

NOTICE
APOLLO TYRES LTD

Regd.Office: 6th Floor, Cherupushpam Building, Shanmugham Road, Kochi-682 031 (Kerala), India

NOTICE is hereby given that the 40th Annual General Meeting of the members of APOLLO TYRES LTD will be held as under: -

DAY	:	Wednesday
DATE	:	August 7, 2013
TIME	:	10.00 a.m.
PLACE	:	Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Ernakulam, Kochi (Kerala), India

to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the Company for the year ended March 31, 2013 and the report of the Directors and of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr Nimesh N Kampani, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr S Narayan, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr A K Purwar, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):-

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants (Registration No.008072S), the retiring auditors, be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company for auditing the accounts of the Company for the financial year 2013-2014 and the Board of Directors/Committee of the Board be and is hereby authorised to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit and/or continuous audit and also such other remuneration, as may be decided to be paid by the Board/Committee of the Board, for performing duties other than those referred to herein above."

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT Mr Vikram S Mehta, who was appointed by the Board of Directors of the Company as an additional director with effect from February 6, 2013 and who holds office as such upto the date of the ensuing annual general meeting and in respect of whom the Company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose his candidature for the Office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act' including any modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval(s), as may be required, of the financial institutions and other lenders who have granted term loans to the Company, Mr Neeraj Kanwar, Managing Director be and is hereby re-appointed as Managing Director of the Company for a further period of five years with effect from May 28, 2014, with such designation as the Chairman & Managing Director may decide from time to time and for payment of remuneration, perquisites and terms and conditions as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to vary and/or modify the terms and conditions of re-appointment including remuneration and perquisites payable to Mr Neeraj Kanwar, Managing Director in such manner as may be agreed to between the Board and Mr Neeraj Kanwar, Managing Director within and in accordance with the limits prescribed in Schedule XIII of the Act or in accordance with the changes that may be effected in Schedule XIII of the Act and/or any amendments and/or modifications that may be made by the Central Government in that behalf from time to time or any amendments or re-enactment of the relevant provisions of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr Neeraj Kanwar, Managing Director be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under sub paragraph (A) of paragraph 1 of section II of part II of Schedule XIII of the Act by making such compliances as provided in the said Schedule.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and things as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

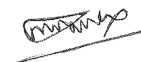
"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act' including any modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval(s), as may be required, of the financial institutions and other lenders who have granted term loans to the Company, Mr Sunam Sarkar, CFO & Whole time director be and is hereby re-appointed as a Whole time director of the Company for a period of five years with effect from January 28, 2014, with such designation as the Chairman & Managing Director may decide from time to time and for payment of remuneration, perquisites and terms and conditions as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to vary and/or modify the terms and conditions of appointment including remuneration and perquisites payable to Mr Sunam Sarkar, CFO & Whole time director in such manner as may be agreed to between the Board and Mr Sunam Sarkar, CFO & Whole time director within and in accordance with the limits prescribed in Schedule XIII of the Act or in accordance with the changes that may be effected in Schedule XIII of the Act and/or any amendments and/or modifications that may be made by the Central Government in that behalf from time to time or any amendments or re-enactment of the relevant provisions of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr Sunam Sarkar, CFO & Whole time director be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under sub paragraph (A) of paragraph 1 of section II of part II of Schedule XIII of the Act by making such compliances as provided in the said Schedule.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and things as, in its absolute discretion, may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise considered by the Board to be in the best interest of the Company."

