

## 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

### NOTICE

NOTICE is hereby given that the 45<sup>th</sup> Annual General Meeting of the members of **APOLLO TYRES LTD** will be held as under: -

DAY : Wednesday  
DATE : August 1, 2018  
TIME : 10:00 AM  
PLACE : Kerala Fine Arts Theatre, Fine Arts Avenue,  
Foreshore Road, Ernakulam, Kochi (Kerala), India

to transact the following businesses:-

#### ORDINARY BUSINESS:

1. To consider and adopt:
  - a. the audited financial statement of the Company for the financial year ended March 31, 2018, 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, 2018.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Sunam Sarkar (DIN-00058859), who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. To ratify the payment of remuneration to the Cost Auditor for the financial year 2018-19 and in this regard 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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditor, M/s. N.P. Gopalakrishnan & Co., Cost Accountants appointed by the Board of Directors of the Company for carrying out Cost Audit of the Company's plants at Perambra, Vadodara and Chennai as well as Company's leased operated plant at Kalamassery for the financial year 2018-19 be paid out a remuneration of ₹3 lakhs per annum plus reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint Ms. Anjali Bansal (DIN- 00207746), as an Independent Director and in this regard 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Anjali Bansal (DIN- 00207746), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 1, 2017, in terms of Section 161(1) of the Companies Act, 2013, whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of two years w.e.f. November 1, 2017."

6. To authorise Private Placement of Non-Convertible Debentures and in this regard to consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:-

"RESOLVED THAT in accordance with the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time and any other applicable laws including the SEBI (Issue & Listing of Debt Securities) Regulations, 2008, as amended from time to time and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the Company be and is hereby accorded to raise funds not exceeding ₹15,000 Million through Private Placement of Unsecured/Secured Non-Convertible Debentures during the period of one year from the date of passing of this resolution within overall borrowing limits of the Company, as approved by the Members from time to time, in one or more tranches, to such person or persons, who may or may not be the debenture holder(s) of the Company, as the Board (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) may at its sole discretion decide, including eligible investors (whether residents and/or non-residents and/or institutions/ incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets), Non-Resident Indians, Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), Venture Capital Funds, Foreign Venture Capital Investors, Mutual Funds, State Industrial Development Corporations, Insurance Companies, Development Financial Institutions, Bodies Corporate, Companies, private or public or other entities, authorities and such other persons in one or more combinations thereof through Private Placement in one or more tranches and including the exercise of a green-shoe option (within overall borrowing limits of the Company, as approved by the Members from time to time), if any, on such terms as may be determined under the guidelines as may be applicable, and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement of Unsecured/Secured Non-Convertible Debentures, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the Debentures are to be allotted, the number of Debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of Debenture holders, listing, issuing any declaration/undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force."

By Order of the Board  
For Apollo Tyres Ltd

Place: Gurgaon  
Date : May 10, 2018

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

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**

**THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.**

- 2. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with the copy of the Annual Report to the meeting.**
- 3. The Register of Members and Share Transfer Books shall remain closed from July 20, 2018 to August 1, 2018 (both days inclusive) for payment of dividend on equity shares. The dividend, as recommended by the Board of Directors, if**

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declared at the meeting, will be paid, within 30 days from the date of declaration, to the members holding shares as on the record date/cut off date i.e. July 19, 2018 on 572,049,980 equity shares of the Company. 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.

4. Corporate members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out above is annexed hereto.
6. All documents referred to in the notice are available for inspection (in physical or electronic form) at the Registered Office and Corporate 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.

Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' notice in writing of the intention so to inspect is given to the Company.

7. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting (AGM).
8. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the AGM.
9. 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.
10. 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.
11. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
12. Voting through Electronic Means:
  - I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") through the electronic voting service facility arranged by National Securities Depository Limited(NSDL).

The facility for voting, through polling paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

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<br>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<br>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<br>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. "ATL e-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](https://www.evoting.nsdl.com/).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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).
- II. The e-voting period commences on July 29, 2018 (10:00 AM) and ends on July 31, 2018 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 25, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - III. The voting rights of Members shall be as per the number of equity shares held by members as on the cut-off date of July 25, 2018.
  - IV. Mr. P.P. Zibi Jose, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - V. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 (forty eight) hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
  - VI. The Results shall be declared by the Chairman or the person authorised by him in writing not later than 48 (forty eight) hours of conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.apollotyres.com](http://www.apollotyres.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the result is declared by the Chairman. Members may also note that the Notice of the 45<sup>th</sup> AGM and the Annual Report 2018 will be available on website of Company and NSDL.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. July 25, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company.

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@apolloyres.com](mailto:investors@apolloyres.com).

