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

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GST No.: 06AAACA6990Q1Z2

# apollo

# **ONLINE FILING**

# ATL/SEC/21

July 9, 2018

1.	The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), <b>Mumbai - 400 051</b>	2.	The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, <b>Mumbai – 400001</b> .
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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 June 30, 2018.

Hope you will find the above in order.

Thanking you,

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

Jeena tula. (SEEMA THAPAR)

(ŠĚEMA THAPAR) COMPANY SECRETARY

Encl : as above



## Quarterly Compliance Report On Corporate Governance

Name of Listed Entity Quarter Ending Apollo Tyres Ltd 30.06.2018

_			1		I. Composition of	Board Of Directo	10		
l.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: AAIPK9639F DIN: 58921	Chairperson- Executive Director	01.02.2018 to 31.01.2023	NA	3	3	2
2	Mr.	Neeraj Kanwar	PAN: AAGPK9372F DIN: 58951	Executive Director	28.05.2014 to 27.05.2019	NA	3	3	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	1
4	Mr.	Akshay Chudasama	PAN: AAAPC5207F DIN: 10630	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	5	0
5	Mr.	A.K. Purwar	PAN: ADXPP9783F DIN: 26383	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	6	6	4
6	Mr.	Vikram S Mehta	PAN: AAEPM8138R DIN: 41197	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	6	2	1
7	Mr.	Sunam Sarkar	PAN: AAAPS0871R DIN: 58859	Non Executive-Non Independent Director	11.08.2015	NA	1	1	1
8	Mr.	S. Narayan	PAN: ABUPN5095R DIN: 94081	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	7	5
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: AQPPS7388Q 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	2	3	1
14	Ms.	Anjali Bansal	PAN: AJMPB0292J DIN: 207746	Non Executive-Independent Director	01.11.2017	N.A.	5	1	0
15	Mrs.	Beena Mahadevan	PAN: AIEPM6151A DIN: 03483417	Non Executive-Nominee Director	30.01.2018	N.A.	3	0	0



ANNEXURE - I

		II. Composition of Co	ommittees		
		Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ Independent/Nominee)		
		Dr. S Narayan	Chairperson (Non Executive- Independent Director)		
1	Audit Committee	Mr. Akshay Chudasama	Member(Non Executive- Independent Director)		
-	Addit Committee	Mr. Robert Steinmetz	Member (Non Executive- Non Independent Director)		
		Mr. Nimesh N Kampani	Member(Non Executive- Independent Director)		
-		Dr. S Narayan	Chairperson (Non Executive- Independent Director)		
	Nomination & Remuneration	Mr. Onkar S. Kanwar	Member (Chairperson & Executive Director)		
2	Committee	Mr. Akshay Chudasama	Member(Non Executive- Independent Director)		
		Mr. Nimesh N Kampani	Member(Non Executive- Independent Director)		
Ť		Mr. Sunam Sarkar	Chairperson (Non Executive-Non Independent Director		
3		Mr. Onkar S. Kanwar	Member (Chairperson & Executive Director)		
	Stakeholders Relationship Committee	Mr. Akshay Chudasama	Member(Non Executive- Independent Director)		
	Corporate Social Responsibility Committee	Mr. Onkar S. Kanwar	Chairperson (Chairperson & Executive Director)		
4		Ms. Anjali Bansal	Member(Non Executive- Independent Director)		
		Mr. Sunam Sarkar	Member (Non Executive- Non Independent Director)		
-		Gen.Bikram Singh (Retd)	Member(Non Executive- Independent Director)		
5	Business Responsibility Committee	Mr. Onkar S. Kanwar	Chairperson (Chairperson & Executive Director)		
		Mr. Neeraj Kanwar	Member (Executive Director)		
1		Mr. Sunam Sarkar	Member(Non Executive-Non Independent Director)		
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)		
6	Risk Management Committee	and a second	NA		

		III. Meeting of Board of Direc	tors				
iLNo	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	28.03.2018	10.05.2018	42				
Ļ	06.02.2018						
		IV. Meeti	ng Committees	71			
il.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	09.05.2018	Yes	05.02.2018	92			
-	Nomination & Remuneration co	mmittee					
Ī	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	09.05.2018	N.A.	N.A.	N.A.			
-1	Stakeholder Relationship Comm	littee					
	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	27.04.2018	N.A.	16.03.2018	N.A.			
2			01.02.2018				
111	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	10.05 2018	N.A.	06.02.2018	N.A.			
T	Business 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	10.05.2018	N.A.	N.A.	N.A.			