By Order of the Board
For **Apollo Tyres Ltd**



(P N Wahal)
Company Secretary

Place: Gurgaon

Dated: May 10, 2013

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than forty eight hours before the scheduled time of the meeting.**
2. The Register of Members and Share Transfer Books shall remain closed from July 22, 2013 to August 7, 2013 (both days inclusive) for payment of dividend on equity shares. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the respective depositories for this purpose.
3. Please bring your copy of the annual report to the meeting.
4. The relevant explanatory statement pursuant to section 173 (2) of the Companies Act, 1956, in respect of the special businesses set out above is annexed hereto.
5. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting. The register of Director's Shareholding maintained under section 307 of the Companies Act, 1956 will be available for inspection at the meeting.
6. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the annual general meeting.
7. Information under clause 49 of the listing agreement with the stock exchanges in respect of Directors seeking appointment/re-appointment at the annual general meeting (Item Nos. 3 to 5 & 7 to 9 of the notice) is given hereinafter.
8. The shares of the Company are under compulsory demat list of Securities & Exchange Board of India w.e.f. November 11, 1999. The trading in equity shares can now only be in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
9. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
10. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
11. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to Section 205C of the Companies Act, 1956 on the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend.

Financial Year Ended	Due date of Transfer	Financial Year Ended	Due date of Transfer
31.03.2006	30.08.2013	31.03.2010	29.08.2017
31.03.2007	30.03.2014	31.03.2011	11.09.2018
31.03.2008	19.08.2015	31.03.2012	13.10.2019
31.03.2009	23.08.2016		

12. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the e-mail addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered e-mail address for serving notices/documents including those covered under section 219 of the Companies Act, 1956. The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website (www.apollotyres.com) of the Company and the other requirements of

the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their e-mail addresses updated with the depository participants. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Company quoting their folio number(s).

13. As per the provisions of Clause 5AII of the listing agreement (SEBI circular no. CIR/CFD/DIL/10/2010 dated December 16, 2010) the unclaimed/undelivered shares lying in the possession of the Company are required to be dematerialised and transferred into an "Unclaimed Suspense Account" held by the Company. In compliance with the said amendment, the Company sent three reminders to the registered members of the Company in respect of such shares and has thereafter initiated the process of dematerialisation and transfer of said unclaimed/undelivered shares into an "Unclaimed Suspense Account". Shareholders who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing the necessary details to enable the Company to dispatch the said share certificate(s) to the rightful owner or where such shares have already been dematerialised, credit the shares to the demat account held by them in their name.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 7

Mr Vikram S Mehta, was appointed by the Board as an additional Director on the Board of your Company w.e.f. February 6, 2013. Pursuant to section 260 of the Companies Act, 1956, Mr Mehta, holds office upto the date of the ensuing annual general meeting. A notice under section 257 of the Companies Act, 1956 has been received from a member along with a deposit of Rs 500/- proposing the candidature of Mr Mehta as a Director of the Company.

The Board of Directors recommends resolution set out at item no. 7 for your consideration and approval.

None of the Directors of the Company except Mr Vikram S Mehta himself is concerned or interested in the resolution.

Item No. 8

At the annual general meeting held on July 18, 2008, Mr Neeraj Kanwar was re-appointed as Joint Managing Director of the Company for a period of 5 years effective from May 28, 2009. The Remuneration Committee at its meeting held on April 29, 2009 had re-designated him as Managing Director. The present tenure of Mr Neeraj Kanwar as Managing Director will expire on May 27, 2014. The Board of Directors of your Company at the board meeting held on May 10, 2013 have approved the re-appointment of Mr Neeraj Kanwar as Managing Director for a further period of 5 years w.e.f. May 28, 2014 on the following terms and conditions :-

1. Salary: Rs 24 lac per month with suitable increases as may be determined by the Board of Directors of the Company from time to time, not exceeding 50% increase in salary by way of annual increment each year.
2. Commission: As may be decided from time to time by the Board/Committee of the Directors, subject to an overall ceiling of 2% of the net profits of the Company, computed in the manner laid down in Section 309 (5) of the Companies Act, 1956 (Act).
3. Perquisites, Allowances & other Benefits: Mr Neeraj Kanwar shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement, leave travel concession, club fee, medical/accident insurance and such other perquisites and allowances as may be allowed under the Company's rules/schemes and available to other employees of his category, restricted to an amount not exceeding 300% of annual salary.