13. Electronic copy of the Annual Report and Notice of the 45<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 45<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
14. 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 Investor Education and Protection Fund (IEPF) established pursuant to Section 125(1) of the Companies Act, 2013, if a member does not claim the dividend amount for a consecutive period of seven years or more.

| Financial Year Ended | Due date of Transfer |
|----------------------|----------------------|
| 31.03.2011           | 11.09.2018           |
| 31.03.2012           | 09.09.2019           |
| 31.03.2013           | 07.09.2020           |
| 31.03.2014           | 06.09.2021           |
| 31.03.2015           | 11.09.2022           |
| 31.03.2016           | 09.09.2023           |
| 31.03.2017           | 05.08.2024           |

In accordance with Section 124 (6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), if a member does not claim the dividend amount for a consecutive period of seven years or more, then the shares held by him/her shall be transferred to the DEMAT Account of IEPFA. The details of the members whose shares are liable to be transferred are also posted on the website of the Company i.e. [www.apolloyres.com](http://www.apolloyres.com). The unclaimed or unpaid dividend which have already been transferred or the shares which were transferred can be claimed back by the members from IEPFA by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html>. Both unclaimed dividend amount and the shares transferred can be claimed from the IEPF Authority by making an online application in the prescribed form "IEPF-5" available on <http://iepf.gov.in/IEPFA/refund.html> and by sending the physical copy of the same duly signed along with requisite documents to the Company at the above mentioned address for verification of the claim. The Company Secretary acts as the Nodal Officer for IEPF matters.

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their E-mail address with the Company or with the Depository Participant(s). Members holding shares in demat form are requested to register their E-mail address with their Depository Participant(s) only. Members of the Company, who have registered their E-mail address, are entitled to receive such communication in physical form upon request.
16. The Notice of AGM and the copies of audited financial statements, board's report, auditor's report etc. will also be displayed on the website ([www.apolloyres.com](http://www.apolloyres.com)) of the Company.
17. As per the provisions of Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI of the Regulations, the unclaimed/undelivered shares lying in possession of the Company had been dematerialised and transferred into an "Unclaimed Suspense Account". Members who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the Members furnishing the necessary details to enable the Company to take necessary action.
18. 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.

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19. 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.
  20. 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 appointment at the AGM, forms integral part of the notice. The concerned Director has furnished the requisite declarations for her appointment and her brief profile forms part of the explanatory statement.
  21. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Corporate Office, or at our E-mail ID: [investors@apolloytyres.com](mailto:investors@apolloytyres.com). This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
  22. Members can also provide their feedback on the shareholder services of the Company using the 'Shareholders Satisfaction Survey' form available on the website of the Company (refer link: <https://corporate.apolloytyres.com/en-in/investors/corporate-governance/?filter=Others> ). This feedback will help the Company in improving Shareholder Service Standards.
  23. The route map of the venue for the AGM is attached herewith and also available on the website of the Company.
  24. As per Section 118(10) of the Companies Act, 2013, read with the Secretarial Standard - 2 on General Meetings issued by Institute of Company Secretaries of India **"No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"**.

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

##### **Item No. 4**

The Board at its meeting held on May 10, 2018, on the recommendation of the Audit Committee, had re-appointed M/s. N.P. Gopalakrishnan & Co., Cost Accountants for carrying out Cost Audit of the Company's plants at Perambra, Vadodara and Chennai as well as Company's leased operated plant at Kalamassery for the financial year 2018-19 on a remuneration of ₹3 Lakhs per annum plus reimbursement of out of pocket expenses.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors which is recommended by the Audit Committee shall be considered and approved by the Board of Directors and subsequently ratified by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is concerned or interested (financial and otherwise) in the resolution.

The Board of Directors recommends resolution set out at item no.4 for your consideration and ratification.

##### **Item No. 5**

Ms. Anjali Bansal, was appointed by the Board as an Additional Director on the Board of your Company w.e.f. November 1, 2017, pursuant to Section 161(1) of the Companies Act, 2013. Ms. Anjali Bansal, holds office upto the date of the ensuing Annual General Meeting. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of Ms. Anjali Bansal as a Director of the Company and the Nomination and Remuneration Committee has recommended her appointment as Independent Director.

Ms. Anjali Bansal aged about 47 years was formerly a Global Partner and MD of TPG Private Equity and a strategy consultant with McKinsey & Company in New York and Mumbai. She has a Bachelor in Computer Engineering and a Masters in International Finance and Business from Columbia University.

She founded and led Spencer Stuart's India practice successfully growing it to a highly reputed pan-India platform. She was also a global partner and co-led their Asia Pacific Board & CEO practice as part of the Asia Pacific leadership team.

She was listed as one of the "Most Powerful Women in Indian Business" by Business Today and by Fortune Magazine.

