OSIATIC CONSULTANTS AND INVESTMENTS PVT. LTD.

Registered Office : 414/1, 4th Floor, DDA Commercial Complex, Distt. Center, Janakpuri, New Delhi-110058

CIN: U74140DL1999PTC101345

To,

Date: 05.08.2020

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai- 400001 E-mail: corp.relations@bseindia. com	**National Stock Exchange of India Ltd.** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051

Sub: Disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Re: Acquisition of Equity Shares of Apollo Tyres Ltd pursuant to Scheme of Amalgamation of Indus Valley Investments and Finance Private Limited ("Indus") into Osiatic Consultants and Investments Private Limited ("Osiatic"), under section 230 to 232 and other relevant provisions of the Companies Act, 2013 ("Scheme"), by Osiatic.

Dear Ma'am/ Sir,

This is to inform you that pursuant to the terms of the Scheme, 50,76,040 equity shares of Rs.1/- each of Apollo Tyres Ltd held by Indus vest in us, Osiatic (as transferee company under the said Scheme), with effect from August 4, 2020, being the date of allotment of shares of Osiatic in terms of the Scheme, to the shareholders of each transferor company viz. Indus.

Please find enclosed disclosure in terms of Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, in relation to the acquisition of shares of Apollo Tyres Ltd. by us in terms of the Scheme.

We request you to kindly take the same on your records.

Thank you

Yours faithfully

For Osiatic Consultants & Investment Pvt Ltd

~~Director~~

PRADEEP KUMAR
Director (DIN 00062458)
B-39, Vikalp Appts., 92, IP
Extn., P.P. Ganj, Delhi-110092

Encl: a/a

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)		Apollo Tyres Limited			
2.	Name of the acquirer(s)		Osiatic Consultants and Investments Private Limited			
3.	Name of the stock exchange where shares of the TC are listed		BSE Ltd. and National Stock Exchange of India Limited			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.		Please refer to Annexure 1			
5.	Relevant regulation under which the acquirer is exempted from making open offer.		Regulation10(1)(d)(iii) of SAST Regs			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.		Not Applicable			
7.	Details of acquisition		Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a.	Name of the transferor / seller	Not Applicable		Not Applicable	
	b.	Date of acquisition	Not Applicable		Not Applicable	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable		Not Applicable	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable		Not Applicable	
	e.	Price at which shares are proposed to be acquired / actually acquired	Not Applicable		Not Applicable	
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee(*) [Osiatic Consultants and Investments	33965840	5.94%	39041880	6.83%

		Private Limited]				
	b	Each Seller / Transferor				
		Indus Valley Investment & Finance Private Limited	5076040	0.89%	Nil	Nil

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers

For Osiatic Consultants & Investment Pvt. Ltd.

Director

PRADEEP KUMAR
Director (DIN 00062458)
B-39, Vikalp Appts., 92, IP
Extn., P.P. Ganj, Delhi-110092

Annexure 1

The National Company Law Tribunal at New Delhi ("**NCLT**") has approved a scheme of amalgamation of Indus Valley Investment & Finance Private Limited ("**Indus**") into Osiatic Consultants and Investments Private Limited ("**Osiatic**") ("**Scheme**"), under section 230 to 232 and other relevant provisions of the Companies Act, 2013 and rules framed thereunder. The Scheme has been approved vide order of the NCLT dated 18th February 2020 and certified copy of the order was received on 23 June 2020. The transferor company (viz. Indus) and the transferee company (viz, Osiatic) who are party to the Scheme are part of the promoter group of Apollo Tyres Ltd. ("**ATL**")

The Scheme would, inter-alia, benefit shareholders and other stakeholders of the respective companies in the group by consolidating and simplifying the group structure, business operations, provide optimal utilization of various resources and eliminating cross holdings within the group.

In consideration for the amalgamation, all the shareholders of Indus ("**transferor company**") have been allotted shares of the transferee company viz. Osiatic on August 4, 2020 in terms of the share exchange ratio set out in the Scheme.

Mr. Onkar. S. Kanwar is the ultimate beneficial owner and indirectly holds the entire voting share capital of transferor company (i.e. Indus) and the transferee company (i.e. Osiatic). Mr. Onkar. S. Kanwar has filed the BEN 1 form with Indus and Osiatic in accordance with the provisions of Companies Act, 2013 declaring himself as Significant Beneficial Owner (SBO) in respect of each of them.

Pursuant to the terms of the Scheme, the shares of Apollo Tyres Limited held by Indus vest in the transferee company viz. Osiatic, with effect from August 4, 2020, being the date of allotment of shares of Osiatic in terms of the Scheme, to the shareholders of Indus i.e. transferor company under the Scheme.

The said Scheme does not directly involve the target company (i.e. Apollo Tyres Limited) as a transferor company or as a transferee company, and (A) there is no component of cash or cash equivalents in the consideration paid under the Scheme; and (B) after implementation of the Scheme, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity (i.e. Osiatic) are the same as the persons who held the entire voting rights before the implementation of the Scheme. Setting out below a tabulation demonstrating the same.

Pre and Post Scheme Voting Shareholding Pattern of Osiatic

SNO	Name of Shareholder	Pre implementation of the Scheme		Post implementation of the Scheme	
		No. of voting shares held	% w.r.t total voting share capital of Osiatic	No. of voting shares held	% w.r.t total voting share capital of Osiatic
1	Sunrays Properties and Investments Company Private Limited	413031	97.23	437021	95.92
2	Indus Valley Investment & Finance Private Limited	9269	2.18	-	-
3	Apollo Finance Limited.	2490	0.59	18589	4.08
	Total	**424790**	**100**	**455610**	**100.00**

Osiatic Consultants & Investment Pvt. Ltd.

Mr. Onkar. S. Kanwar is the ultimate beneficial owner and indirectly holds the entire voting share capital in the transferee company viz. Osiatic pre and post Scheme.

In addition to the above, the transfer by way of vesting of shares of Apollo Tyres Limited held by Indus (the transferor company) in favour of the transferee company viz. Osiatic pursuant to the Scheme also fulfills the criteria of exemption under Reg 10(1)(a)(iii) of SAST Regs as Indus as well as the transferee company, viz, Osiatic are both direct or indirect subsidiaries of Sunrays Properties and Investments Company Private Limited, which is one of the Promoters of Apollo Tyres Limited.