APOLLO TYRES LTD
7 Institutional Area
Sector 32
Gurugram 122001, India

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apollotyres.com

GST No.: 06AAACA6990Q1Z2

September 7, 2026

The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	The Secretary, National Stock Exchange of India Ltd, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051

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 August 13, 2026 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 Digitally signed by SEEMA THAPAR Date: 2026.09.07 10:37:11 +05'30'

(Seema Thapar)
Company Secretary & Compliance Officer

APOLLO TYRES LTD
Registered Office: 3rd Floor, Areekal Mansion,
Panampilly Nagar, Kochi- 682036 (Kerala)
(CIN-L25111KL1972PLC002449)
Tel: +91 484 4012046 Fax: +91 484 4012048
Email: investors@apollotyres.com
Web: apollotyres.com

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 Resolution appended below is proposed to the Shareholders of Apollo Tyres Ltd **("the Company")** to be passed as Ordinary Resolution 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 proposal as contained in the Resolution given hereinafter. The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

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

SPECIAL BUSINESS

APPOINTMENT OF MR. RAJEEV KUMAR SINHA (DIN: 02625404) AS A WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Directors, Mr. Rajeev Kumar Sinha (DIN: 02625404) who was appointed as an Additional Director of the Company with effect from August 13, 2026 and who holds office up to the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing the candidature for the office of the Director be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 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 V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Directors, Mr. Rajeev Kumar Sinha (DIN: 02625404) be and is hereby appointed as Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years with effect from August 13, 2026 to August 12, 2031 (both days inclusive), with such designation as the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) may decide from time to time, on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the notice with liberty and power to the Board, to grant increments and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Rajeev Kumar Sinha will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said schedule.

RESOLVED FURTHER THAT the Board of Directors of the Company, severally and jointly, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit."

By Order of the Board
For Apollo Tyres Ltd

Place: Gurugram
Date: August 13, 2026

SEEMA THAPAR
Company Secretary & Compliance Officer
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 Resolution, is 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, August 28, 2026, **("Cut-off Date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants **("DPs")** 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/ DPs) shall be entitled to vote in relation to the Resolution 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 **("the Act")** read with the Rules as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("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 Tuesday, September 8, 2026 at 10:00 AM (IST) and ends on Wednesday, October 7, 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), Friday, October 9, 2026. 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 NSDL i.e. https://www.evoting.nsdl.com.

8. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Wednesday, October 7, 2026, the last date specified for e-Voting. Further, Resolution 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), 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 DPs.

    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. HO/38/13/(4)2026-MIRSD POD/I/4298/2026 dated February 6, 2026.

12. Dispute Resolution: In pursuance of SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 and Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, the facility of online dispute resolution mechanism is available through the SMART ODR Portal for the shareholders to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/ RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal (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 Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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	1. 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. 2. 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. 3. 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. 4. 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. 5. Shareholders can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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. 3. 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: Shareholders 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) **<u>Login Method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.</u>**

<u>How to Log-in to NSDL e-Voting website?</u>

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:

   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. 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”.

(ii) 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:

   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.

   b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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.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 Resolution 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 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 Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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

Based upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 13, 2026 had appointed Mr. Rajeev Kumar Sinha (DIN: 02625404), Chief Manufacturing & Sustainability Officer as a Whole-time Director (categorized as an Additional Director) of the Company designated as "Whole-time Director & Chief Manufacturing & Sustainability Officer", for a period of 5 (five) years w.e.f. August 13, 2026 to August 12, 2031 (both days inclusive), subject to approval of the Shareholders of the Company.

Mr. Rajeev Kumar Sinha (aged about 57 years) joined the Company on April 3, 2025, as the Chief Manufacturing Officer and is presently designated as Chief Manufacturing & Sustainability Officer. In his current role, he leads the global manufacturing and sustainability team, driving the global manufacturing and sustainability agenda, including strategy and planning, performance optimization, plant management, Integrated Manufacturing Services, corporate Industrial Engineering and deployment of Advanced Manufacturing Systems, including AI/ML solutions.

Mr. Rajeev Kumar Sinha is a senior business leader with more than 36 years of experience including leading large, geographically dispersed and functionally diverse teams, across multiple geographies/ cultures/ industries, having worked with organizations like Cipla, Glenmark, PepsiCo, Cadbury, amongst others.

In Cipla, he was in the role of the Global Chief Manufacturing Operations, responsible to provide Global Manufacturing Operations Strategic Framework and support the Development/ Execution of Enterprise Strategy, responsible for the Manufacturing Capital, Natural Capital custodian of the Global Manufacturing Operations Resources, Talent & Capabilities.

