b>2,961.14</b>	<b>3,448.64</b>	<b>1,244.73</b>	<b>9,437.79</b>	<b>2,742.44</b>	<b>5,290.45</b>
12 Paid-up equity share capital (equity shares of ₹ 1 each)	635.10	635.10	635.10	635.10	635.10	635.10
13 Paid-up debt capital	32,122.69	36,071.62	41,364.42	32,122.69	41,364.42	40,754.59
14 Reserves excluding revaluation reserves						95,336.87
<b>15 Earnings per share (of ₹ 1 each) (not annualised)</b>						
(a) Basic (₹)	4.65	5.42	1.96	14.84	4.42	8.19
(b) Diluted (₹)	4.65	5.42	1.96	14.84	4.42	8.19



*Onbehalf Kaumar*

Registered Office: Apollo Tyres Ltd. 3<sup>rd</sup> Floor, Areekal Mansion, Panampilly Nagar, Kochi 682036, India  
CIN: L25111KL1972PLC002449, Tel No. + 91 484 4012046, Fax No. +91 484 4012048, Email: info.apollo@apolloyres.com



Additional disclosures as per Clause 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S.No.	Particulars	QUARTER ENDED			NINE MONTHS ENDED		YEAR ENDED
		31.12.2023	30.09.2023	31.12.2022	31.12.2023	31.12.2022	31.03.2023
		(UNAUDITED) (refer note 8)					(AUDITED) (refer note 6)
(a)	Outstanding redeemable preference shares (₹ Million)	-	-	-	-	-	-
(b)	Debenture redemption reserve (₹ Million)	654.32	1,039.50	1,039.50	654.32	1,039.50	1,039.50
(c)	Capital redemption reserve (₹ Million)	44.40	44.40	44.40	44.40	44.40	44.40
(d)	Securities premium (₹ Million)	31,317.67	31,317.67	31,317.67	31,317.67	31,317.67	31,317.67
(e)	Net worth (₹ Million) [Share capital + other equity]	102,583.03	99,621.89	93,455.18	102,583.03	93,455.18	96,003.19
(f)	Net profit after tax (₹ Million)	2956.21	3442.24	1242.48	9424.99	2810.17	5199.46
(g)	Basic earnings per share (Not annualised)	4.65	5.42	1.96	14.84	4.42	8.19
(h)	Diluted earnings per share (Not annualised)	4.65	5.42	1.96	14.84	4.42	8.19
(i)	Debt equity ratio (in times) [Debt comprises non-current borrowings and current borrowings / equity]	0.31	0.36	0.44	0.31	0.44	0.42
(j)	Long term debt to working capital (in times) [Non-current borrowings including current maturities / Net working capital excluding current maturities]	2.92	3.37	11.56	2.92	11.56	6.26
(k)	Total debts to total assets ratio (in %) [(Non-current borrowings + current borrowings) / Total assets]	16.27%	18.38%	20.77%	16.27%	20.77%	20.26%
(l)	Debt service coverage ratio (in times) # [(Profit after tax + interest expense excluding interest on lease liabilities + depreciation & amortisation expense excluding depreciation on right of use assets+ exceptional items + loss/(gain) on sale of fixed assets) / (Gross interest excluding interest on lease liabilities + repayment of non-current borrowings excluding pre-payments)]	1.94	2.25	1.10	1.94	1.10	1.59
(m)	Interest service coverage ratio (in times) [(Profit after tax + interest expense excluding interest on lease liabilities + depreciation & amortisation expense excluding depreciation on right of use assets + exceptional items + loss/(gain) on sale of fixed assets) / Gross interest excluding interest on lease liabilities]	6.74	6.76	3.83	6.55	3.63	3.99
(n)	Current ratio (in times) (Current assets / Current liabilities)	1.07	0.99	0.90	1.07	0.90	0.96
(o)	Bad debts to account receivable ratio (in %) [Bad debts / Average trade receivables]	-	-	-	-	-	-
(p)	Current liability ratio (in %) (Current liabilities / Total liabilities)	53.33%	54.40%	52.74%	53.33%	52.74%	52.63%
(q)	Debtors turnover (in times) # [Revenue from operations / Average trade receivables]	9.91	9.68	10.87	9.91	10.87	11.05
(r)	Inventory turnover (in times) # [Revenue from operations / Average inventory]	7.24	7.34	6.89	7.24	6.89	7.30
(s)	Operating margin (in %) [EBITDA* / Revenue from operations]	18.10%	19.09%	12.91%	18.34%	10.94%	12.20%
(t)	Net profit margin (in %) [Profit after tax / Revenue from operations]	6.82%	7.81%	2.93%	7.17%	2.17%	3.01%