The above perquisites shall be allowed in addition to the salary, to be evaluated as per Income Tax rules wherever applicable, and in the absence of any such rule, perquisites shall be evaluated at actual cost.

4. Other benefits:
 - a) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these, whether singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall be in accordance with the rules of the Company.
 - b) Earned Leave: On full pay and allowances as per the rules of the Company.
 - c) Encashment of leave at the end of the tenure, in accordance with the rules of the Company, if any, will not be included in the computation of the ceiling on perquisites.
 - d) Provision of car(s) for use on Company's business and telephones at residence.
5. The appointee shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
6. The above remuneration payable to Mr Neeraj Kanwar, Managing Director is subject to the condition that the total remuneration including commission and all the perquisites as mentioned above shall not exceed 5% of the net profits for one such director, and if there is more than one such director, 10% for all of them together in accordance with section 198 and 309 of the Act, or any amendment thereto or any other provisions as may be applicable.
7. Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites and allowances as specified in Schedule XIII to Mr Neeraj Kanwar as minimum remuneration, subject to other compliances of Schedule XIII of the Act.
8. The appointee shall, subject to the applicable provisions of the Act (including any statutory modification or re-enactment thereof, for the

time being in force), also be eligible for housing, education and medical loan and other loans or facilities as applicable in accordance with the rules of the Company.

The resolution for re-appointment of Mr Neeraj Kanwar as Managing Director requires approval of the Company in general meeting in pursuance of sections 198, 269, 309 and 311 read with Schedule XIII of the Act.

Your Directors recommend the resolution set out at item no. 8 of the notice for your approval by way of an Ordinary Resolution.

A copy of the resolution passed by the shareholders at the annual general meeting held on July 18, 2008, the resolution passed by the Remuneration committee of the Board of Directors and the resolution passed by the Board of Directors in their meeting held on May 10, 2013 are open for inspection of the members, during business hours between 11.00 am to 5.00 pm on all working days of the Company upto the date of the meeting at the registered office of the Company.

Mr Neeraj Kanwar is son of Mr Onkar S Kanwar, Chairman & Managing Director of the Company.

No other Director except Mr Neeraj Kanwar, Managing Director himself and Mr Onkar S Kanwar, Chairman & Managing Director being his relative is interested in the resolution.

The explanatory statement read with the proposed resolution may be treated as an abstract of the terms of re-appointment and memorandum of interest under section 302 of the Act.

Item No. 9

At the annual general meeting held on July 18, 2008, Mr Sunam Sarkar, CFO of the Company was re-appointed as a Whole time director for a period of 5 years effective from January 28, 2009. The present tenure of Mr Sunam Sarkar as a Whole time director will expire on January 27, 2014. The Board of Directors of your Company at the board meeting held on May 10, 2013 have approved the re-appointment of Mr Sunam Sarkar as a whole time director for a further period of 5 years w.e.f. January 28, 2014 on the following terms and conditions :-

1. Salary: Rs 5.62 lac per month with suitable increases as may be determined by the Chairman & Managing Director of the Company from time to time, not exceeding 50% increase in salary by way of annual increment each year.
2. Performance bonus/commission: Performance bonus of Rs 8.25 lac per month or such higher amount as may be decided by Chairman & Managing Director of the Company, from time to time, based on certain performance criteria.

or

Commission as may be decided from time to time, by Chairman & Managing Director of the Company, subject to an overall ceiling of 1% of the net profits of the Company, computed in the manner laid down in section 309 (5) of the Act.

3. Perquisites, Allowances & other Benefits: Mr Sunam Sarkar shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement, leave travel concession, club fee, medical/accident insurance and such other perquisites and allowances as may be allowed under the Company's rules/schemes and available to other employees of his category, restricted to an amount not exceeding 300% of annual salary.

The above perquisites shall be allowed in addition to the salary, to be evaluated as per Income Tax rules wherever applicable, and in the absence of any such rule, perquisites shall be evaluated at actual cost.

