



APOLLO TYRES LTD
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apollo tyres.com

GST No.: 06AAACA6990Q1Z2

ATL/SEC/21

December 17, 2025

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
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Dear Sirs,

Sub: Notice of Postal Ballot

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 December 1, 2025 being dispatched to Shareholders of the Company.

The above notice is also uploaded on the website of the Company i.e. www.apollotyres.com.

This is submitted for your information and records.

Thanking You,

Yours faithfully,

For Apollo Tyres Ltd

(Seema Thapar)
Company Secretary & Compliance Officer



Postal Ballot Notice

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

Dear Shareholder,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Resolutions appended below are proposed to the Shareholders of Apollo Tyres Ltd (**“the Company”**) to be passed as Special Resolutions by way of Postal Ballot only through remote e-Voting.

In compliance with the aforementioned MCA Circulars, the Company will send Postal Ballot Notice by email to all its Shareholders who have registered their email addresses with the Company/ Registrar & Share Transfer Agent or Depository/ Depository Participants and the communication of assent or dissent of the Shareholders will only take place through the remote e-Voting system. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Shareholders for this Postal Ballot.

The Company is desirous of seeking your consent for the proposals as contained in the Resolutions given hereinafter. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter, record your assent or dissent by means of remote e-Voting facility provided by the Company.

SPECIAL BUSINESS**1. PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES**

To consider and if thought fit, to pass the following resolution 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 including the SEBI (Issue & Listing of Non-Convertible Securities) Regulations, 2021, other applicable SEBI laws, regulations/ guidelines, as may be amended from time to time, 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 for an amount not exceeding ₹10,000 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 Shareholders 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 including the exercise of a green-shoe option (within overall borrowing limits of the Company, as approved by the Shareholders 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, allotment of Debentures 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.”

2. APPOINTMENT OF MR. RAJENDRA CHITALE (DIN: 00015986) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajendra Chitale (DIN: 00015986), who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from February 9, 2026 to February 8, 2029 (both days inclusive) 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.”

3. APPOINTMENT OF MR. TAPAN MITRA (DIN: 08445248) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Tapan Mitra (DIN: 08445248), who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from February 9, 2026 to February 8, 2029 (both days inclusive) 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

Place: Gurugram
Date: December 1, 2025

SEEMA THAPAR
Company Secretary
FCS No. 6690

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed Special Resolutions, are appended herein below along with the Postal Ballot Notice for your consideration.
2. The Postal Ballot Notice is being sent by email to all the Shareholders, 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 Friday, December 5, 2025, (“Cut-off Date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company, the Company’s Registrar and Share Transfer Agent (“RTA”), KFin Technologies Limited (“KFinTech”). The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date which will only be considered to avail the facility of remote e-Voting.
3. Only those Shareholders whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-Voting. A person who is not a Shareholder on the Cut-off Date should treat this Notice for information purposes only.

It is, however, clarified that all Shareholders of the Company as on the Cut-off Date (including those

Shareholders who may not have received this Notice due to non-registration of their e-mail IDs with the Company's RTA/ Depositories) shall be entitled to vote in relation to the Resolutions specified in this Notice in accordance with the process specified hereinafter in this Notice.

4. The Board of Directors of the Company (**the "Board"**) has appointed Mr. P.P. Zibi Jose, Practicing Company Secretary (holding Certificate of Practice No.1222) as the Scrutinizer for conducting the Postal Ballot and remote e-Voting process in a fair and transparent manner.
5. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Companies Act, 2013 read with the Rules as amended and the SEBI Listing Regulations, the Company has entered into an agreement with NSDL for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
6. The e-Voting period commences on Thursday, December 18, 2025 at 10:00 AM (IST) and ends on Friday, January 16, 2026 at 5:00 PM (IST). During this period, the Shareholders 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 Shareholders, they shall not be allowed to change it subsequently.
7. Upon completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other person authorised by him. Based on the Scrutinizer's report, the result of the voting conducted through Postal Ballot (remote e-Voting process) would be announced by the Chairman or any other person authorised by him on or before 5:00 PM (IST), Tuesday, January 20, 2026 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/ Corporate Office and shall be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**) and will be displayed on the Company's website viz. www.apollotyres.com. Further, the same will also be made available on the website of e-Voting agency i.e. <https://www.evoting.nsdl.com>.
8. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Friday, January 16, 2026, the last date specified for e-Voting. Further, Resolutions passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if it have been passed at a General Meeting of Shareholders convened in that behalf.
9. All the material documents referred to in the Notice and Explanatory Statement will be available for inspection in the electronic mode up to the date of declaration of results of the Postal Ballot from 10:00 AM to 5:00 PM (IST) on all working days. Shareholders seeking to inspect such documents can send an e-mail to investors@apollotyres.com.
10. Shareholders may download the Notice from the Company's website at www.apollotyres.com or from NSDL's website at www.evoting.nsdl.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
11. Shareholders are requested to update/register their KYC details including changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details (name of the bank, branch details, bank account number, MICR code and IFSC code, etc.) as follows:
 - a. For shares held in electronic form: with their Depository Participants.

