

CIN: L25111KL1972PLC002449



Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

Statement containing details regarding the voting results in the prescribed format pertaining to the Postal Ballot results declared on 9th February 2015

Date of declaration of Postal Ballot results	9 th February 2015
Total number of Shareholders on record date	Record Date : 19.12.2014 No. of shareholders : 111984
Number of Shareholders present in the meeting either in person or proxy	1) Promoter & promoter Group: NA 2) Public: NA
Number of Shareholders attended meeting through Video Conferencing	1) Promoter & promoter Group: NA 2) Public: NA

Details of Agenda

Agenda Item No: 1 :- Limits of Borrowing under Section 180(1) (c) of the Companies Act 2013

Resolution required :- Special Resolution

Mode of Voting :- Postal Ballot with E-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	224257742	224250292	99.99	224250292	-	100	-
Public Institutional holders	212221944	116905227*	55.08	115628929	-	98.91	-
Public-Others	72545084	5011869*	6.91	4979151	30958	99.34	0.62
Total	509024770	346167388	68.01	344858372	30958	99.63	0.01

* Includes voting abstention of 1278058 votes



CIN: L25111KL1972PLC002449



Details of Agenda

Agenda Item No: 2 :- Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company.

Resolution required :- Special Resolution

Mode of Voting :- Postal Ballot with E-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	224257742	224250292	99.99	224250292	-	100	-
Public Institutional holders	212221944	116905227*	55.08	115628929	-	98.91	-
Public-Others	72545084	5014250*	6.91	4978119	34376	99.28	0.68
Total	509024770	346169769	68.01	344857340	34376	99.62	0.01

* Includes voting abstention of 1278053 votes

For Apollo Tyres Ltd.


P N Wahal
Company Secretary

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

61/2939, Tenrose
S.R.M. Road
Cochin-682018
Telephone: 2401685
: 2401684
Mobile : 9388603877
E-Mail: tenrose@vsnl.com
tenrosekochi@gmail.com

7th February 2015.

Shri K. Jacob Thomas,
Director,
Apollo Tyres Ltd.,
6th Floor, Cherupushpam Bldg.,
Shanmugham Road,
Kochi - 682031(Kerala)

POSTAL BALLOT - SCRUTINIZER'S REPORT

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 including e-voting exercised by the shareholders in respect of the Special resolutions mentioned in the Notice to the Postal Ballot dated 10-11-2014, as follows:-

Item No. 1: Limits of Borrowing under Section 180 (1) (c) of the Companies Act 2013 as a Special Resolution

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	1369	829	2198
Total number of valid votes	3014831	343152557	346167388
Votes cast in favour of the Resolution	2992735	341865637	344858372
Votes cast against the Resolution	20336	10622	30958
Votes abstained from casting	1760	1276298	1278058
Requisite majority of votes for carrying the resolution as a Special Resolution	61008	31866	92874
Majority of votes received in favour of the Resolution	2972399	341855015	344827414
Number of invalid Postal Ballots	27	0	27
Number of invalid votes	18045	0	18045

Result:- The Resolution for Limits of Borrowing under Section 180 (1) (c) of the Companies Act 2013 is passed as a Special Resolution as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.

Item No. 2: Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company as a Special Resolution

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	1369	834	2203

Total number of valid votes	3014831	343154938	346169769
Votes cast in favour of the Resolution	2989570	341867770	344857340
Votes cast against the Resolution	23506	10870	34376
Votes abstained from casting	1755	1276298	1278053
Requisite majority of votes for carrying the resolution as a Special Resolution	70518	32610	103128
Majority of votes received in favour of the Resolution	2966064	341856900	344822964
Number of invalid Postal Ballots	27	0	27
Number of invalid votes	18045	0	18045

Result:- The Resolution for Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company is passed as a Special Resolution as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.