4. Other benefits :
 - a) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these, whether singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall be in accordance with the rules of the Company.
 - b) Earned Leave: On full pay and allowances as per the rules of the Company.
 - c) Encashment of leave at the end of the tenure, in accordance with the rules of the Company, if any, will not be included in the computation of the ceiling on perquisites.
 - d) Provision of car(s) for use on Company's business and telephones at residence.
5. The appointee shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
6. The above remuneration payable to Mr Sunam Sarkar, CFO and Whole time director is subject to the condition that the total remuneration including performance bonus/commission and all the perquisites as mentioned above shall not exceed 5% of the net profits for one such director and if there is more than one such director, 10% for all of them together in accordance with section 198 and 309 of the Act, or any amendment thereto or any other provisions as may be applicable.
7. Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites and allowances as specified in Schedule XIII to Mr Sunam Sarkar as minimum remuneration, subject to other compliances of Schedule XIII of the Act.
8. The appointee shall, subject to the applicable provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), also be eligible for housing, education and medical loan and other loans or facilities as applicable in accordance with the rules of the Company.
9. Mr Sunam Sarkar, CFO is appointed as Whole time Director by virtue of his employment in the Company.

The resolution for re-appointment of Mr Sunam Sarkar as Whole time director requires approval of the Company in general meeting in pursuance of sections 198, 269, 309 and 311 read with Schedule XIII of the Act.

Your Directors recommend the resolution set out at item no. 9 of the notice for your approval by way of an Ordinary Resolution.

A copy of the resolution passed by the shareholders at the annual general meeting held on July 18, 2008, the resolution passed by the Remuneration committee of the Board of Directors and the resolution passed by the Board of Directors in their meeting held on May 10, 2013

are open for inspection of the members, during business hours between 11.00 am to 5.00 pm on all working days of the Company upto the date of the meeting at the registered office of the Company.

No other director except Mr Sunam Sarkar is concerned or interested in the resolution.

The explanatory statement read with the proposed resolution may be treated as an abstract of the terms of re-appointment and memorandum of interest under section 302 of the Act.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Item No.3

Mr Nimesh N Kampani, aged 67 years, holds a bachelor's degree in commerce from Sydenham College, Mumbai and is a qualified Chartered Accountant. He has vast experience in the fields of investment banking, securities trading, merger and acquisitions and providing financial solutions. Prior to joining our company, Mr Kampani has served on various committees of the SEBI and was a member of the Bhagwati Committee on the Takeover Code. He has also served as a Chairman and member of the Financial Services Committee and National Council of the Confederation of Indian Industry. Mr Kampani joined the Board of Directors of the Company in the year 1997.

Mr Nimesh N Kampani holds Chairmanship/Directorship in the following companies:-

Chairman & Managing Director	-	JM Financial Ltd.
Chairman	-	JM Financial & Investment Consultancy Services Pvt. Ltd., JM Financial Trustee Company Pvt. Ltd., JM Financial Institutional Securities Pvt. Ltd., JM Financial Services Ltd., Capital Market Publishers India Pvt., Ltd. and Kampani Consultants Ltd.
Director	-	Britannia Industries Ltd., Deepak Nitrite Ltd. and KSB Pumps Ltd.

Mr Kampani also holds Chairmanship/Membership of Committees in the following companies:-

Audit Committee – Chairman	:	KSB Pumps Ltd. and JM Financial Services Ltd.
- Member	:	Britannia Industries Ltd., JM Financial Trustee Co. Pvt. Ltd. and JM Financial Institutional Securities Pvt. Ltd.

Share Transfer & Shareholders/Investor's Grievance and Ethics/Compliance Committee:-

Member	:	Britannia Industries Ltd.
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He is not holding any shares in the Company.