- b. For shares held in physical form: with the RTA in Form ISR-1 and other relevant forms pursuant to circulars issued by SEBI from time to time latest being SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025.
12. SEBI has introduced a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal “SMART ODR” which can be accessed at <https://smartodr.in/login>.

13. Procedure for Shareholders Voting through electronic means

The instructions for e-Voting are as under:

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

Step 1: Access to NSDL e-Voting system.

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/ Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL.	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to 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 “Shareholder/Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders 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 Shareholders 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 Shareholders 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. Password details for Shareholders other than Individual Shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your “initial password”?
 - 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. a .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”.
 - If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your password:
- 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.
 - “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 tenrosekochi@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on “**Upload Board Resolution/ Authority Letter**” displayed under “**e-Voting**” tab in their login.
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 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 or call on: 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP, NSDL at evoting@nsdl.com.

Process for those Shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-Voting for the Resolutions set out in this notice:

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy

of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to einward.ris@kfintech.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to einward.ris@kfintech.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholders/ Members may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1

In order to meet the funds requirement for reimbursement of capital expenditure and/ or any ongoing capital expenditure and/ or for any other purpose permitted as per the applicable law, the Board approved raising of funds through issue of Non-Convertible Debentures (“NCDs”) for an amount not exceeding ₹ 10,000 million on a Private Placement basis, in one or more tranches, during the period of one year from the date of passing of this Resolution.

In order to enable the Company to offer or invite subscriptions for NCDs 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 Section 71 of the Companies Act, 2013, read with 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 Shareholders 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 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, allotment of NCDs 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 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 November 13, 2025, had approved the above proposal and recommended the passing of proposed Special Resolution by Shareholders of the Company.

The approval of the Shareholders 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 Shareholders from time to time.

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

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

Item No. 2

Based upon the recommendation of Nomination and Remuneration Committee, after taking into consideration the balance of skills, knowledge and experience available on the Board, the Board of Directors of the Company through Circular Resolution on December 1, 2025 has recommended the appointment of Mr. Rajendra Chitale (DIN: 00015986) as an Independent Director, to hold office for a term of 3 years w.e.f. February 9, 2026 to February 8, 2029 (both days inclusive), to the Shareholders for their approval by way of a Special Resolution in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Mr. Rajendra Chitale, (aged 64 years) an eminent Chartered Accountant and a Law Graduate, is Managing Partner of M. P. Chitale & Co. (one of India’s reputed accounting and audit firms) and Chitale & Co. (one of India’s leading boutique structuring and tax advisory firms).

He has played an important role in helping the country navigate through the period of transition since 1991, while serving as a member of regulatory/governmental committees of Securities & Exchange Board of India (SEBI), Insurance Regulatory and Development Authority of India (IRDAI), Financial Sector Legislative Reforms Commission, Government of India (FSLRC), Competition Commission of India (CCI), High Powered Committee of Government of India to advice on restructuring of UTI, the Maharashtra Board for Restructuring of State Enterprises, Government of Maharashtra and Investor Education & Protection Fund Committee (IEPF), Government of India.

He has also served as a Director on the Board of important institutions such as Life Insurance Corporation of India (LIC), Unit Trust of India (UTI), Small Industries Development Bank of India (SIDBI), National Stock Exchange of India (NSE), National Securities Clearing Corporation Limited (NSCCL), Clearing Corporation of India Limited (CCIL).

He is a trusted advisor to diverse International and Indian institutions on structuring, taxation, law and regulations.

He holds Directorship in the following Companies:

Sl. No.	Name of the Company	Designation
1.	Everest Industries Limited	Independent Director
2.	DAM Capital Advisors Limited	Independent Director
3.	Chitale Advisory Services Private Limited	Director

He holds Chairmanship/Memberships of Committees in the following Companies:

Sl. No.	Name of the Company	Name of the Committee	Position
1.	Everest Industries Limited	Audit Committee	Chairman
		Risk Management Committee	Member
2.	DAM Capital Advisors Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member

He has not resigned from any listed entity during the past three years.