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

P.P. Zibi Jose, B.Com, MBA, FCS, LLB.
 COMPANY SECRETARY
 C/o: [illegible]
 6/2350, TERNANKA, K.M.HQAD, COCHIN-15
 PH: 2401607/2121134

APOLLO TYRES LTD.
Registered Office:
6th Floor, Cherupushpam Building
Shanmugham Road
Kochi - 682 031, India
Tel : + 91 484 2381808/903
2361760
Fax : + 91 484 2370351
www.apollotyres.com



9th February 2015

CIN-L25111KL1972PLC002449

RESULTS OF THE POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the (Companies (Management and Administration) Rules, 2014 and pursuant to the Report dated 07.02.2015 of Mr. P. P. Zibi Jose (Practicing Company Secretary), Scrutinizer appointed for the Postal Ballot process, I. K. Jacob Thomas, Director (DIN 00015603) of the Company, hereby declare that the following two resolutions proposed to the Members for their approval vide Postal Ballot Notice dated 10.11.2014, are approved by them through the Postal Ballot and E-Voting:-

RESOLUTION NO. 1 – AS A SPECIAL RESOLUTION

LIMITS OF BORROWING U/S 180(1)(c) OF THE COMPANIES ACT, 2013

“RESOLVED THAT in supersession of earlier resolution passed under section 293(1)(d) of the Companies Act, 1956 and pursuant to the Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as may be amended from time to time (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board to borrow money from banks / financial institutions / bodies corporates from time to time for the business purposes of the Company, notwithstanding that the money to be borrowed together with the money already borrowed (apart from the temporary loans obtained / to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves provided, however, the aggregate amount of money which may be borrowed shall not at any time exceed the limits of Rs.50000 million (Rupees fifty thousand million only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and sign/execute any deed(s), documents(s), agreement(s), writing(s) and to do all such acts, matters and things, to give effect to this resolution.”

RESOLUTION NO. 2 – AS A SPECIAL RESOLUTION

CREATION OF SECURITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY.

“RESOLVED THAT in supersession of earlier resolution passed under section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as may be amended from time to time (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company

(hereinafter referred to as the "Board" (which expression shall also include a Committee thereof) to create Mortgage(s) and / or Charge(s) and /or Hypothecation(s) in addition to the Mortgage(s) / Charge(s) / Hypothecation(s) created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking (s) of the Company in the form of first and/or second and/or pari-passu / subservient mortgage / charge and/or floating charge to secure in favour of the Financial Institution(s)/Bank(s), Bodies Corporate, Lender(s), Agent(s), and Trustee(s), for securing the borrowing of the Company and/or its subsidiary companies availed/to be availed by way of loans(s) (in foreign currency and/or rupee currency) and/or securities (comprising fully/partly Convertible Debentures and/or Non-convertible Debenture) with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instrument(s), issued/to be issued by the Company and/or its subsidiary companies from time to time and working capital facilities sanctioned/to be sanctioned by the bankers/financial institutions/bodies corporate or any other lender to the Company and/or its subsidiary companies for an amount not exceeding in aggregate Rs.50000 million (Rupees fifty thousand million only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in rates of Exchange and all other monies payable by the Company and/or its subsidiary companies to the Trustees of the holders of the said debentures/financial institutions/banks/other lenders and incurred in terms of Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other documents, entered into/to be entered into between the Company and/or its subsidiary companies and Lender(s)/Agent(s) and Trustee(s) in respect of the said loan(s)/ borrowing(s)/debenture(s) and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and/or its subsidiary companies and Lender(s)/ Agent(s)/Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to finalise, settle and execute such documents/deeds /writings/papers/agreements as may be required and do all such acts, deeds , matters and things , as it may in its absolute discretion deem necessary, proper or desirable and to settle any question , difficulty or doubt that may arise in regard to creation of Mortgage(s) and / or Charge(s) and /or Hypothecation as aforesaid"

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS



K. JACOB THOMAS
DIRECTOR
(DIN 00015603)