Item No. 4

Dr S Narayan, aged 70 years, is a retired officer from the Indian Administrative Service. He holds a Master's degree in Physics from the University of Madras and also holds Master's degree in Business Management (Finance) from the University of Adelaide, Australia and M. Phil in Development Economics from the University of Cambridge, UK. He holds a Ph.D. from Indian Institute of Technology, Delhi. He is a visiting senior research fellow at the Institute of South Asian Studies, National University of Singapore, since 2005. Dr Narayan has held various positions in the GoI, including the Secretary, Ministry of Petroleum and Natural Gas, GoI during 1999-2000 and the Economic Advisor to the Prime Minister during 2003-04.

He joined the Board of Directors of the Company in the year 2005.

Dr S Narayan holds directorship in Godrej Properties Ltd., Dabur India Ltd., Artemis Medicare Services Ltd., Seshasayee Paper and Board Ltd., Aviva Life Insurance Co. Ltd., India Infoline Ltd., Castlewood Trading Pvt. Ltd. and Yogya Systems Pvt. Ltd.

Dr S Narayan also holds membership of Audit Committee of Godrej Properties Ltd., Dabur India Ltd., Artemis Medicare Services Ltd. and Seshasayee Paper & Board Ltd.

He is not holding any shares in the Company.

Item No. 5

Mr A K Purwar, aged 67 years, holds a master's degree in commerce from Allahabad University. He also holds a diploma in business management from Allahabad University. Mr Purwar was the Chairman of the Indian Banks' Association during 2005-06. He is a member of the advisory board for the Institute of Indian Economic Studies, Waseda University, Tokyo. Mr Purwar received the 'CEO of the Year' award from the Institute for Technology and Management in 2004, 'Outstanding Achiever of the Year' award from Indian Banks' Association in 2004 and 'Finance Man of the Year' award from the Bombay Management Association in 2006. He has over 43 years of experience in the fields of banking and finance. Prior to joining our Company, he has worked at various banking institutions in Japan and India, including State Bank of Patiala and State Bank of India.

He joined the Board of Directors of the Company in the year 2007.

Mr Purwar holds Chairmanship/Directorship in the following companies :-

Chairman	-	IL & FS Renewable Energy Ltd., PHL Finance Pvt. Ltd., India Venture Advisors Pvt.Ltd.
Director	-	Vardhman Textiles Ltd., Reliance Communications Ltd., Jindal Steel & Power Ltd., India Infoline Ltd., Jindal Power Ltd., C & C Constructions Ltd., Sri Kavery Medical Care (Trichy) Ltd., PHL Capital Pvt Ltd., Vardhman Chemtech Ltd., Energy Infratech Pvt. Ltd., ONGC-Tripura Power Co. Pvt. Ltd. and Mizuho Securities Pvt. Ltd.

He also holds Membership of Committees in the following companies :-

Audit Committee - Chairman	-	Reliance Communications Ltd. and ONGC-Tripura Power Co. Pvt. Ltd.
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Member - Jindal Power Ltd., Sri Kavary Medical Care (Trichy) Ltd., PHL Finance Pvt. Ltd. and PHL Capital Pvt. Ltd.

Shareholder Grievance Committee

Chairman - Reliance Communications Ltd.

He is not holding any shares in the Company.

Item No. 7

Mr Vikram S Mehta, aged about 61 years, began his illustrious career as Member of the Indian Administrative Service of the Government of India. He was associated with some of the leading companies like Shell Group of Companies, Philips Petroleum in London and CII. He has held Advisory positions with world-renowned petroleum companies and the Indian Government's Ministry of Petroleum.

He was co-opted as an additional Director of the Company w.e.f. February 6, 2013. He has a BA (Hons) from St. Stephens College, Delhi University, MA (Economics) from Magdalen College, Oxford University and MA (Energy Eco) from the Fletcher School of Law and Diplomacy, Tufts University.

He holds Directorship in Mahindra & Mahindra Ltd., Colgate Palmolive Ltd., Larsen & Toubro Ltd. and NV Advisory Services Pvt. Ltd.

He is holding 6,000 shares in the Company.