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

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

The Company has received from Mr. Rajendra Chitale:

- (i) Consent to act as a Director in Form DIR-2 in terms of Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013.
- (iii) A declaration to the effect that he meets the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- (iv) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

He is registered on data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The sitting fees for attending the Board Meetings and the commission as approved by the Shareholders, within the overall ceiling of 1% of the net profits of the Company, are paid to the Directors (other than the Managing Director and Whole-time Director) of the Company.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Mr. Rajendra Chitale to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

Copy of the draft letter for appointment of Mr. Rajendra Chitale as an Independent Director is open for inspection by the Shareholders in electronic mode.

Keeping in view the requisite skills, knowledge and experience of Mr. Rajendra Chitale on structuring, taxation, law and regulations, the Board of Directors considered that his appointment as an Independent Director would be beneficial to the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Rajendra Chitale is

proposed to be appointed as an Independent Director for a period of 3 years w.e.f. February 9, 2026.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on “General Meetings”, issued by the Council of the Institute of Company Secretaries of India.

None of the Directors or KMPs of the Company or their relatives except Mr. Rajendra Chitale himself and his relatives to the extent of their shareholding in the Company, if any, is concerned or interested (financial or otherwise) in the resolution.

The Board of Directors recommends the Special Resolution set out at item no. 2 for your consideration and approval.

Item No. 3

Based upon the recommendation of Nomination and Remuneration Committee, after taking into consideration the balance of skills, knowledge and experience available on the Board, the Board of Directors of the Company through Circular Resolution on December 1, 2025 has recommended the appointment of Mr. Tapan Mitra (DIN: 08445248) as an Independent Director, to hold office for a term of 3 years w.e.f. February 9, 2026 to February 8, 2029 (both days inclusive), to the Shareholders for their approval by way of a Special Resolution in terms of the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Mr. Tapan Mitra (aged 71 years) has 40 years of experience in all areas of Human Resources - both operational and corporate. His HR career spans roles in several manufacturing companies like JK Papers where he started as a Management Trainee; Voltas Ltd where he was a Plant HR Head; Ballarpur Industries Ltd (BILT) where he was the overall Corporate HR Leader as Vice President HR and in Apollo Tyres Ltd as Chief Human Resources where he led the establishment of robust HR systems and processes. He retired in 2015.

He has exposure to multiple leadership development programmes at IMD Lausanne, IIMs, XLRI, INSEAD added to his in-depth functional knowledge.

He graduated from Delhi University and subsequently did his MA in Sociology from Delhi School of Economics.

He holds Directorship in the following Companies:

Sl. No.	Name of the Company	Designation
1.	PTL Enterprises Limited	Independent Director
2.	Classic Industries and Exports Limited	Independent Director

He holds Chairmanship/Memberships of Committees in the following Companies:

Sl. No.	Name of the Company	Name of the Committee	Position
1.	PTL Enterprises Ltd	Nomination & Remuneration Committee	Chairman
		Audit Committee	Member
		Risk Management Committee	Member
2.	Classic Industries and Exports Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member

He has not resigned from any listed entity during the past three years.

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

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

The Company has received from Mr. Tapan Mitra:

- (i) Consent to act as a Director in Form DIR-2 in terms of Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013.
- (iii) A declaration to the effect that he meets the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- (iv) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

He is registered on data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The sitting fees for attending the Board Meetings and the commission as approved by the Shareholders, within the overall ceiling of 1% of the net profits of the Company, are paid to the Directors (other than the Managing Director and Whole-time Director) of the Company.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Mr. Tapan Mitra to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

Copy of the draft letter for appointment of Mr. Tapan Mitra as an Independent Director is open for inspection by the Shareholders in electronic mode.

Keeping in view the skills, knowledge and experience of Mr. Tapan Mitra as a Human Resource leader across several industries, the Board of Directors considered that his appointment as an Independent Director would be beneficial to the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Tapan Mitra is proposed to be appointed as an Independent Director for a period of 3 years w.e.f. February 9, 2026.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Council of the Institute of Company Secretaries of India.

None of the Directors or KMPs of the Company or their relatives except Mr. Tapan Mitra himself and his relatives to the extent of their shareholding in the Company, if any, is concerned or interested (financial or otherwise) in the resolution.

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

By Order of the Board
For Apollo Tyres Ltd

SEEMA THAPAR
Company Secretary
FCS No.:6690

Place: Gurugram
Date : December 1, 2025



Corporate Office : Apollo Tyres Ltd, 7, Institutional Area, Sector-32, Gurugram- 122001, India, Tel +91 124 2383002