
ONKAR S. KANWAR

**3/3, Shanti Niketan,
New Delhi – 110021**

Dated: 24.04.2020

The Secretary Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	The Secretary National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051
Company Secretary Apollo Tyres Limited Apollo House, 7, Institutional Area, Sector 32, Gurgaon - 122001 Corporate office	Company Secretary, Apollo Tyres Ltd., 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam- 682036, Registered office

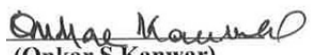
Sub: Disclosure by Promoter of Apollo Tyres Ltd. under regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Ma'am,

Please find enclosed herewith the disclosure in the prescribed format under the aforesaid regulations.

Kindly take the same on your record.

Thanking you
Sincerely yours,


(Onkar S Kanwar)

Encl: a/a

<u>Disclosure by the Promoter (s) to the Stock Exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>															
Name of the Target Company (TC)						Apollo Tyres Ltd.									
Names of the Stock Exchanges where the shares of the target company are listed						BSE Limited and National Stock Exchange of India Limited									
Date of reporting						24.04.2020									
Name of the Promoter or PAC on whose shares encumbrance has been created/ invoked / released						1. Neeraj Consultants Private Limited, 2. Motlay Finance Private Limited 3. Apollo Finance Limited, 4. Sunrays Properties & Investment Co. Private Limited 5. Indus Valley Investment and Finance Private Limited 6. Kenstar Investment & Finance Private Limited, 7. Sacred Heart Investment Company Private Limited, 8. Ganga Kaveri Credit & Holdings Private Limited 9. Global Capital Limited, 10. PTL Enterprises Limited, 11.Classic Industries and Exports Limited (formerly Classic Auto tubes Limited), 12. Onkar S Kanwar, 13. Taru Kanwar, 14. Simran Kanwar, and 15. Neeraj Kanwar									
Details of the creation of encumbrance :															
Name of the Promoter(s) or PACs with him		Promoter holding in the target company (1)		Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation[(2)+(3)]/release[(2)-(3)]/invocation[(2)-(3)]}			
	Number	% of total share capital ^^	Number	% of total share capital ^^	Type of event (creation/ release/ invocation)	Date of creation/release/invocation of encumbrance	Type of encumbrance (pledge/ lien/non disposal undertaking/ other)	Reason for encumbrance**	Number	% of share capital ^^^	Name of entity in whose favor shares encumbered ***	Number	% of total share capital ^^	Number	% of total share capital ^^^
Apollo International Limited	9,84,485	0.17%	9,84,485	0.17%	-	-	-	-	-	-	-	9,84,485	0.17%	-	-
Amit Dyechem Private Limited	15,60,595	0.27%	15,60,595	0.27%	-	-	-	-	-	-	-	15,60,595	0.27%	-	-
Indus Valley Investment And Finance Private Limited	50,76,040	0.89%	-	-	Creation	April 22, 2020	Covenant in the nature of non-disposal undertaking and other encumbrance on the equity shares of Apollo Tyres	Investment agreement entered into by and amongst Apollo Tyres Ltd., Emerald Sage Investment Ltd, and certain	The non-disposal undertaking relates to 30% of the fully diluted share capital, which as on date works out to 18,10,72,639 equity shares on an aggregate basis ##	30% of the fully diluted share capital on an aggregate basis ##	Emerald Sage Investment Ltd	-	-	18,10,72,639 equity shares on an aggregate basis ##	30% of the fully diluted share capital on an aggregate basis ##
Neeraj Consultants Private Limited#	7,38,27,161	12.91%	56,60,000	0.99%								56,60,000	0.99%		
Kenstar Investment & Finance Private Limited	18,42,280	0.32%	-	-								-	-		
Sacred Heart Investment Co. Private Limited	2,44,35,180	4.27%	-	-								-	-		
Motlay Finance Private Limited#	1,69,42,817	2.96%	1,19,25,000	2.08%								1,19,25,000	2.08%		
Apollo Finance Limited	3,97,78,872	6.95%	42,00,000	0.73%								42,00,000	0.73%		
Ganga Kaveri Credit & Holdings		1.3		-											

Private Limited	76,88,380	4%	-				Ltd.	specifie							
Sunrays Properties & Investment Co. Private Limited#	3,63,01,198	6.35%	1,37,44,000	2.40%			pursuant to the investm ent agreeme nt entered into by and amongst Apollo Tyres Ltd., Emerald Sage Investm ent Ltd, and certain specifie d persons belongi ng to the promote r and promote r group of Apollo Tyres Ltd. (List attached herewit h as Annexu re-A)##	d persons belongi ng to the promote r and promote r group of Apollo Tyres Ltd. (List attached herewit h as Annexu re-A)##				1,37,44,000	2.40%		
Global Capital Limited#	36,26,158	0.63%	-	-								-	-		
PTL Enterprises Ltd.	34,35,000	0.60%	-									-	-		
Classic Industries and Exports Limited (formerly Classic Auto tubes Limited)	1,55,23,505	2.71%	-	-								-	-		
Onkar S Kanwar	1,00,000	0.02%	-	-								-	-		
Taru Kanwar	12,250	0.00%	-	-								-	-		
Simran Kanwar	18,500	0.00%	-	-								-	-		
Neeraj Kanwar	6,71,380	0.12%	-	-								-	-		
Raaja R S Kanwar	1,80,880	0.03%	-	-	-	-	-	-	-	-	-	-	-	-	-
Shalini Kanwar Chand	19,77,000	0.35%	-	-	-	-	-	-	-	-	-	-	-	-	-

Signature of Authorised Signatory

Place: New Delhi
Date: 24.04.2020
Notes:


(Onkar S Kanwar)


^^ On the total equity share capital.
^^^ On a fully diluted basis

#National Company Law Tribunal, Delhi (NCLT) order dated 17.02.2020 has approved the merger of Neeraj Consultants Private Limited, Motlay Finance Private Limited, Global Capital Limited with Sunrays Properties & Investment Co. Private Limited. However due to the pandemic caused by COVID-19 prevailing in the country, requiring social distancing and nationwide lockdown, all the offices of the respective depositary has been closed till date. In view of the current extraordinary circumstances, the Company is not able to transfer the shares in the name of the transferee company i.e. Sunrays Properties & Investment Co. Private Limited. Hence the shares of the target company i.e Apollo Tyres Ltd. is still in the name of the respective transferor companies.

In terms of the Investment Agreement executed on 27.02.2020 by and amongst Apollo Tyres Ltd., Emerald Sage Investment Ltd, and certain specified persons belonging to the promoter and promoter group of Apollo Tyres Ltd. as set out in the list attached as Annexure A (collectively referred to as "Promoter Group"), the Promoter Group has agreed, subject to certain permitted transfers, (i) to continue to collectively own 30% of the fully diluted share capital of Apollo Tyres Ltd., which based on the current fully diluted share capital of 60,35,75,463 equity shares comprises of 18,10,72,639 equity shares; and (ii) to not transfer more than 1% of the share capital of Apollo Tyres Ltd. on a fully diluted basis, cumulatively, in one financial year. Emerald Sage Investment Ltd is not entitled, under any circumstances, to the shares/ exercise any voting rights over the shares that are subject to the encumbrance as set out herein.

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

*** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.