Item No. 8

As the Managing Director of Apollo Tyres, Mr Neeraj Kanwar plays a pivotal role in Apollo's journey towards becoming one of the most admired automotive tyre brands. Mr Neeraj Kanwar has pioneered key initiatives in enhancing the competitiveness of the Company's operations and products across the board. He is responsible for crafting Apollo's growth story -- taking the company from USD 450 million to USD 2.5 billion within a 5 year time span. Under his able leadership Apollo acquired Dunlop Tyres International in South Africa and Zimbabwe in 2006, and Vredestein Banden B V in the Netherlands in 2009 -- thereby transforming itself into a multi-geography Company with operations in 3 continents.

Mr Neeraj Kanwar began his career with Apollo Tyres as Manager, Product & Strategic Planning, where he played a crucial role in creating a bridge between the two key functions of manufacturing and marketing. In 1998, he joined the Board of Directors and was promoted to Chief, Manufacturing and Strategic Planning. His people management skills helped him bring overarching changes in industrial relations, upgradation of technology and benchmarking on product and efficiency parameters.

In 2002, he took over as the Chief Operating Officer of the organisation, wherein he introduced value-driven process improvements in human resources and information technology. Mr Neeraj Kanwar was appointed as Joint Managing Director in 2006 and elevated to the position of Vice Chairman in 2008, and soon after to Managing Director in 2009 for his initiatives in establishing the Company in the global arena.

As a business leader, Mr Neeraj Kanwar is associated with leading industry associations and has served as the Chairman of the Automotive Tyre Manufacturer's Association, India.

Mr Neeraj Kanwar is a people-centric leader and believes in empowering employees to enable them to undertake effective and efficient decisions at all times. Within Apollo, he is known for his affable management style, and combining work with liberal doses of fun.

An engineering graduate from Lehigh University in Pennsylvania, USA, Mr Neeraj Kanwar is an avid sportsperson. He prefers to spend his leisure time with his family or playing tennis, swimming and travelling.

Mr Neeraj Kanwar is on the board of PTL Enterprises Ltd., Sunlife Trade Links Pvt. Ltd., Artemis Medicare Services Ltd., Apollo Tyres AG, Apollo Tyres Cooperatief U.A., Apollo Vredestein B.V. (Supervisory Board), Apollo (South Africa) Holdings (Pty) Ltd., Apollo Tyres Holdings (Singapore) Pte. Ltd, Apollo Tyres (Middle East) FZE, PAN Aridus LLC, Apollo Tyres BV, Apollo Tyres (UK) Pvt. Ltd., Apollo Tyres Global (R&D) B.V. and Scalini Limited.

Mr Neeraj Kanwar also holds Membership of Committees in the following companies :-

Audit Committee - PTL Enterprises Ltd. and Artemis Medicare Services Ltd.

Shareholder Grievance Committee - PTL Enterprises Ltd.

He is holding 2,12,380 shares in the Company.

Item No. 9

Mr Sunam Sarkar, aged about 47 years, is a commerce graduate from St. Xavier's College, Calcutta University, a Diploma in International Management from INSEAD, France and a Masters in Management from Lancaster University, UK and has over 25 years of experience in the field of sales, marketing, business operations and corporate strategy. He is associated with the Company since 1999.

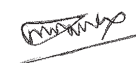
His acumen in the area of alliances, business development and corporate communications and corporate social responsibilities has enabled the organisation to evolve into a market leader in tyre industry and a significant player in global market.

He is on the board of Apollo (South Africa) Holdings (Pty) Ltd. and Apollo Vredestein B.V. (Management Board) .

He is not holding any shares in the Company.