# Based on TTM (Trailing Twelve Months)

*Onkar Kumar*



**NOTES:**

- 1 The Company's operation comprises one business segment - Automobile Tyres, Automobile Tubes and Automobile Flaps.
- 2 The listed non-convertible debentures (NCDs) issued by the Company aggregating to ₹ 17,250 Million as on December 31, 2023, are secured by a pari passu first charge by way of hypothecation on movable fixed assets of the Company, both present and future (except stocks and book debts). Except, out of these, ₹ 5,000 Million at 8.75% (which are for 10 year bullet payment) have also been given exclusive charge on the immovable property of the Company's Registered office at Kochi. The asset cover thereof exceeds 125% of the principal amount of the said NCDs.
- 3 These unaudited standalone financial results of the Company have been prepared in accordance with the Indian Accounting Standards (IND AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 read with rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 (as amended) and in terms of regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CIR/CFD/CDM1/44/2019 dated March 29, 2019 and other accounting principles generally accepted in India.
- 4 The Competition Commission of India ('CCI') on February 2, 2022 has released its order dated August 31, 2018 on the Company, other Tyre Manufacturers and Automotive Tyre Manufacturer Association alleging contravention of the provisions of the Competition Act, 2002 in the year 2011-12 and imposed a penalty of ₹ 4,255.30 Million on the Company. The Company had filed an appeal against the CCI Order before the Honourable National Company Law Appellate Tribunal (NCLAT). NCLAT in its order dated December 1, 2022, has remanded the matter back to the CCI to hear the parties again and review its findings. CCI has filed an Appeal before the Supreme Court against the Order passed by the NCLAT. Company is also a Respondent in the said Appeal. Pending disposal of the matter and based on legal advice the Company believes that it has a strong case and accordingly no provision is considered in these standalone financial results.
- 5 The Company has carried out an employee re-organisation exercise for its employees. The full and final amount paid to the employees who opted for this scheme aggregated to ₹ 150.18 Million for the quarter ended December 31, 2023, ₹ 107.81 Million for the quarter ended September 30, 2023 and ₹ 389.97 Million for nine months ended December 31, 2023, has been disclosed as an exceptional item.
- 6 The Ministry of corporate affairs vide its notification dated March 31, 2023 notified an amendment under Ind AS 12, Income Taxes in relation to the recognition of deferred tax related to assets and liabilities arising from a single transaction. This amendment, along with the transition provisions for the impact related to comparative and earlier periods, is effective from April 1, 2023.  
  
Consequently, the Company has recognised the cumulative impact of deferred tax liability as at March 31, 2023 amounting to ₹2,995.84 million in quarter ended June 30, 2023. Out of this, amount of ₹ 2,407.92 million has been adjusted from opening balance of retained earnings as on April 1, 2022. Further, amounts of ₹ 133.14 million, ₹ 416.89 million and ₹ 587.92 million has been disclosed in the comparative periods presented (i.e. for the quarter ended December 31, 2022, nine months ended December 31, 2022 and year ended March 31, 2023 respectively) as deferred tax expense in the standalone statement of profit and loss in accordance with the applicable transition provisions. Further, the impact for the quarter ended December 31, 2023, September 30, 2023 and nine months ended December 31, 2023 amounting to ₹ 18.64 million, ₹ 13.72 million and ₹ 48.37 million respectively have also been recognised and disclosed as deferred tax expense in these standalone financial results.  
  
