

APOLLO TYRES LTD
6th Floor, Cherupushpam Building,
Shanmugham Road,
Kochi 682031,
Kerala, India

T: +91 484 2372767
F: +91 484 2370351
apolloyres.com

apollo

CS/CL-8

August 12, 2015

To :

1.The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	2. The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
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Dear Sir,

Sub : Proceedings of 42nd Annual General Meeting

Pursuant to Clause 31(d) of the Listing Agreement, we wish to inform that 42nd Annual General Meeting held on 11th August, 2015, at 10.00 AM, at Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Ernakulam, Kochi (Kerala), India wherein members approved the following resolutions :-

1. Adoption of
 - a) the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015
2. A dividend @ 200% (Rs.2/- per share) for the year 2014-15 was declared to be paid to the members holding shares as on the record date i.e. August 5, 2015.
3. Re-appointment of Mr Sunam Sarkar (DIN 00058859) as Director who retires by rotation.
4. Ratification of appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Registration No.008072S), for the financial year 2015-16.
5. Ratification of the payment of remuneration to Cost Auditors for the year 2015-2016.

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6. Payment of commission to the Non-Executive Directors of the Company.

The scrutinizer report reflecting the combined result for e-voting and poll is also enclosed herewith.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For APOLLO TYRES LTD.

Seema Thapar

(SEEMA THAPAR)
COMPAY SECRETARY

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR APOLLO TYRES LTD.

To,

**The Chairman
Apollo Tyres Ltd
6th Floor, Cherupushpam Building,
Shanmugham Road, Kochi-682031**

Passing of Resolution through Remote E-Voting and poll conducted at the 42nd Annual General Meeting of Apollo Tyres Ltd held on August 11, 2015

Dear Sir,

I, **P.P. Zibi Jose, Practising Company Secretary**, have been appointed by the Board of Directors of Apollo Tyres Ltd as the Scrutinizer for the remote e-voting process held between 08.08.2015 (10.00 A.M.) to 10.08.2015 (5.00 P.M.) and the Chairman of the 42nd Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted on the resolution(s) contained in the Notice of the 42nd Annual General Meeting of the members of the Company held on Tuesday, August 11, 2014 at Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Kochi at 10.00 A.M..

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from 08.08.2015 (10.00 A.M.) to 10.08.2015 (5.00 P.M.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, I have unblocked the votes on 11.08.2015, in the presence of two witnesses.

At the 42nd AGM of the company held on August 11, 2015, the Company has also provided facility for voting by Ballot or polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT 13.

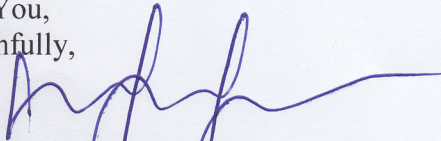
The result of e-voting together with that of the poll is as under:-

Item No of Notice	Particulars of Business	Votes in favor of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.1 of the Notice (As an Ordinary Resolution)	E-Voting	376486173	99.36	6	0.00	0	0.00
	Poll	2431220	0.64	0	0	1716	0.00
	Total	378917393	100	6	0.00	1716	0.00

Item No.2 of the Notice (As an Ordinary Resolution)	E-Voting	378542527	99.36	1	0.00	0	0.00
	Poll	2431262	0.64	0	0.00	1716	0.00
	Total	380973789	100	1	0.00	1716	0.00
Item No.3 of the Notice (As an Ordinary Resolution)	E-Voting	296221395	77.94	81405030	21.42	0	0.00
	Poll	2431062	0.64	200	0.01	1716	0.00
	Total	298652457	78.58	81405230	21.42	1716	0.00
Item No.4 of the Notice (As an Ordinary Resolution)	E-Voting	375082972	99.29	269291	0.07	0	0.00
	Poll	31057	0.00	2400205	0.64	1716	0.00
	Total	375114029	99.29	2669496	0.71	1716	0.00
Item No.5 of the Notice (As an Ordinary Resolution)	E-Voting	378522516	99.36	19587	0.00	0	0.00
	Poll	2431057	0.64	205	0.00	1716	0.00
	Total	380953573	100	19792	0.00	1716	0.00
Item No.6 of the Notice (As an Ordinary Resolution)	E-Voting	377354883	99.05	1187510	0.31	0	00.00
	Poll	2429637	0.64	625	0.00	1716	0.00
	Total	379784520	99.69	1188135	0.31	1716	0.00

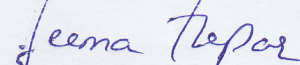
All the resolutions stands passed under e-voting and poll with requisite majority.

Thanking You,
Yours Faithfully,



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

For **APOLLO TYRES LTD.**



COMPANY SECRETARY