

**ON LINE FILING**

ATL/SEC/21

October 6, 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 30<sup>th</sup> September, 2016.

Hope you will find the above in order.

Thanking you,

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

A handwritten signature in black ink, appearing to read "Seema Thapar".

**(SEEMA THAPAR)**  
**COMPANY SECRETARY**

Encl : as above

**Quarterly Compliance Report On Corporate Governance**

Name of Listed Entity  
Apollo Tyres Ltd  
Quarter Ending  
30.09.2016

I. Composition of Board Of Directors									
Sl.No	Title	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	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: AAIK9639F 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: AAAPC5207F DIN: 10650	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	4	2	1
5	Mr.	A.K. Purwar	PAN: ADXPP9783F 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: ABUPN5095R 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 Steinmetz 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)
3	Stakeholders Relationship Committee	Mr. Nimesh N Kampani Member(Non Executive- Independent Director)
		Dr. S Narayan Chairperson (Non Executive- Independent Director)
		Mr. Onkar S. Kanwar Member (Chairperson & Executive Director)
4	Corporate Social Responsibility Committee	Mr Neeraj Kanwar Member (Executive Director)
		Mr. Sunam Sarkar Member(Non Executive-Non Independent Director)
		Ms. Pallavi Shroff Member(Non Executive- Independent Director)
		Mr. Onkar S. Kanwar Chairperson (Chairperson & Executive Director)
5	Risk Management Committee	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)
		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	11.05.2016	09.08.2016	89 Days
IV. Meeting Committees			
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
1	08.08.2016	Yes	10.05.2016
	Maximum gap between any two consecutive meetings in number of days		89 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
1	N.A.	N.A.	11.05.2016
	Maximum gap between any two consecutive meetings in number of days		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
1	N.A.	N.A.	11.05.2016
	Maximum gap between any two consecutive meetings in number of days		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
1	N.A.	N.A.	11.05.2016
	Maximum gap between any two consecutive meetings in number of days		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



VII. Affirmations

Broad Heading	Regulation No.	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Yours Faithfully

For Apollo Tyres Ltd

*Seema Thapar*

Seema Thapar

Company Secretary

