APOLLO TYRES LTD

7 Institutional Area
Sector 32
Gurugram 122001, India
T: +91 124 2383002
F: +91 124 2383021
apollotyres.com
GST No.: 06AAACA6990Q1Z2

ATL/SEC-5

October 19, 2026

Lakshmi Puri
6, Akbar Road,
New Delhi -110011

Dear Madam,

Sub: Re-appointment as an Independent Director of Apollo Tyres Ltd. (the "Company")

On behalf of the Board of Directors of the Company, I am pleased to inform you that the Shareholders of the Company at the Annual General Meeting held on July 29, 2026 had approved your appointment as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years, commencing from October 29, 2026 up to October 28, 2031 (Both days inclusive) ("Appointment").

Appointment

1. In compliance with the provisions of Section 149(13) of the Companies Act, 2013 and rules framed thereunder (the "Companies Act"), your Directorship will not be subject to retirement by rotation.

2. The Appointment will be subject to applicable laws including the Companies Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended(the "Listing Regulations") and the Company's Articles of Association.

3. You will be identified as an Independent Director in the Annual Report and other documents.

4. As per Listing Regulations, you shall not serve as an Independent Director in more than 7 listed Companies. Further, if you are serving as a Whole-time Director in any listed Company, you shall not serve as an Independent Director in more than 3 listed Companies.

5. Presently, the Company has following Board Committees which have been constituted/ reconstituted in terms of the decisions made at previous Board Meetings:

   (a) Audit Committee
   (b) Nomination and Remuneration Committee
   (c) Stakeholders Relationship Committee
   (d) Corporate Social Responsibility (CSR) Committee
   (e) Business Responsibility and Sustainability Committee (BRSC)
   (f) Risk Management Committee

   You have been inducted on the CSR Committee of the Board.

6. The Board of Directors may invite you to join any one or more of the Committees of the Board.

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Your appointment, if any, as a Member/Chairperson of any Committee of the Board, whether existing or in the future shall be subject to the applicable regulations and laws under the Companies Act and/ or Listing Regulations.

7. As an Independent Director, you will participate in the meeting of the Independent Directors separately without the presence of Non-Independent Directors and Members of the Management.

Status of Appointment

8. You will not be an employee of the Company and this letter shall not constitute a contract of employment.
9. In compliance with the Companies Act, you will not be entitled to any stock option offered by the Company.

Time Commitment and expectation from the Board

10. As an Independent Director on the Board, you are expected to bring independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, risk management and ensuring the highest standards of financial probity and corporate governance.

11. Generally, in a particular financial year, the Board meetings are held 5 times. The Audit Committee meetings are also held at least 4 times in a year along with the Board Meetings. The General Meeting is held in Kerala unless held virtually. The Board Meetings and Committee Meetings are generally held either virtually or at Corporate Office in Gurugram. The Committee Meetings are generally scheduled before the Board Meetings. However, the Committees can meet as and when necessary in terms of the respective Charter of each Committee. You are expected to attend each and every Board Meeting, Committee Meeting(s), to which you are a Member and the General Meeting of the Company during your tenure as an Independent Director on the Board. The schedule of meetings to be held in the subsequent financial year shall be fixed and confirmed at the Board Meeting held in last quarter of each financial year. The schedule of Meetings shall be communicated to you well in advance including any change in day, date, time and venue thereof to make it convenient for you to attend the Meetings.

12. By accepting the Appointment, you confirm that you are able to allocate sufficient time to meet the expectation from you by the Board and you will be able to discharge your roles and responsibilities to the satisfaction of the Board.

Role and Functions

13. As an Independent Director on the Board, your role, functions and duties shall be governed by the applicable provisions of the Companies Act and the Listing Regulations. For your ready reference, relevant provisions of the Companies Act are provided separately and are collectively marked as **Annexure 1** and attached herewith.

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Liability

14. Your position as an Independent Director will also include the accompanying liabilities/duties which are associated with such position as set out under Section 166 of the Companies Act and other relevant provisions of the Companies Act and Listing Regulations.

Training

15. Since you are already a Director of the Company, you are familiar with your role, duties, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Company will, from time to time, keep you updated about new developments in respect of the industry in which the Company operates through Board deliberations including the presentations covering various segments and businesses undertaken by the Company.

Fees and Expenses

16. You will be paid a sitting fee of Rs. 100,000/- (Rupees One Lakh only) for the Meeting of Board of Directors & Audit Committee, if you are a Member and Rs. 50,000/- (Rupees Fifty Thousand only) for every other Meeting, in which you are a Member. The sitting fees may be amended from time to time with the approval of the Board and the Shareholders, if required. We will also reimburse your travel & incidental expenses incurred, if any. Further, you may receive profit-related commission not exceeding 1% of the net profits as may be approved by the Board.

