

APOLLO TYRES LTD
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GST No.: 06AAACA6990Q1Z2

ONLINE FILING

apollo
TYRES

ATL/SEC/21

April 4, 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 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, 2019.

Hope you will find the above in order.

Thanking you,

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

Seema Thapar

(SEEMA THAPAR)
COMPANY SECRETARY

Encl : as above

Quarterly Compliance Report On Corporate Governance

Name of Listed Entity
Quarter Ending

Apollo Tyres Ltd
31.03.2019

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: 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	6	1
4	Mr.	Akshay Chudasama	PAN: AAAPC5207F DIN: 10630	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	4	5	0
5	Mr.	Vikram S Mehta	PAN: AAEPM8138R DIN: 41197	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	1	0
6	Mr.	Sunam Sarkar	PAN: AAAPS0871R DIN: 58859	Non Executive-Non Independent Director	01.08.2018	NA	1	1	1
7	Mr.	S. Narayan	PAN: ABUPN5095R DIN: 94081	Non Executive-Independent Director	06.08.2014 to 05.08.2019	5 Years	5	7	5
8	Mr.	Robert Steinmetz	PAN: Foreign National DIN: 178792	Non Executive-Non Independent Director	09.08.2016	NA	1	1	0
9	Ms.	Pallavi S. Shroff	PAN: AQPPS7388Q DIN: 13580	Non Executive-Independent Director	15.05.2014 to 14.05.2019	5 Years	4	3	0
10	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
11	Mr.	Francesco Gori	PAN: Foreign National DIN: 7413105	Non Executive-Non Independent Director	09.08.2016	NA	1	0	0
12	Mr.	Vinod Rai	PAN: AAAPR0522N DIN: 41867	Non Executive-Independent Director	09.02.2016 to 08.02.2021	5 Years	2	3	1
13	Ms.	Anjali Bansal	PAN: AJMPB0292J DIN: 207746	Non Executive-Independent Director	01.11.2017 to 31.10.2019	2 Years	6	1	0
14	Ms.	Beena Mahadevan	PAN: AIEPM6151A DIN: 03483417	Non Executive-Nominee Director	30.01.2018	N.A.	3	0	0



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	Mr. Sunam Sarkar	Chairperson (Non Executive-Non Independent Director)
		Mr. Onkar S. Kanwar	Member (Chairperson & Executive Director)
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)
4	Corporate Social Responsibility Committee	Mr. Onkar S. Kanwar	Chairperson (Chairperson & Executive Director)
		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)
		Mr. Sunam Sarkar	Member(Non Executive-Non Independent Director)
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)
6	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	13.11.2018	05.02.2019	83
2	01.10.2018	26.03.2019	

IV. Committee Meetings				
Audit Committee				
Sl. No.	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	04.02.2019	Yes	12.11.2018	83
Nomination & Remuneration committee				
Sl. No.	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	04.02.2019	N.A.	13.11.2018	N.A.
2	26.03.2019			
Stakeholder Relationship Committee				
Sl. No.	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	04.02.2019	N.A.	N.A.	N.A.
Corporate Social Responsibility Committee				
Sl. No.	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	05.02.2019	N.A.	NA.A	N.A.
Business Responsibility Committee				
Sl. No.	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	N.A.	N.A.	N.A.	N.A.



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

Yours Faithfully
For Apollo Tyres Ltd
Seema Thapar
Seema Thapar
Company Secretary



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-in/about-us/overview/
2	Terms and conditions of appointment of independent directors	Yes		https://corporate.apollotyres.com/en-in/investors/directors-information/
3	Composition of various committees of board of directors	Yes		https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others
4	Code of conduct of board of directors and senior management personnel	Yes		https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
6	Criteria of making payments to non-executive directors	Yes		https://corporate.apollotyres.com/en-in/investors/financial-reporting/
7	Policy on dealing with related party transactions	Yes		https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
8	Policy for determining 'material' subsidiaries	Yes		https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
9	Details of familiarization programmes imparted to independent directors	Yes		https://corporate.apollotyres.com/en-in/investors/directors-information/?filter=FamiliarisationProgramme
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-in/contact-us/?enquiry=Investors
11	Email address for grievance redressal and other relevant details	Yes		https://corporate.apollotyres.com/en-in/contact-us/?enquiry=Investors
12	Financial results	Yes		https://corporate.apollotyres.com/en-in/investors/financial-reporting/?category=Financials
13	Shareholding pattern	Yes		https://corporate.apollotyres.com/en-in/investors/shareholders-information/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others
15	New name and the old name of the listed entity	NA		NA
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	



II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	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)	NA	
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	26(2) & 26(5)	Yes	
	Any other information to be provided			Add Notes



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
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

