

**APOLLO TYRES LTD**  
7 Institutional Area  
Sector 32  
Gurgaon 122001, India

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apolloyres.com

GST No.: 06AAACA6990Q1Z2



ONLINE FILING

ATL/SEC/21

May 30, 2019

1. The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	2. The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.
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Dear Sir,

**Sub : Submission of Annual Secretarial Compliance Report for year ended March 31, 2019**

Please refer to our earlier letter dated May 20, 2019 on the above subject, enclosing therewith an Annual Secretarial Compliance Report for the year ended March 31, 2019.

Kindly note that page no. 2 of the Report was inadvertently omitted and was not attached with the aforesaid letter due to oversight.

We are again enclosing herewith the complete Annual Secretarial Compliance Report for the year ended March 31, 2019.

Inconvenience caused is regretted.

Kindly take the same on your records.

Thanking you,

**Yours faithfully,**  
**For APOLLO TYRES LTD.**

(SEEMA THAPAR)  
Company Secretary & Compliance Officer

Encl : as above

**SECRETARIAL COMPLIANCE REPORT OF APOLLO TYRES LIMITED FOR THE  
YEAR ENDED MARCH 31, 2019**

We PI & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Apollo Tyres Limited (“the listed entity/ Company”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2019 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(not applicable to the Company during the period under review)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable to the Company during the period under review)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the Company during the period under review)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(not applicable to the Company during the period under review)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

**CORPORATE OFFICE**

D - 28, South Extn. Part - I, New Delhi - 110049 India | T: +91 11 40622200 | F: +91 11 40622201 | E: [info@piassociates.co.in](mailto:info@piassociates.co.in)

**LOCATIONS**

Hyderabad | Trivandrum | Vadodara

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and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	SEBI	The Adjudicating Officer of SEBI has passed an order on November 22, 2018 for violation of the provisions of Regulations 4(1), 5A and 19(7) of the Buy-Back Regulations, 1998 pertaining to the buy-back scheme launched in the year 2003.	SEBI imposed penalty of Rs.65,00,000/- (Rupees Sixty Five Lakh Only) on the Company under Section 15-HB of the SEBI Act, 1992.	The Company has deposited Rs. 65,00,000/- (Rupees Sixty Five Lakh Only) under protest with SEBI. However, The Company has also filed an appeal before the Securities Appellate Tribunal (SAT) on January 07, 2019 against the said order which is pending for disposal.

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
<i>Not Applicable</i>				

For PI & Associates,  
Company Secretaries

  
Ankit Singh  
Partner

ACS/ FCS No.: A20642  
C P No.: 16274



Place: New Delhi  
Date: May 6, 2019

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