Accordingly, profit after tax for the periods presented in the standalone financial results are lower by respective amounts stated above for the quarter ended December 31, 2023, September 30, 2023, December 31, 2022, nine months ended December 31, 2023, December 31, 2022 and year ended March 31, 2023. Similarly, the basic and diluted EPS for these respective periods are lower by ₹ 0.03, ₹ 0.02, ₹ 0.21, ₹ 0.08, ₹ 0.66 and ₹ 0.93 per share.
- 7 Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification / disclosure.
- 8 The above results were reviewed by the Audit Committee on February 6, 2024 and approved by the Board of Directors at its meeting held on February 7, 2024.

For and on behalf of the Board  
of Directors of Apollo Tyres Ltd

*Onkar Kanwar*

Place: Gurugram  
Date: February 7, 2024

ONKAR KANWAR  
CHAIRMAN





**Independent Auditor's Report on book values of the assets and compliance with respect to financial covenants as at December 31, 2023 for submission to Debenture Trustee**

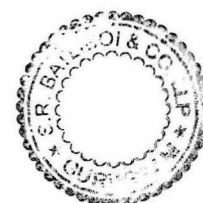
To  
The Board of Directors  
Apollo Tyres Limited  
7 Institutional Area, Sector 32  
Gurugram 122001, Haryana, India

1. This Report is issued in accordance with the terms of the service scope letter agreement dated August 09, 2023 and master engagement agreement dated July 26, 2023, as amended with Apollo Tyres Limited (hereinafter the "Company").
2. We S.R. Batliboi & CO. LLP, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the Company to examine the accompanying *Statement on book value of assets and compliance status of financial covenants for 17,250 (Seventeen Thousand Two Hundred and Fifty only) rated, listed, secured, redeemable, non-convertible debentures issued in multiple tranches having face value of INR 10,00,000 (Rupees Ten Lakh Only) each, for an aggregate nominal value of INR 17,25,00,00,000 (Rupees One Thousand Seven Twenty Five Crore only) (hereinafter the "Debentures")* of the Company, as at December 31, 2023 (hereinafter the "Statement") which has been prepared by the Company from the Board approved unaudited standalone financial results, underlying books of account and other relevant records and documents maintained by the Company as at and for the period ended December 31, 2023 pursuant to the requirements of the SEBI circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Circular"), and has been initialed by us for identification purposes only.

This Report is required by the Company for the purpose of submission with Vistra ITCL India Limited (hereinafter the "Debenture Trustee") of the Company to ensure compliance with the SEBI Circular in respect of its Debentures. The Company had entered into an agreement with the Debenture Trustee vide supplementary agreement dated March 10, 2021 (in respect of original agreements dated July 21, 2016, December 10, 2016, August 18, 2017, December 12, 2019, May 15, 2020) and agreement dated August 29, 2022 (collectively referred as 'Debenture Trust Deeds') in respect of such multiple tranches of Debentures.

**Management's Responsibility**

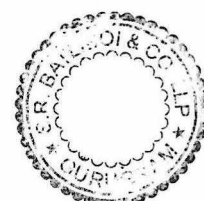
3. The preparation of the Statement is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



4. The management of the Company is responsible for ensuring that the Company complies with all the relevant requirements of the SEBI circular and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including providing all relevant information to the Debenture Trustee(s).