Conflict of interest / Disclosure of interest

17. The Company acknowledges that being an Independent Director on the Board of the Company, you may have business interest other than that of the Company. As a condition of your re-appointment commencing from October 29, 2026, you will be required to disclose your other Directorship, appointments, interest, etc. to the Board in writing in the prescribed format and also keep the Board informed about changes, if any, immediately after the change is made effective.

18. As an Independent Director, you will be liable to disclose your interest in any contracts or arrangements with any Company, Firm, Association or Individual where you are interested as a Director or a relative or partner or in any other capacity. Such disclosure is necessary to ensure that the Company complies with applicable provisions of Companies Act and the Listing Regulations. In addition to the above, you are required to disclose to the Board of Directors your appointment, removal or cessations as Director in other Companies. You are also required to disclose your Committee Membership in other Companies.

19. You will be required to maintain your Directorship, Committee Membership, Chairpersonship of other Companies within the maximum permissible limit under the Companies Act and the Listing Regulations. You will also be required to submit your Annual Declarations in the prescribed format of the Companies Act to the Board of Directors of the Company so that the

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same can form part of the Board Meeting Minutes. The Company Secretary of the Company shall assist you for this purpose.

Code of Conduct

20. During the tenure of Appointment, you will be required to comply with any relevant regulations as may be issued by SEBI, including any model code of conduct for Directors of listed Companies and Schedule IV of Companies Act and such other requirements as the Board of Directors may from time to time specify.

Confidentiality

21. Upon accepting this Appointment, you will need to apply the highest standards of confidentiality and not disclose to any person or Company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact with by virtue of your position as an Independent Director of the Company.

22. Your attention is drawn to the statutory requirements as to the disclosure of price-sensitive information. Consequently, please avoid making any statements that might risk a breach of these requirements without prior clearance from the Company.

23. On termination of the Appointment, you will need to deliver to the Company, all books, documents, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as an Independent Director of the Company.

Insurance

24. The Company will maintain appropriate Directors' and Officers' liability insurance (including ensuring that premiums are properly paid) for your benefit: (i) during the Appointment; and (ii) after the Appointment, in each case in respect of any matter occurring or alleged to have occurred while you are or were a Director of the Company.

Performance Review Process

25. As required under the Companies Act and Listing Regulations, your performance evaluation shall be done by the entire Board of Directors, which shall include performance of the Directors excluding you and fulfillment of independence criteria as specified in the Act and the Listing Regulations.

General

26. This letter shall be open for inspection at the Registered Office of the Company by any Member during normal business hours. Further, your terms and conditions of appointment shall also be posted on the Company's website.

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27. In the event you propose to resign as an Independent Director of the Company, request you to give the Company reasonable notice of your intention to resign, giving detailed reasons and also providing a confirmation that there are no other material reasons other than those provided, so that the Company can plan for succession of skills and experience on the Board. In addition, the Appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or applicable law including on failure to meet the parameters of independence as defined in Section 149(6) or on the occurrence of any event as defined in Section 167 of the Companies Act or on violations of terms given in Listing Regulations. Upon such termination or resignation for any reason, you shall not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.

28. This letter is governed by the laws of India and any dispute arising out of this Appointment shall be subject to the exclusive jurisdiction of the Courts of India.

29. Please confirm your agreement to the above by signing and returning to me the enclosed duplicate of this letter.

Thanking you.

Yours sincerely,
For Apollo Tyres Ltd.

Onkar Kanwar
(Onkar Kanwar)
Chairman

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Annexure 1

Role and Functions

As an Independent Director, in compliance with applicable laws, you would be required to fulfill the following functions:

1. Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

2. Bring an objective view in the evaluation of the performance of the Board and Management;

3. Scrutinise the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance;

4. Satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

5. Safeguard the interests of all stakeholders, particularly the minority shareholders;

6. Balance the conflicting interest of the stakeholders;

7. Determine appropriate levels of remuneration of Executive Directors, Key Managerial Personnel and Senior Management and have a prime role in appointing and where necessary recommend removal of Executive Directors, Key Managerial Personnel and Senior Management;

8. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between Management and Shareholder's interest.

Duties

As an Independent Director, you would also be required to fulfil the following duties as required under applicable laws:

1. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company;

2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

3. Strive to attend all Meetings of the Board of Directors and of the Board Committee(s)of which you are a Member;

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4. Participate constructively and actively in the Committees of the Board in which you are Chairperson or Member;

5. Strive to attend the General Meetings of the Company;

6. Where you have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board Meeting;

7. Keep yourself well informed about the Company and the external environment in which it operates;

8. Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;

9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company;

10. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

12. While acting within your authority, assist in protecting the legitimate interests of the Company, its Shareholders and Employees;

13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information unless such disclosure is expressly approved by the Board or required by law.