

LINE FILING

ATL/SEC/21

April 4, 2017



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 March 31, 2017.

Hope you will find the above in order.

Thanking you,

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


(SEEMA THAPAR)
COMPANY SECRETARY

Encl : as above

Quarterly Compliance Report On Corporate Governance

Apollo Tyres Ltd
31.03.2017

Name of Listed Entity
Quarter Ending

I. Composition of Board Of Directors									
Sl.No	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: AAJPK9639F 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	7	0	
4	Mr. Akshay Chudasama	PAN: AAAPC5207F DIN: 10630	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	5	2	
6	Mr. Vikram S Mehta	PAN: AAPEM8138R DIN: 41197	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	6	1	0	
7	Mr. Sunam Sarkar	PAN: AAAPS0871R DIN: 58859	Non Executive-Non Independent Director	11.08.2015	NA	1	1	0	
8	Mr. S. Narayan	PAN: ABUPN5095R DIN: 94081	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	5	2	
9	Mr. Robert Steinmetz	PAN: Foreign National DIN: 178792	Non Executive-Non Independent Director	09.02.2016	NA	1	1	0	
10	Mrs. Pallavi S. Shroff	PAN: AOPPS7388Q DIN: 13580	Non Executive-Independent Director	15.05.2014 to 14.05.2019	5 Years	4	3	0	
11	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	
12	Mr. Francesco Gori	PAN: Foreign National DIN: 7413105	Non Executive-Non Independent Director	09.02.2016	NA	1	0	0	
13	Mr. Vinod Rai	PAN: AAAPR0522N DIN: 1119922	Non Executive-Independent Director	09.02.2016 to 08.02.2021	5 Years	3	4	1	
14	Mr. Paul Antony	PAN: ACDPA1609E DIN: 2239492	Non Executive-Nominee Director	18.11.2016	NA	1	1	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)
		Mr. Nimesh N Kampani	Member (Non Executive- 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 Kampani	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	09.11.2016	01.02.2017	83
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
1	31.01.2017	Yes	08.11.2016
	Maximum gap between any two consecutive meetings in number of days		83
	Nomination & Remuneration committee		
1	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
	01.02.2017	N.A.	NA
	Maximum gap between any two consecutive meetings in number of days		NA
	Stakeholder Relationship Committee		
1	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
	27.02.2017	N.A.	16.11.2016
	Maximum gap between any two consecutive meetings in number of days		NA
	Corporate Social Responsibility Committee		
1	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
	01.02.2017	N.A.	NA
	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	
6. Any comments/observations/advice of Board of Directors may be mentioned here. - NIL	

<p>Yours Faithfully For Apollo Tyres Ltd</p>  <p>Seema Thapar Company Secretary</p>
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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	yes		https://corporate.apollotyres.com/en-
2	Terms and conditions of appointment of independent directors	yes		https://corporate.apollotyres.com/en-
3	Composition of various committees of board of directors	yes		https://corporate.apollotyres.com/en-
4	Code of conduct of board of directors and senior management personnel	yes		https://corporate.apollotyres.com/en-
5	Details of establishment of vigil mechanism/ Whistle Blower policy	yes		https://corporate.apollotyres.com/en-
6	Criteria of making payments to non-executive directors	yes		https://corporate.apollotyres.com/en-
7	Policy on dealing with related party transactions	yes		https://corporate.apollotyres.com/en-
8	Policy for determining 'material' subsidiaries	yes		https://corporate.apollotyres.com/en-
9	Details of familiarization programmes imparted to independent directors	yes		https://corporate.apollotyres.com/en-
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	yes		https://corporate.apollotyres.com/en-
11	email address for grievance redressal and other relevant details	yes		https://corporate.apollotyres.com/en-
12	Financial results	yes		https://corporate.apollotyres.com/en-
13	Shareholding pattern	yes		https://corporate.apollotyres.com/en-
14	Details of agreements entered into with the media companies and/or their associates	yes		https://corporate.apollotyres.com/en-
15	New name and the old name of the listed entity	yes		https://corporate.apollotyres.com/en-
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	yes		NA

Add Notes



Annexure II

II. Annual Affirmations		Particulars	Regulation Number	Compliance	If status is "No" details of non-compliance may be given here.
Sr	Annual Affirmations	Particulars	Regulation Number	Compliance	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'		16(1)(b) & 25(6)	Yes	
2	Board composition		17(1)	Yes	
3	Meeting of Board of directors		17(2)	Yes	
4	Review of Compliance Reports		17(3)	Yes	
5	Plans for orderly succession for appointments		17(4)	Yes	
6	Code of Conduct		17(5)	Yes	
7	Fees/compensation		17(6)	Yes	
8	Minimum Information		17(7)	Yes	
9	Compliance Certificate		17(8)	Yes	
10	Risk Assessment & Management		17(9)	Yes	
11	Performance Evaluation of Independent Directors		17(10)	Yes	
12	Composition of Audit Committee		18(1)	Yes	
13	Meeting of Audit Committee		18(2)	Yes	
14	Composition of nomination & remuneration committee		19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee		20(1) & (2)	Yes	
16	Composition and role of risk management committee		21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism		22	Yes	
18	Policy for related party Transaction		23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions		23(2), (3)	Yes	
20	Approval for material related party transactions		23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary		24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity		24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure		25(1) & (2)	Yes	
24	Meeting of independent directors		25(3) & (4)	Yes	
25	Familiarization of independent directors		25(7)	Yes	
26	Memberships in Committees		26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel		26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors		26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management Any other information to be provided		26(2) & 26(5)	Yes	
					Add Notes



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	Add Notes