Ms. Anjali Bansal is on the Board of the following other Companies:-

| Sl. No. | Name of the Company                   | Designation |
|---------|---------------------------------------|-------------|
| 1       | Bata India Ltd                        | Director    |
| 2       | Glaxosmithkline Pharmaceuticals Ltd   | Director    |
| 3       | The Tata Power Company Ltd            | Director    |
| 4       | Voltas Ltd                            | Director    |
| 5       | Bombay Chamber of Commerce & Industry | Director    |
| 6       | Delhivery Private Ltd                 | Director    |
| 7       | SAB Holdings Pvt. Ltd.                | Director    |

She is the 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<br>Audit Committee<br>CSR Committee | Chairperson<br>Member<br>Member |
| 2       | The Tata Power Company Ltd           | CSR Committee<br>Nomination and Remuneration Committee                  | Chairperson<br>Member           |
| 3       | Glaxosmithkline Pharmaceuticals Ltd. | Nomination and Remuneration Committee<br>CSR Committee                  | Member<br>Member                |
| 4       | Voltas Ltd                           | Nomination and Remuneration Committee                                   | Member                          |
| 5       | Delhivery Private Ltd                | Nomination & Remuneration Committee                                     | Chairperson                     |

She is not holding any shares of the Company.

She has attended three meetings of the Board during FY2018

She does not have inter-se relationship with any other Director and Key Managerial Personnel (KMP) of the Company.

Section 149 of the Companies Act, 2013 inter alia specifies that 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 the Companies Act, 2013, Ms. Anjali Bansal, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a period of two years w.e.f. November 1, 2017.

The Company has received from Ms. Anjali Bansal:-

- (i) 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.
- (ii) 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.



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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 in proportion to their tenure of Directorship. Ms. Anjali Bansal is entitled to a remuneration of ₹ 0.20 million as commission, as approved by the Board, for FY2018.

In the opinion of the Board, Ms. Anjali Bansal fulfils the conditions specified in the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter for 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 and at the venue of the meeting.

The Board considers 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.

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 KMPs 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.5 for your consideration and approval.

#### **Item No. 6**

In order to meet Company's ongoing Capex requirements, the Members of the Company at the Annual General Meeting held on July 5, 2017 had passed the resolution for raising of funds not exceeding ₹15,000 million through Issue of Secured Non-Convertible Debentures (NCDs) through Private Placement, in one or more tranches within overall borrowing limits of the Company. The above resolution is valid upto July 4, 2018.

In order to meet funds requirements for Company's growth, the Board approved raising of funds through issue of NCDs for not exceeding ₹15,000 million.

In order to enable the Company to offer or invite subscriptions for Non-Convertible Debentures on a Private Placement basis, in one or more tranches, as per provisions of Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "Non-Convertible Debentures", it shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitations for such Debentures during the year.

Further, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board, shall be authorized to determine the terms of the Issue, including the class of investors to whom the NCDs are to be allotted, the number of NCDs to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force.

The Board of Directors of the Company, at its meeting held on May 10, 2018, had approved the above proposal and recommends the passing of proposed Special Resolution by Members of the Company.

The approval of the Members is being sought by way of a Special Resolution under Section 42 & 71 of the Companies Act, 2013, read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a Private Placement basis, in one or more tranches, during the period of one year from the date of passing of the resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is concerned or interested (financial & otherwise) in the resolution.

The Board of Directors recommends resolution set out at item no.6 for your consideration and approval.

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

**Item No. 3**

Mr. Sunam Sarkar, aged about 52 years holds a Bachelor of Commerce (Honours) degree 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 30 years experience in the field of sales, marketing, business operations and corporate strategy. He began his career as a management trainee at General Electric Limited. Subsequently, he joined Modi Xerox where he was one of the youngest executives to head a business unit as General Manager. His acumen in the area of alliances, business development and corporate communications has enabled our organisation to evolve into a market leader in tyre industry. Mr. Sunam Sarkar is currently a Non Executive Non Independent Director of the Company. He joined the Board of Directors of the Company in the year 2004.

Mr. Sunam Sarkar holds Directorship in the following Companies:-

| Sl. No. | Name of the Company                         | Designation |
|---------|---|-------------|
| 1       | Apollo Vredestein B.V. (Management Board)   | Director    |
| 2       | Apollo Tyres Holdings (Singapore) Pte. Ltd. | Director    |
| 3       | Apollo Tyres (Thailand) Ltd.                | Director    |
| 4       | Apollo Tyres (Malaysia) Sdn Bhd             | Director    |
| 5       | Pan Aridus LLC                              | Director    |
| 6       | ATL Singapore Pte. Ltd.                     | Director    |

He is the Chairman of Stakeholders Relationship Committee and Member of CSR Committee and Business Responsibility Committee of the Company.

He does not hold any Membership / Chairmanship in Committees of other Companies.

He is not holding any shares in the Company.

He has attended five Board Meetings during FY2018.

He does not have inter-se relationship with any other Director and Key Managerial Personnel (KMP) of the Company.

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 in proportion to their tenure of Directorship. Mr. Sunam Sarkar is entitled to a remuneration of ₹4.83 million as commission, as approved by the Board, for FY2018.

None of the Directors or KMPs of the Company or their relatives except Mr. Sunam Sarkar is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends resolution set out at item no.3 for your consideration and approval.

**Item No. 5**

For the details of Ms. Anjali Bansal, please refer to item no. 5 under the Explanatory Statement of this Notice.

By Order of the Board  
For Apollo Tyres Ltd

Place : Gurgaon  
Date : May 10, 2018

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