

APOLLO TYRES LTD
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GST No.: 06AAACA6990Q1Z2



September 12, 2018

ATL/SEC-21

ONLINE FILING

The Secretary,
National Stock Exchange of India
Ltd.,
Exchange Plaza, Bandra-Kurla
Complex, Bandra (E),
Mumbai - 400 051

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Sub : Results of the Postal Ballot and Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dear Sirs,

On the captioned subject and reference cited above, please find enclosed herewith the following:-

- 1) Details of voting results (including E-voting & Physical Ballot) of the resolutions mentioned in the Postal Ballot Notice dated August 1, 2018, as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) The report submitted by the Scrutinizer Mr. P.P. Zibi Jose, Practicing Company Secretary for E-voting and voting done through Physical Ballot dated September 12, 2018.

Submitted for your information and records.

Thanking you,
Yours faithfully,

For APOLLO TYRES LTD.

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

(SEEMA THAPAR)
COMPANY SECRETARY

APOLLO TYRES LTD.

Format for Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM		07/09/2018 (POSTAL BALLOT)			
Total number of shareholders on record date		137052			
No. of shareholders present in the meeting either in person or through proxy:					
Promoters and Promoter Group:		NA			
Public:		NA			
No. of Shareholders attended the meeting through Video Conferencing					
Promoters and Promoter Group:		NA			
Public:		NA			

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

Resolution No. 1	(Special)	Re-appointment of Mr. Neeraj Kanwar (DIN 00058951) as Managing Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		23,10,66,676.00	100.00	23,10,66,676.00	-	100.00	-
	Poll	23,10,74,126.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	23,10,74,126.00	23,10,66,676.00	100.00	23,10,66,676.00	-	100.00	-
Public - Institutions	E-Voting		20,69,68,722.00	82.64	8,99,88,452.00	11,69,80,270.00	43.48	56.52
	Poll	25,04,41,138.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	25,04,41,138.00	20,69,68,722.00	82.64	8,99,88,452.00	11,69,80,270.00	43.48	56.52
Public - Non Institutions	E-Voting		1,16,31,033.00	12.85	58,88,482.00	57,42,551.00	50.63	49.37
	Poll	9,05,34,716.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		1,30,984.00	0.14	1,30,834.00	150.00	99.89	0.11
	Total	9,05,34,716.00	1,17,62,017.00	12.99	60,19,316.00	57,42,701.00	51.18	48.82
Total		57,20,49,980.00	44,97,97,415.00	78.63	32,70,74,444.00	12,27,22,971.00	72.72	27.28

Resolution No. 2	(Special)	Continuation of Dr. S. Narayan (DIN 00094081) as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		23,10,66,676.00	100.00	23,10,66,676.00	-	100.00	-
	Poll	23,10,74,126.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	23,10,74,126.00	23,10,66,676.00	100.00	23,10,66,676.00	-	100.00	-



Public - Institutions	E-Voting		20,69,68,722.00	82.64	16,70,70,596.00	3,98,98,126.00	80.72	19.28
	Poll	25,04,41,138.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	25,04,41,138.00	20,69,68,722.00	82.64	16,70,70,596.00	3,98,98,126.00	80.72	19.28
Public - Non Institutions	E-Voting		1,15,22,816.00	12.73	1,15,15,600.00	7,216.00	99.94	0.06
	Poll	9,05,34,716.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		1,30,984.00	0.14	1,29,834.00	1,150.00	99.12	0.88
	Total	9,05,34,716.00	1,16,53,800.00	12.87	1,16,45,434.00	8,366.00	99.93	0.07
Total	57,20,49,980.00	44,96,89,198.00	78.61	40,97,82,706.00	3,99,06,492.00	91.13	8.87	

Resolution No. 3	(Special)	Continuation of Mr. Robert Steinmetz (DIN 00178792) as Non-Executive Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		23,10,66,676.00	100.00	23,10,66,676.00	-	100.00	-
	Poll	23,10,74,126.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	23,10,74,126.00	23,10,66,676.00	100.00	23,10,66,676.00	-	100.00	-
Public - Institutions	E-Voting		21,11,25,961.00	84.30	12,24,15,624.00	8,87,10,337.00	57.98	42.02
	Poll	25,04,41,138.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	25,04,41,138.00	21,11,25,961.00	84.30	12,24,15,624.00	8,87,10,337.00	57.98	42.02
Public - Non Institutions	E-Voting		1,16,30,012.00	12.85	1,16,18,744.00	11,268.00	99.90	0.10
	Poll	9,05,34,716.00	-	-	-	-	-	-
	Postal Ballot (if applicable)		1,30,984.00	0.14	1,29,353.00	1,631.00	98.75	1.25
	Total	9,05,34,716.00	1,17,60,996.00	12.99	1,17,48,097.00	12,899.00	99.89	0.11
Total	57,20,49,980.00	45,39,53,633.00	79.36	36,52,30,397.00	8,87,23,236.00	80.46	19.54	

Note:- No of Invalid Votes:-10572

For APOLLO TYRES LTD.