**Auditor's Responsibility**

5. It is our responsibility to provide a limited assurance and conclude as to whether the:
  - (a) Book values of assets as included in the Statement are in agreement with the books of account underlying the unaudited standalone financial results of the company as at December 31, 2023.
  - (b) Company is in compliance with financial covenants as mentioned in the Debenture Trust Deed and/or Information Memorandum as on December 31, 2023.
6. We have performed a limited review of the unaudited standalone financial results of the Company for the period ended December 31, 2023, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an unmodified conclusion dated February 07, 2023. Our review of those financial results was conducted in accordance with the in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India ("ICAI").
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, our procedures included the following in relation to the Statement:



# **S.R. BATLIBOI & CO. LLP**

Chartered Accountants

- a) Obtained the Board approved financial results of the Company for the period ended December 31, 2023.
- b) Traced the book value of assets with the books of accounts of the company underlying the unaudited standalone financial results.
- c) Obtained a list of financial covenants applicable to the Debentures.
- d) With respect to compliance with financial covenants included in the Statement, we have performed the following procedures.
  - (i) Obtained and verified the arithmetical accuracy for the computations of net debt to earnings before interest tax and depreciation and amortization (EBITDA) as at December 31, 2023 and debt service coverage ratio for the period April 01, 2023 to December 31, 2023.
  - (ii) Traced and agreed the Long-term borrowings, Short-term borrowings including current maturities of long-term borrowings, cash and cash equivalents, other bank balances, investment in quoted mutual funds, Profit after tax, Tax, Exceptional items, Depreciation, Interest expense, other income, Total interest payable, Interest on Lease Liability, Annual repayment of debt and Borrowing cost capitalized from the unaudited books of accounts of the Company.
  - (iii) Obtained repayment schedule and traced the date of repayment of principal and interest due during the period April 01, 2023 to December 31, 2023
- e) Performed necessary inquiries with the management and obtained necessary representations.

## **Conclusion**

11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that:
- a) The Book values of assets as included in the Statement are not in agreement with the books of account unaudited standalone financial results of the company as at December 31, 2023.
  - b) Company is not in compliance with financial covenants as mentioned in the Debenture Trust Deed as on December 31, 2023.





# **S.R. BATLIBOI & CO. LLP**

Chartered Accountants

## **Restriction on Use**

12. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Debenture Trustee and is not to be used or referred to for any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this Report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & CO. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**

Partner

Membership Number: 091813

UDIN: 24091813BKFGKT3241

Place of Signature: Gurugram

Date: February 07, 2024



Statement of Security Cover as per the terms of the offer document/ Information Memorandum and/or Debenture Trust Deeds and book value of assets