Subject       Compliance Status (Yes/ No/ NA)         Whether prior approval of audit committee obtained       Yes         Whether Sharebolder approval obtained for material       NA         BPT       NA         Whether Sharebolder approval obtained for material       NA         BPT       VI. Affirmations         Committee       VI. Affirmations         1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.       2.         1. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.       3.         1. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.       3.         1. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.       3.         1. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.       3.         2. The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.       3.         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.       3.         3. The committee members have been made aware of Directors may	V. Related Party Transacti	ons	ANNEXURE -
Whether Shareholder approval obtained for material RPT       NA         RPT			
Whether shareholder approval obtained for material RPT       NA         RPT       Vester details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee         VI. Affirmations       Vester details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee         Intercomposition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.       Intercomposition of the following committees 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.       Intermose is a committee         3. Addit Committee       Addit Committee - NA       Intermose is a bave been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.         4. This Amagement Committee - NA       Intercommittee - NA         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. NIL         Yours Faithfully       For Apolio Tyres tid         Jer Apolio Tyres tid       Jean Advice or Board of Directors may be mentioned here. NIL         Seema Thapar       Seema Thapar	Whether prior approval of audit committee obtained	Yes	
omnibus approval have been reviewed by Audit         Committee         I. 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, 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         Yours Faithfully         For Apolio Tyres Ltd         Jeenam Humpar         Seema Thapar	Whether Shareholder approval obtained for material RPT		
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 name 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 Yours Faithfully For Apollo Tyres Ltd Ceana Lux Seema Thapar	omnibus approval have been reviewed by Audit	Yes	
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 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 NIL  Yours Faithfully For Apollo Tyres Ltd Ceana Lawa Seema Thapar			VI. Affirmations
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 submittee in the previous guarter 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 Yours Faithfully For Apollo Tyres Ltd Ceema Luan Seema Thapar	1. The composition of Board of Directors is in terms of SEBI (	Listing obligations and disclosure requ	
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 Yours Faithfully For Apollo Tyres Ltd Seema fLagar Seema Thapar	2. The Composition of the following committees is in terms of	of SEBI (Listing obligations and disclose	e requirements) Regulations, 2015
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 NIL 6. Any comments/observations/advice of Board of Directors may be mentioned here NIL Yours Faithfully For Apollo Tyres Ltd <i>Ceeme Human Comments Com</i>	a. Audit 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  Yours Faithfully For Apollo Tyres Ltd Ceema Hapar Seema Thapar	b. Nomination & remuneration committee		
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 Yours Faithfully For Apollo Tyres Ltd Jeen Hamar Seema Thapar	c. Stakeholders relationship committee		
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 Yours Faithfully For Apollo Tyres Ltd Seema Thapar	d. Risk Management Committee - NA		
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 Yours Faithfully For Apollo Tyres Ltd Seema Thapar	3. The committee members have been made aware of their	powers, role and responsibilities as sp	ified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
6. Any comments/observations/advice of Board of Directors may be mentioned here NIL Yours Faithfully For Apollo Tyres Ltd Seema Thapar	4. The meetings of the board of directors and the above com	mittees have been conducted in the n	nner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
Yours Faithfully For Apollo Tyres Ltd Jeema tura Seema Thapar	5. This report and/or the report submitted in the previous qu	arter has been placed before Board of	pirectors. Any comments/ observations/ advice or Board of Directors may be mentioned here: NA
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