Seema Thapar

SEEMA THAPAR
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
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: 2401684
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E-Mail: tenrose@vsnl.com
tenrosekochi@gmail.com**

SCRUTINIZER'S REPORT

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

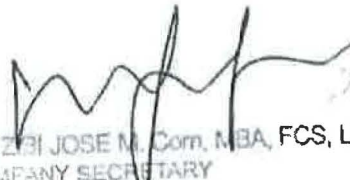
September 12, 2018.

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

Dear Sir,

I, P.P. Zibi Jose, Practicing Company Secretary, the Scrutinizer appointed to the Postal Ballot process of your Company, pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, hereby report the results of the Postal Ballot including e-voting exercised by the Members in respect of the Special resolution mentioned in the Notice to the Postal Ballot dated August 1, 2018, as follows:-

- 1) The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposal through physical Postal Ballot Forms, which were required to be sent to us on or before 5:00 PM on September 7, 2018, or through e-voting facility which was kept open from August 9, 2018 (10:00 AM) to September 7, 2018 (5:00 PM).


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

- 2) In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered e-voting facility as an option to all the Members of the Company. The Company had entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting was optional.
- 3) Particulars of all Postal Ballot Forms received from the members including details of e-voting have been entered in a register separately maintained for the Purpose.
- 4) The Postal Ballot Forms received were duly scrutinized. The report of members voting through e-voting was generated after close of working hours on September 7, 2018.
- 5) I have considered all Postal Ballot Forms received up to 5.00 P.M. on September 7, 2018, and electronic votes recorded from August 9, 2018 (10:00 AM) to September 7, 2018 (5:00 PM), being the last date and time fixed by the Company for receipt of the Forms/e-voting as available in the NSDL website, have been considered in my scrutiny.
- 6) A summary of the Postal Ballot Forms and electronic voting confirmations (e-votes) received for the following resolutions are as under

Item No. 1: Re-appointment of Mr. Neeraj Kanwar as Managing Director- As a Special Resolution

Particulars	Physical	E-voting	Total
Number of Postal Ballots received	331	1015	1346
Total number of votes	141556	449666431	449807987
Total number of valid votes	130984	449666431	449797415
Votes cast in favour of the Resolution	130834	326943610	327074444
Votes cast against the Resolution	150	122722821	122722971
Number of invalid Postal Ballots	8	0	8
Number of invalid votes	10572	0	10572

Result:- The Resolution for "Re-appointment of Mr. Neeraj Kanwar as Managing Director" is not passed as a Special Resolution as the votes cast in favour (72.72%) of the resolution are less than three times the number of votes cast against (27.28%) the resolution.



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

Item No. 2: Continuation of Dr.S. Narayan as an Independent Director- As a Special Resolution

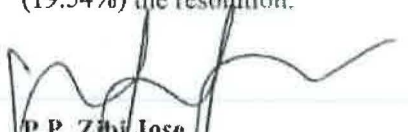
Particulars	Physical	E-voting	Total
Number of Postal Ballots received	331	1012	1343
Total number of votes	141556	449558214	449699770
Total number of valid votes	130984	449558214	449689198
Votes cast in favour of the Resolution	129834	409652872	409782706
Votes cast against the Resolution	1150	39905342	39906492
Number of invalid Postal Ballots	8	0	8
Number of invalid votes	10572	0	10572

Result:- The Resolution for "Continuation of Dr.S. Narayan as an Independent Director" is passed as a Special Resolution as the votes cast in favour (91.13%) of the resolution are more than three times the number of votes cast against (8.87%) the resolution.

Item No. 3: Continuation of Mr. Robert Steinmetz as Non-Executive Director- As a Special Resolution

Particulars	Physical	E-voting	Total
Number of Postal Ballots received	331	1018	1349
Total number of votes	141556	453822649	453964205
Total number of valid votes	130984	453822649	453953633
Votes cast in favour of the Resolution	129353	365101044	365230397
Votes cast against the Resolution	1631	88721605	88723236
Number of invalid Postal Ballots	8	0	8
Number of invalid votes	10572	0	10572

Result:- The Resolution for "Continuation of Mr. Robert Steinmetz as Non-Executive Director" is passed as a Special Resolution as the votes cast in favour (80.46 %) of the resolution are more than three times the number of votes cast against (19.54%) the resolution.


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

P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. NO:1222
61/2939, TEN ROSE, S R M ROAD, COCHIN -18
PH : 2401685 / 2401664

For APOLLO TYRES LTD.


(SEEMA THAPAR)
Company Secretary