Prior to Cipla, he had worked in the capacity of Executive Vice President & Global Head – Formulations Operations and Executive Vice President & Global Head – Manufacturing Formulations at Glenmark and Senior Director – SC Operations – Productivity & Performance, Director Operations – Productivity & Sustainability and Director Operations – North Market Unit for Pepsi. He has done his Mechanical Engineering from IIT Kanpur.

The terms and conditions of appointment are detailed below:

1. Salary: ₹ 31.25 lakhs per month (approx.) with suitable annual increases at such rate as may be determined by the Board of Directors of the Company (which expression shall include a Committee thereof) from time to time, commensurate with average percentile increase in the remuneration of employees at one level below the Board of Directors.

2. Perquisites, Allowances & Other Benefits: Mr. Rajeev Kumar Sinha shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, reimbursement of expenses or allowances for furnishings, repairs & driver salary, medical reimbursement, medical/ accident insurance, leave travel concession, club fee and such other perquisites, allowances and other benefits including retirals (Contribution to provident fund, superannuation fund or annuity fund and Gratuity) as may be allowed under the Company's policies/ schemes and restricted to an amount not exceeding 100% of annual salary.

3. Performance Linked Bonus/ Commission: An amount of ₹ 18.76 lakhs per month or such other amount as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee subject to ceiling of 1.5 % of the Net Profit of the Company as per Section 198 of the Companies Act, 2013 **("the Act")** on overall annual remuneration (including Salary, Perquisites, Allowances & Other Benefits) payable to Mr. Rajeev Kumar Sinha as per Company's policy.

4. Amenities:

   i) Communication facilities: The Company shall provide appropriate telephone, including cellular phone, telefax, internet and other communication facilities to Mr. Rajeev Kumar Sinha at his residence for discharging his functions effectively.

   ii) The Company shall provide office space required by Mr. Rajeev Kumar Sinha either at his residence or any other convenient place for discharging his official duties along with the required office support facilities.

   iii) Mr. Rajeev Kumar Sinha shall be entitled to official travel for himself and his spouse, if considered expedient to accompany him in the Company's interests, during domestic and/ or overseas business trips as per Company's policy.

5. Other benefits:

    i) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites. Gratuity payable shall be in accordance with the rules of the Company.

    ii) Encashment of leave at the end of the tenure, in accordance with the rules of the Company, if any, will not be included in the computation of the ceiling on perquisites.

    iii) Provision of car(s) for use on Company's business.

    iv) Housing, education and medical loan and other loans facilities as applicable in accordance with the rules of the Company.

    v) Payment/ reimbursement of membership fee & expenses of credit card(s) as may be required for incurring official expenses while discharging his duties.

6. Mr. Rajeev Kumar Sinha shall also be entitled to reimbursement of entertainment expenses incurred in the course of business of the Company.

7. The above remuneration payable to Mr. Rajeev Kumar Sinha is subject to the condition that the total remuneration shall be within the permissible limits under with Section 197 of the Act, or any amendment thereto or any other provisions as may be applicable.

8. Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay salary, perquisites and allowances as the minimum remuneration in accordance with Section II of Part II of Schedule V of the Act, to Mr. Rajeev Kumar Sinha, subject to other compliances of Schedule V of the Act.

Mr. Rajeev Kumar Sinha has drawn a remuneration of ₹ 7.94 crores for FY26 as Chief Manufacturing Officer of the Company and the terms and conditions of appointment along with details of remuneration sought to be paid are mentioned above in the explanatory statement.

He does not hold Directorship/ Committee Membership in any other Company and has not resigned from any listed Company in the past 3 (three) years.

He is not holding any shares 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. Rajeev Kumar Sinha:

(i) Consent to act as a Director in Form DIR-2 in terms of Section 152(5) of the Act 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 Act.

(iii) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Shareholder proposing the candidature of Mr. Rajeev Kumar Sinha to be appointed as a Whole-time Director as per the provisions of the Act.

The copies of the resolutions passed at the Nomination and Remuneration Committee meeting and the Board of Directors meeting held on August 12, 2026 and August 13, 2026 respectively, are open for inspection by the Shareholders in electronic mode.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings ("SS-2"), 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. Rajeev Kumar Sinha 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 Ordinary Resolution as set out in this Postal Ballot Notice for your consideration and approval.

By Order of the Board
For Apollo Tyres Ltd

Place: Gurugram
Date: August 13, 2026

SEEMA THAPAR
Company Secretary & Compliance Officer
FCS No. 6690