

APOLLO TYRES LTD
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apolloyres.com
GST No.: 06AAACA6990Q1Z2

ONLINE FILING



ATL/SEC/21

October 7, 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 September 30, 2019.

Hope you will find the above in order.

Thanking you,

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

 (SEEMA THAPAR)
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl : as above

Quarterly Compliance Report On Corporate Governance

Name of Listed Entity Apollo Tyres Ltd
Quarter Ending 30.09.2019

I. Composition of Board Of Directors

Sl.No	Title	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial date of appointment	Date of Appointment in the current term / cessation	Tenure (in months)	Date of birth	Number of Directorship in Listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No. of Independent Directors in Listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) (in all public company listed or not)	No of post of Chairperson in Audit/ Stakeholder Committee (In listed entities)	Membership in the committees of the Company
1	Mr.	Onkar S. Kanwar	PAN: AAIPK9639F DIN: 00058921	Chairperson- Executive Director	01.02.2013	01.02.2018 to 31.01.2023	60	01.03.1942	3	0	3	1	SRC, CSR, BRC
2	Mr.	Neeraj Kanwar	PAN: AAGPK9372F DIN: 00058951	Executive Director	28.05.2014	28.05.2019 to 31.03.2024	58	06.09.1971	3	0	3	0	BRC
3	Mr.	Akshay Chudasama	PAN: AAAPC5207F DIN: 00010630	Non Executive-Independent Director	06.08.2014	06.08.2019 to 05.08.2024	60	30.09.1969	4	4	6	1	AC, SRC, NRC, BRC
4	Mr.	Vikram S Mehta	PAN: AAEPM8138R DIN: 00041197	Non Executive-Independent Director	06.08.2014	06.08.2019 to 05.08.2024	60	30.10.1952	6	6	3	0	RMC
5	Mr.	Sunam Sarkar	PAN: AAAPS0871R DIN: 00058859	Non Executive-Non Independent Director	01.08.2018	01.08.2018	NA	17.07.1965	1	0	1	1	SRC, CSR, BRC, RMC
6	Mr.	Robert Steinmetz	PAN: Foreign National DIN: 00178792	Non Executive-Non Independent Director	09.08.2016	31.07.2019	NA	22.10.1939	1	0	1	0	AC, RMC
7	Ms.	Pallavi S. Shroff	PAN: AQPPS7388Q DIN: 00013580	Non Executive-Independent Director	15.05.2014	15.05.2019 to 14.05.2024	60	22.04.1956	4	4	2	1	AC, NRC
8	Mr.	Gen. Bikram Singh (Retd.)	PAN: AIDPS7498H DIN: 07259060	Non Executive-Independent Director	11.08.2015	11.08.2015 to 10.08.2020	60	19.07.1952	1	1	0	0	CSR
9	Mr.	Francesco Gori	PAN: Foreign National DIN: 07413105	Non Executive-Non Independent Director	09.02.2016	31.07.2019	NA	15.05.1952	1	0	0	0	RMC
10	Mr.	Vinod Rai	PAN: AAAPR0522N DIN: 00041867	Non Executive-Independent Director	09.02.2016	09.02.2016 to 08.02.2021	60	23.05.1948	2	2	4	2	AC, NRC
11	Ms.	Anjali Bansal	PAN: AJMPB0292J DIN: 00207746	Non Executive-Independent Director	01.11.2017	01.11.2017 to 31.10.2019	24	25.02.1971	6	6	1	0	CSR
12	Mr.	Satish Sharma	PAN: ABCPS4256R DIN: 07527148	Executive Director	01.04.2019	01.04.2019 to 31.03.2024	60	23.06.1967	1	0	0	0	RMC
Resigned/Retired													
13	Mr.	Nimesh N Kampani	PAN: AAHPK2701P DIN: 00009071	Non Executive-Independent Director	06.08.2014	06.08.2014 to 05.08.2019	60	30.09.1945	0	0	0	0	NIL
14	Mr.	S. Narayan	PAN: ABUPN5095R DIN: 00094081	Non Executive-Independent Director	06.08.2014	06.08.2014 to 05.08.2019	60	20.06.1943	0	0	0	0	NIL



II. Composition of Committees				
Sl.No	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ Independent/Nominee)	Date of Appointment
1	Audit Committee	Mr. Vinod Rai	Chairperson (Non Executive- Independent Director)	09-05-2019
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)	09-05-2019
		Mr. Robert Steinmetz	Member (Non Executive- Non Independent Director)	09-05-2019
		Ms. Pallavi Shroff	Member(Non Executive- Independent Director)	09-05-2019
2	Nomination & Remuneration Committee	Mr. Vinod Rai	Chairperson (Non Executive- Independent Director)	09-05-2019
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)	09-05-2019
		Ms. Pallavi Shroff	Member(Non Executive- Independent Director)	09-05-2019
3	Stakeholders Relationship Committee	Mr. Sunam Sarkar	Chairperson (Non Executive-Non Independent Director)	10-05-2018
		Mr. Onkar S. Kanwar	Member (Chairperson & