

ON LINE FILING

ATL/SEC/21

July 4, 2016



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 Sirs,

**Sub : Compliance under Regulation 27(2) of the SEBI (Listing Obligations
and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith the Quarterly Report on Corporate Governance for the Quarter ended 30th June, 2016.

Hope you will find the above in order.

Thanking you,

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

A handwritten signature in blue ink, appearing to read 'Seema Thapar', is written over a light blue circular stamp.

**(SEEMA THAPAR)
COMPANY SECRETARY**

Encl : as above

Quarterly Compliance Report On Corporate Governance

Name of Listed Entity
Apollo Tyres Ltd
Quarter Ending
30.06.2016

I. Composition of Board of Directors									
Sl.No	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominees)	Date of Appointment in the current term / cessation	Tenure	Number of Directorship in Listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
1	Mr. Onkar S. Kanwar	PAN: AAIPK9639F DIN: 58921	Chairperson- Executive Director	01.02.2013 to 31.01.2018	NA	2	3	1	
2	Mr. Neeraj Kanwar	PAN: AAGPK9372F DIN: 58951	Executive Director	28.05.2014 to 27.05.2019	NA	2	4	0	
3	Mr. Nimesh N Kampani	PAN: AAHPK2701P DIN: 9071	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	6	0	
4	Mr. Akshay Chudasama	PAN: AAAPCS207F DIN: 10630	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	3	2	1	
5	Mr. A.K. Punwar	PAN: ADXP9785F DIN: 26383	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	6	6	3	
6	Mr. P.H Kurian	PAN: AEMPP5037L DIN: 27596	Non Executive-Nominee Director	06.08.2014	NA	4	0	0	
7	Mr. Vikram S Mehta	PAN: AAEPM8138R DIN: 41197	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	1	0	
8	Mr. Sunam Sarkar	PAN: AAAPSO871R DIN: 58859	Non Executive-Non Independent Director	11.08.2015	NA	1	1	0	
9	Mr. S. Narayan	PAN: ABUPNS095R DIN: 94081	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	5	2	
10	Mr. Robert Steinmetz	PAN: Foreign National DIN: 178792	Non Executive-Non Independent Director	09.02.2016	NA	1	1	0	
11	Mrs. Pallavi S. Shroff	PAN: AQPPS7388Q DIN: 13580	Non Executive-Independent Director	15.05.2014 to 14.05.2019	5 Years	5	3	0	
12	Mr. Gen. Bikram Singh (Retd.)	PAN: AIDPS7498H DIN: 7259060	Non Executive-Independent Director	11.08.2015 to 10.08.2020	5 Years	1	0	0	
13	Mr. Francesco Gori	PAN: Foreign National DIN: 7413105	Non Executive-Non Independent Director	09.02.2016	NA	1	0	0	
14	Mr. Vinod Rai	PAN: AAAPR0522N DIN: 1119922	Non Executive-Independent Director	09.02.2016 to 08.02.2021	5 Years	3	4	1	



II. Composition of Committees			
Sl.No	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent./ Nominee)
1	Audit Committee	Dr. S Narayan	Chairperson (Non Executive- Independent Director)
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)
		Mr Robert Stelnetz	Member (Non Executive- Non Independent Director)
2	Nomination & Remuneration Committee	Dr. S Narayan	Chairperson (Non Executive- Independent Director)
		Mr. Onkar S. Kanwar	Member (Chairperson & Executive Director)
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)
		Mr Nimesh N Kampanl	Member(Non Executive- Independent Director)
3	Stakeholders Relationship Committee	Dr. S Narayan	Chairperson (Non Executive- Independent Director)
		Mr. Onkar S. Kanwar	Member (Chairperson & Executive Director)
		Mr Neeraj Kanwar	Member (Executive Director)
		Mr. Sunam Sarkar	Member(Non Executive-Non Independent Director)
		Ms. Pallavi Shroff	Member(Non Executive- Independent Director)
4	Corporate Social Responsibility Committee	Mr. Onkar S. Kanwar	Chairperson (Chairperson & Executive Director)
		Dr. S Narayan	Member(Non Executive- Independent Director)
		Mr. Sunam Sarkar	Member (Non Executive- Non Independent Director)
		Gen.Bikram Singh (Retd)	Member(Non Executive- Independent Director)
5	Risk Management Committee		NA

III. Meeting of Board of Directors			
Sl.No	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1	09.02.2016	11.05.2016	55 days
2	16.03.2016		

IV. Meeting Committees				
Sl.No	Audit Committee			
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	10.05.2016	Yes	08.02.2016	91 days
Nomination & Remuneration committee				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	11.05.2016	Yes	08.02.2016	NA
Stakeholder Relationship Committee				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	11.05.2016	Yes	25.02.2016	NA
Corporate Social Responsibility Committee				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	11.05.2016	Yes	17.03.2016	NA



V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk Management Committee - NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice or Board of Directors may be mentioned here: NA



Yours Faithfully
For Apollo Tyres Ltd

Seema Thapar

Seema Thapar
Company Secretary