

**APOLLO TYRES LTD**  
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Gurgaon 122001, India  
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apolloyres.com  
GST No.: 06AAACA6990Q122



ONLINE FILING

ATL/SEC-21

August 29, 2019

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: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015- Notice of Postal Ballot**

Dear Sir,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of notice of Postal Ballot dated July 31, 2019 being dispatched to shareholders of the Company.

The above notice is also uploaded on the website of the Company viz. [www.apolloyres.com](http://www.apolloyres.com).

This is submitted for your information and records.

Thanking you,

**Yours faithfully**  
**For APOLLO TYRES LTD.**

**(SEEMA THAPAR)**  
**COMPANY SECRETARY**

Encl : as above

## APOLLO TYRES LTD

Regd. Office: 3<sup>rd</sup> Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036 (Kerala)  
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email: investors@apolloytyres.com  
Web: apolloytyres.com

### Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to the Members of the Company to be passed as a Special Resolution by way of Postal Ballot / e-Voting. The Company is desirous of seeking your consent for the proposal as contained in the resolution given hereinafter. The explanatory statement pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

#### 1. RE-APPOINTMENT OF MS. ANJALI BANSAL (DIN: 00207746) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Anjali Bansal (DIN: 00207746), who was appointed as an Independent Director and who holds office of Independent Director upto October 31, 2019, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years with effect from November 1, 2019 to October 31, 2022, on the Board of the Company.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board  
For Apollo Tyres Ltd

**SEEMA THAPAR**  
Company Secretary  
FCS No.: 6690

Place : Kochi  
Date : July 31, 2019

#### NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution, is appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on August 23, 2019 (“Cut-off Date”).
3. The Board of Directors of the Company (the “Board”) has appointed Mr. P.P. Zibi Jose, Practicing Company

Secretary as the Scrutinizer for conducting the Postal Ballot including e-Voting process in a fair and transparent manner. The Postal Ballot Form and the self addressed business reply envelope are enclosed for the use of Members.

4. 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 is pleased to offer e-Voting facility as an option to all the Members of the Company. The Company has 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 is optional.
5. Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment, forms integral part of the notice. The concerned Director has furnished the requisite declarations for her re-appointment and her brief profile forms part of the explanatory statement.
6. The e-Voting period commences on August 31, 2019 (10:00AM) and ends on September 29, 2019 (5:00 PM). During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, they shall not be allowed to change it subsequently.
7. The voting rights of Members shall be as per the number of equity shares held by Members as on the Cut-off Date.
8. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may indicate their option to receive the physical form from the Company by clicking on the box provided in the e-mail or alternatively download the form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investors' section on the Company's website [www.apollotyres.com](http://www.apollotyres.com).
9. Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affix your signature at the designated place in the form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 PM on September 29, 2019.
10. The Members cannot vote both by post and e-Voting. In case Members casts their votes both by post and e-Voting, the vote by post shall be treated as invalid.
11. Upon completion of the scrutiny of the forms, the Scrutinizer will submit his report to the Chairman/ any other person authorised by him. Based on the Scrutinizer's report, the result of the Postal Ballot would be announced by the Chairman or any other person authorised by him, on or before 5:00 PM on Tuesday, October 1, 2019, at the Registered Office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed on the Notice Board of the Company at its Registered Office and its Head Office and shall be intimated to the Stock Exchanges where the shares of the Company are listed, and will be displayed on the company's website [viz.www.apollotyres.com](http://viz.www.apollotyres.com).
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on Sunday, September 29, 2019, the last date specified for receipt of duly completed Postal Ballot Forms/e-Voting.
13. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 AM to 5:00 PM on any working day up to the date of declaration of results of the Postal Ballot.
14. Members desiring to opt for e-Voting as per facilities arranged by the Company are requested to read the notes (Sr. No. 15) to the notice.

15. Procedure for Members opting for e-Voting

The instructions for e-Voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. “ATLe-voting.pdf” file. Open the pdf file.