Amounts in INR Millions

Column	Column	Column	Column	Column	Column	Column	Column	Column	Column	Column	Column	Column	Column	Column
A	B	i C	ii D	iii E	iv F	v G	vi H	vii I	J	K	L	M	N	O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)		debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA)	Total Value (K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value				(Note n)		(Note n)		
<b>ASSETS (Note b)</b>														
Property, Plant and Equipment	Note-c,d	23.44	-	-	89,792.90	-	18,979.21	-	1,08,795.55	-	23.44	-	89,792.90	89,816.34
Capital Work-in-Progress	Note-e	-	-	-	1,819.54	-	-	-	1,819.54	-	-	-	1,819.54	1,819.54
Right of Use Assets		-	-	-	-	-	3,844.24	-	3,844.24	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	-	-	-	441.95	-	441.95	-	-	-	-	-
Intangible Assets under Development		-	-	-	-	-	185.73	-	185.73	-	-	-	-	-
Investments		-	-	-	-	-	26,513.63	-	26,513.63	-	-	-	-	-
Loans		-	-	-	-	-	-	-	-	-	-	-	-	-
Inventories		-	-	-	-	-	23,615.24	-	23,615.24	-	-	-	-	-
Trade Receivables		-	-	-	-	-	18,440.58	-	18,440.58	-	-	-	-	-
Cash and Cash Equivalents		-	-	-	-	-	3,724.80	-	3,724.80	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	-	-	-	-	105.85	-	105.85	-	-	-	-	-
Others	Note-f	-	-	-	-	-	9,994.19	-	9,994.19	-	-	-	-	-
<b>Total</b>		<b>23.44</b>	-	-	<b>91,612.44</b>	-	<b>1,05,845.42</b>	-	<b>1,97,481.30</b>	-	<b>23.44</b>	-	<b>91,612.44</b>	<b>91,635.88</b>
<b>LIABILITIES (Note b)</b>														
Debt securities to which this certificate pertains	Note-g, h, i	4,988.25	-	Yes	17,231.71	-	-	-4,988.25	17,231.71	-	-	-	-	-
Other debt sharing pari-passu charge with above debt	Note-j	-	-	No	14,869.19	-	-	-	14,869.19	-	-	-	-	-
Other Debt		-	-	No	-	-	-	-	-	-	-	-	-	-
Subordinated debt		-	-	No	-	-	-	-	-	-	-	-	-	-
Borrowings	Note-k	-	-	No	-	-	21.79	-	21.79	-	-	-	-	-
Bank		-	-	No	-	-	-	-	-	-	-	-	-	-
Debt Securities		-	-	No	-	-	-	-	-	-	-	-	-	-
Others	Note-l	-	-	No	-	-	33,134.30	-	33,134.30	-	-	-	-	-
Trade payables		-	-	No	-	-	21,789.95	-	21,789.95	-	-	-	-	-
Lease Liabilities		-	-	No	-	-	4,242.94	-	4,242.94	-	-	-	-	-
Provisions		-	-	No	-	-	2,708.63	-	2,708.63	-	-	-	-	-
Others (Interest Accrued)	Note-m	318.83	-	No	899.76	-	-	-318.83	899.76	-	-	-	-	-
<b>Total</b>		<b>5,307.08</b>	-	-	<b>33,000.66</b>	-	<b>61,897.61</b>	<b>-5,307.08</b>	<b>94,898.27</b>	-	-	-	-	-
Cover on Book Value	Note-o	0.004	-	-	2.78	-	-	-	-	-	-	-	-	-
Cover on Market Value		-	-	-	-	-	-	-	-	-	-	-	-	-
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

For APOLLO TYRES LTD.

*David D. H. C.*

Authorised Signatory

**Notes :**

- a.) This statement is prepared in accordance with requirements of the Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular dated May 19, 2022 on the Revised format of security cover certificate.
- b.) The book value of assets and liabilities has been extracted from the audited financial results of the Company as on December 31, 2023.
- c.) "Property Plant & Equipment" represents the book value of property plant & equipment in column C against which exclusive charge created for 8.75 % Non Convertible Debentures as on December 31, 2023.
- d.) "Property Plant & Equipment" represents the book value of property plant & equipment in column F against which pari passu charge created for Non Convertible Debentures and secured term loan as on December 31, 2023.
- e.) "Capital Work In Progress" represents the book value of capital work in progress (CWIP) in column F against which pari passu charge has been created for Non Convertible Debentures and secured term loan as on December 31, 2023. For the purpose of above statement, entire value
- f.) "Other" represents the book value of "total assets less the book value of assets as captured above separately" as on December 31, 2023.
- g.) "Debt securities to which this certificate pertains" represents the book value of Non Convertible Debentures as on December 31, 2023 in column C for which exclusive security charge created.
- h.) "Debt securities to which this certificate pertains" represents the book value of Non Convertible Debentures as on December 31, 2023 in column F for which pari passu charge created.
- i.) "Debt securities to which this certificate pertains" represents the book value of Non Convertible Debentures as on December 31, 2023 in column I for which exclusive security charge and pari passu charge created.
- j.) "Other debt sharing pari-passu charge with above debt" represents the book value of secured term loan as on December 31, 2023 in column F for which pari passu charge created.
- k.) "Borrowings" represents the book value of unsecured loan as on December 31, 2023.
- l.) "Others" represents the book value of total liability less the book value of liability as captured above separately as on December 31, 2023.
- m.) "Others (Interest Accrued)" represents the book value of accrued interest as part of Other financial liabilities, other portion of it considered in "other" Note (I) as on December 31, 2023.
- n.) It represents the book value (net of accumulated depreciation) of the Hypothecated Properties for which market value has not been determined.
- o.) "Cover on Book Value" in column C represents the additional cover ratio for the exclusive charge holder.