By Order of the Board

For Apollo Tyres Ltd



(P N Wahal)

Company Secretary

Place: Gurgaon

Dated: May 10, 2013

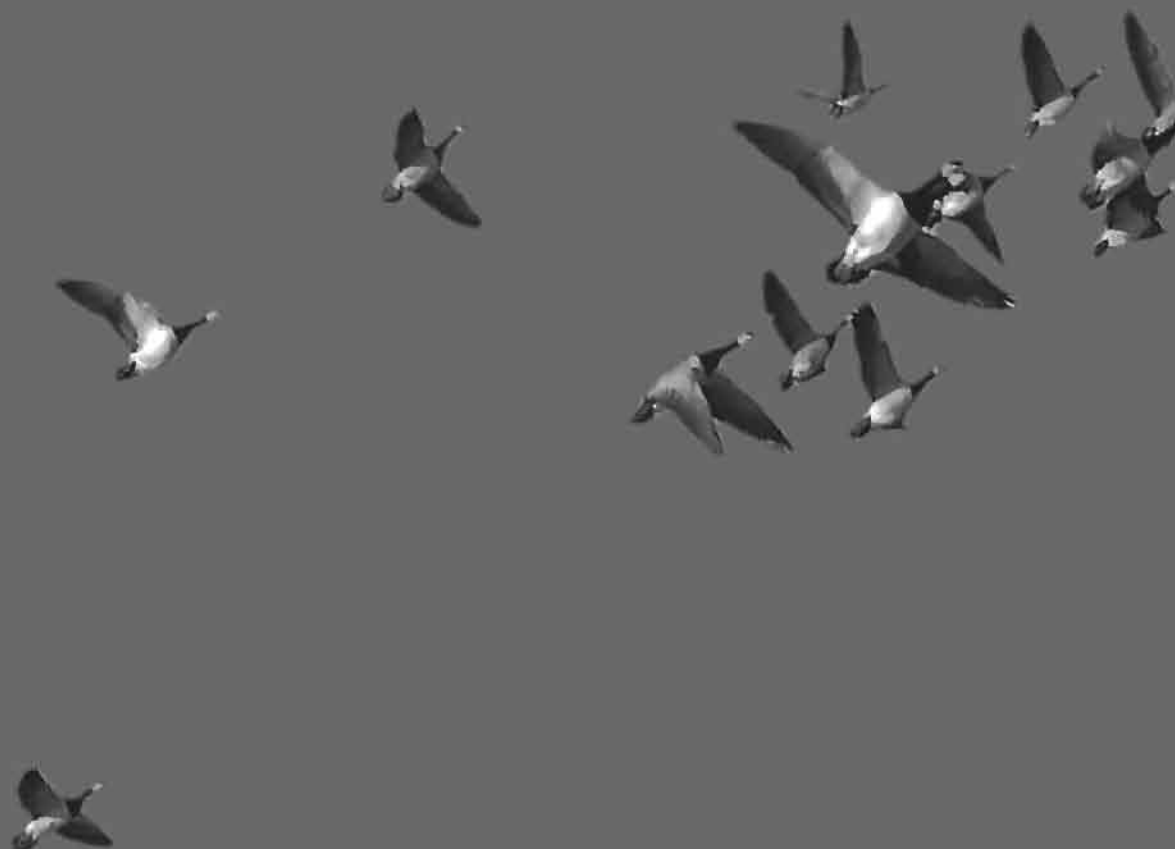


Those who changed history, changed it by going the distance.

The world would be a lesser place if 'one small step for man' had not taken place or if we did not endeavour 'to be the change' we want to see. At Apollo Tyres we believe we have found the change we want to be. By being sustainable – embracing business practices that ensure longevity of business with minimum stress on resources, responsible value creation for all stakeholders and regard for the environment – we have made a move in the appropriate direction.

These are exciting times for all of us, abounding with opportunities and challenges. But to make the most of these we need to constantly *go the distance...* live a dream, take giant steps for mankind and create history.

This Annual Report is not just a summary of our financial processes but also an insight into how we are trying to make a difference in the lives we are connected with.





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Where others see challenges, we at Apollo have carved opportunities. Today Apollo's tyres are sold across 100 countries, including some of the most evolved markets in Europe and America. We have the capacity to address consumer demand across our operations and continue to invest in upgradation of equipment and R&D facilities. Our success mantra is simple – always put the Customer First ... and then take care of the minutest detail to ensure that they get an unparalleled product and service.