The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-Voting system ?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tenrose@vsnl.com](mailto:tenrose@vsnl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

16. In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. email id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Toll free no.: 1800-222-990. Members may also write to the Company Secretary at the email id: [investors@apollotyres.com](mailto:investors@apollotyres.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.1**

Ms. Anjali Bansal, was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds office as an Independent Director of the Company up to October 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Director, has recommended re-appointment of Ms. Anjali Bansal for a second term of 3 (three) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and based on the recommendation of Nomination and Remuneration Committee, considered that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Anjali Bansal as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Anjali Bansal as an Independent Director for a second term of 3 (three) consecutive years on the Board of the Company w.e.f. November 1, 2019 to October 31, 2022.

Ms. Anjali Bansal aged about 48 years is former Non-Executive Chairperson of Dena Bank, appointed to lead resolution of the stressed bank. She chairs NITI Aayog Investment Council for Women Entrepreneurship and Fintech.

She is the founder of Avaana Capital, a fund platform that invests in the scaling up of growth stage start-ups. She is an active investor in start-ups including Nykaa, Safari, Lenskart, Delhivery, UrbanClap, Coverfox, Darwinbox and MakeMyTrip. She was previously Global Partner and Managing Director with TPG Growth PE, Spencer Stuart India Founder CEO and strategy consultant with McKinsey and Co in New York and India. She started her career as an engineer.

She is on the Advisory Board of the Columbia University Global Centers, South Asia. Previously, she was Non-Executive Chairperson of FWWB, a leading global livelihood-promoting institution and continues to be an advisor to SEWA Bank.

An active contributor to the dialogue on Corporate Governance and diversity, she co-founded and chaired the FICCI Center for Corporate Governance program for Women on Corporate Boards. She serves on the CII National Committee on Corporate Governance and the Western Region Startup Council. She is a charter member of TiE and serves on the Managing Committee of the Indian Venture Capital Association, mentor to Facebook SheLeadsTech, NITI Aayog's Atal Innovation Mission. She is a member of the Young Presidents' Organization.

She has been listed as one of the "Most Powerful Women in Indian Business" by India's leading publication, Business Today and by Fortune India.

She is a frequent speaker at forums like Harvard India Conference, Stanford Seed, Columbia Global Center, IVCA, BSE and jury member for awards including ET 40 Under 40, Women Ahead, CEO Awards, VC Circle, AIWMI Wealth Awards and others.

She has a BE in Computer Engineering from Gujarat University and a Masters in International Finance and Business from Columbia University and is an alumnus of the Harvard Business School President's program.

Ms. Anjali Bansal was first appointed on the Board of the Company on November 1, 2017.

She is on the Board of the following other Companies:-

Sl.No	Name of the Company	Designation
1	Bata India Ltd.	Director
2	Bombay Chamber of Commerce and Industry	Director
3	Delhivery Pvt. Ltd.	Director
4	Glaxosmithkline Pharmaceuticals Ltd.	Director
5	Kotak Mahindra Asset Management Company Ltd.	Director
6	Siemens Ltd.	Director
7	Tata Power Renewable Energy Ltd.	Director
8	Tata Power Solar Systems Ltd.	Director
9	The Tata Power Company Ltd.	Director
10	Voltas Ltd.	Director

She is a Member of CSR Committee of the Company.

She is also a Member/Chairperson of Committees in the following other Companies:-

Sl. No.	Name of the Company	Name of the Committee	Position
1	Bata India Ltd.	Nomination & Remuneration Committee Audit Committee	Chairperson Member
2	The Tata Power Company Ltd.	CSR Committee Nomination & Remuneration Committee	Chairperson Member
3	Voltas Ltd.	Nomination & Remuneration Committee Safety Health & Environment Committee	Member Member
4	Delhivery Pvt. Ltd.	Nomination & Remuneration Committee	Chairperson
5	Glaxosmithkline Pharmaceuticals Limited	Nomination & Remuneration Committee CSR Committee	Member Member

She is not holding any shares of the Company either directly or in form of beneficial interest for any other person.

She has attended six meetings of the Board during FY2019.

She is not related with any other Director and Key Managerial Personnel (KMP) of the Company.

Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that:-

- Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment upto five years, subject to passing of special resolution by the Shareholders in General Meeting; and
- An Independent Director shall not be liable to retire by rotation at the Annual General Meeting.

The provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of Companies Act, 2013, Ms. Anjali Bansal, being eligible and offering herself for re-appointment, is proposed to be appointed as an Independent Director for 3 (three) consecutive years w.e.f. November 1, 2019 to October 31, 2022.

The Company has received from Ms. Anjali Bansal:-

- Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.
- A declaration to the effect that she meets the criteria of independence as provided under Sub Section (6) of Section 149 of the Companies Act, 2013.
- An undertaking that she is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The sitting fees for attending the Board Meetings and the commission as approved by the Members within the overall ceiling of 1% of the net profits of the Company, is paid to the Directors of the Company other than Managing Directors/ Whole-time Director in proportion to their tenure of Directorship. Ms. Anjali Bansal was paid a remuneration of Rs 4.86 million as approved by the Board, for FY2019.

In the opinion of the Board, Ms. Anjali Bansal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for her re-appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter for re-appointment of Ms. Anjali Bansal as an Independent Director would be available for inspection without any fee, by the Members at the Registered Office and Corporate Office of the Company during normal business hours on any working day, excluding Saturday.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or KMP of the Company or their relatives except Ms. Anjali Bansal herself is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends resolution set out at item no.1 for your consideration and approval.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS & SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.**

For the details of Ms. Anjali Bansal, please refer the above Explanatory Statement of this Notice.

By Order of the Board  
For Apollo Tyres Ltd

**SEEMA THAPAR**  
Company Secretary  
FCS No.: 6690

Place : Kochi  
Date : July 31, 2019



# APOLLO TYRES LTD



Regd. Office: 3<sup>rd</sup> Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi-682036(Kerala)  
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email :investors@apolloytyres.com  
Web: apolloytyres.com

## POSTAL BALLOT FORM

Name & Address of the Member(s)

Postal Ballot No.....

Registered Folio No.	DP ID No.	Client ID No.	Number of shares held

E-Voting Even Number	User ID	Password

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated July 31, 2019 by conveying my/our assent or dissent to the said Resolution by placing the tick ( ✓ ) mark in the appropriate box below:-

Sl.No.	Description of the Special Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Re-appointment of Ms. Anjali Bansal as an Independent Director			

Place :

Date :

(Signature of the Member)

**Note:**

- (1) Please read the instructions printed overleaf carefully before exercising your vote.
- (2) Members holding shares in dematerialized mode and physical form are requested to intimate all changes with respect to their bank details, e-mail address etc. to their Depository Participant and Company respectively.

## INSTRUCTIONS

### 1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form/e-Voting for every Client ID No./ Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-Voting and vice versa. In case Members cast their votes both by Postal Ballot and e-Voting, the votes cast through e-Voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-Voting cannot be exercised by a proxy.
- d) The e-Voting period commences August 31, 2019 (10:00 AM) and ends on September 29, 2019 (5:00 PM).

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. P.P. Zibi Jose, Practicing Company Secretary, at C/o Apollo Tyres Ltd., 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036 (Kerala), in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted;
- b) The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid;
- c) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member;
- d) In respect of shares held by Corporate and Institutional Members (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested;
- e) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively;
- f) Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5:00 PM on September 29, 2019. Postal Ballot Forms received after this date will be considered invalid;
- g) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding;
- h) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company at [investors@apolloytyres.com](mailto:investors@apolloytyres.com);
- i) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2(d) above) along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer;
- j) The result of the postal ballot would be announced on or before 5:00 PM on Tuesday, October 1, 2019 at the Registered Office of the Company and the same will be displayed on the Company's website viz. [www.apolloytyres.com](http://www.apolloytyres.com);
- k) The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
  - a. If the Member's signature does not tally;
  - b. If the Member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - c. If the postal ballot form is unsigned, incomplete or incorrectly filled;
  - d. if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
  - e. A form other than one issued by the Company has been used;
  - f. It has not been signed by or on behalf of the Member;
  - g. Neither assent nor dissent is mentioned;
  - h. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - i. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - j. It is received from a Member who is in arrears of payment of calls;
  - k. Member has made any amendment to the Resolution or imposed any condition while exercising his / her / its vote.