**For APOLLO TYRES LTD.**



**Authorised Signatory**

**Fixed Asset Coverage Ratio as on December 31, 2023**

S. No.	Particulars	Immoveable*	Moveable
		Amount in Rs. Mn.	Amount in Rs. Mn.
i.	Total assets available for secured Debt Securities' – (secured by either pari passu or exclusive		
	• Property Plant & Equipment (Fixed assets) - <b>movable / immovable</b> property etc *	23.44	91,612.44
	• Loans /advances given (net of provisions, NPAs and sell down portfolio), Debt Securities, other credit extended etc.	N.A.	N.A.
	• Receivables including interest accrued on Term loan/ Debt Securities etc.	N.A.	N.A.
	• Investment(s) - Liquid	N.A.	N.A.
	• Cash and cash equivalents and other current/ Non-current assets	N.A.	N.A.
	<b>A</b>	<b>23.44</b>	<b>91,612.44</b>
ii.	Total borrowing through issue of secured Debt Securities (secured by either pari passu or exclusive charge on assets) - <b>(Details As Per Annexure-I)</b>		
	• Debt Securities including bank loans	4,988.25	32,100.90
	• IND - AS adjustment for effective interest rate on secured Debt Securities	N.A.	N.A.
	• Interest accrued/payable on secured Debt Securities including bank loans	318.83	899.76
	<b>B</b>	<b>5,307.08</b>	<b>33,000.66</b>
iii.	Asset Coverage Ratio (100% or higher as per the terms of offer document/information memorandum/ debenture trust deed)	<b>A/B</b>	
		<b>0.004</b>	<b>2.78</b>
<b>TOTAL</b>		<b>2.78</b>	

Note: \* Exclusive charge on the immovable property of the Company's registered office in Kochi For 8.75% NCD Of Rs. 500 Crs.

**For APOLLO TYRES LTD.**

*Davidia Kithi*

**Authorised Signatory**

Statement of Compliance with Covenants

1. Computation of net debt to earnings before interest tax and depreciation and amortization (EBITDA) as at 31 December, 2023

Particulars	Amount (Rs. Million)
Net debt (refer table A)	26,145
EBITDA - TTM (refer table B)	29,586
<b>Net debt to EBITDA</b>	<b>0.88</b>

2. Computation of debt service coverage ratio for the period 1 April 2023 to 31 December, 2023

Particulars	Amount (Rs. Million)
EBITDA- tax (refer table B)	17,910
Debt service (refer table C)	10,977
<b>Debt service coverage ratio</b>	<b>1.63</b>

Table A - Computation of Net debt as at 31 December, 2023

Particulars	Amount (Rs. Million)
Long-term borrowings	24,703
Short-term borrowings including current maturities of long-term borrowings	7,420
Less: Cash and cash equivalents	3,725
Less: Other Bank balances	-
Less: Investment In Mutual Fund	2,253
<b>Net debt</b>	<b>26,145</b>

Table B - Computation of EBITDA

Particulars	ANNUALISED*			
	For the period 1 April 2023 To 31 Dec. 2023 (Rs. Million)	For the period 1 April 2022 To 31 Mar. 2023 (Rs. Million)	For the period 1 April 2022 To 31 Dec. 2022 (Rs. Million)	For the period 1 April 2023 To 31 Dec. 2023 (Rs. Million)
Profit after tax ***	9,425	5,199	2,810	
Add:				
Tax	5,080	2,918	1,776	
Exceptional items	390	-	-	
Depreciation #	5,997	7,974	5,832	
Interest expense **	2,840	4,258	3,163	
Less:				
Other income	742	751	579	
<b>EBITDA</b>	<b>22,990</b>	<b>19,598</b>	<b>13,002</b>	<b>29,586</b>
<b>EBITDA - Tax</b>	<b>17,910</b>			

# Excluded depreciation on ROU

\*Annualised (TTM=Trailing twelve months.)

\*\* Excluded interest on lease liability

\*\*\* The Ministry of corporate affairs vide its notification dated March 31, 2023 notified an amendment under Ind AS 12, Income Taxes in relation to the recognition of deferred tax related to assets and liabilities arising from a single transaction which has become effective from April 1, 2023 along with the transition provisions for the impact related to comparative and earlier periods.

Consequently, the Company has recognised the deferred tax liability with a cumulative amount as at March 31, 2023 of Rs. 2,995.84 million in current year. Out of which, impact amounting to Rs. 2,407.92 million for the period upto the beginning of the earliest comparative period (i.e. upto March 31, 2022) has been adjusted from opening balance of retained earnings as on April 1, 2022 and amounts of Rs. 587.92 million, Rs. 416.89 million and Rs. 133.14 for year ended March 31, 2023, nine month ended December 31, 2022 and quarter ended December 31, 2022 respectively and disclosed as tax expense in the statement of profit and loss in accordance with the applicable transition provisions. Further, the impact for the current nine month ended December 31, 2023 amounting to Rs. 48.37 million has been recognised and disclosed as tax expense in this statement. Accordingly, profit after tax for the periods presented in this statement are lower by respective amounts stated above for the year ended March 31, 2023 & nine month ended December 31, 2023.

**For APOLLO TYRES LTD.**

*Handwritten signature*

**Authorised Signatory**

**Table C - Computation of Debt service for the period 1 April 2023 to 31 December, 2023**

Particulars	Amount (Rs. Million)
Total interest payable*	3,151
Less: Interest on Lease Liability	(311)
Add: Annual repayment of debt#	8,137
Add: Borrowing Cost Capitalised**	-
Add: Redemption of preference shares	-
<b>Debt service</b>	<b>10,977</b>

\* Represent interest expense on long term & short term borrowings.

# Represent annual repayment of long term & short term borrowings excluding working capital

\*\* Interest on borrowing require capitalisation as per Ind AS

**Notes to statement:**

1. The Statement has been prepared based on the basis of unaudited book of account of the company as on 31 December, 2023 prepared in accordance with Indian Accounting Standards (hereinafter referred to as the Ind AS) specified under the Companies (Indian Accounting Standards) Rules 2015, as amended.

2. Net debt = Long Term Debt + Short Term Debts (Including Working Capital Debt)+ Guarantee towards borrowings - Cash.  
For the purpose of computation of Net debt in the tables above, investment in quoted mutual funds has been considered as cash.

3. Earnings before interest tax depreciation and amortization is profit of the Company before deducting interest, tax and depreciation and amortization and excluding other income and exceptional items.

4. Debt service is the total interest payable by the Company and total repayments of long term debts made with the redemption of preference shares, if any.

5. Financial covenants for all the series of non convertible debentures is as follows:

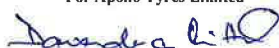
Net debt to EBITDA shall not exceed 3.5

DSCR shall not fall below 1.1

FACR shall not fall below 1.25

6. During the quarter, 7.50% Debentures with original agreement dated December 10, 2016 and supplementary agreement dated March 10, 2021 has been redeemed. The no-due certificate for the same has not been received, hence the charges for the same is not released.

For Apollo Tyres Limited



Authorised Signatory

Mr. Davendra Mittal

Head - Corporate Finance

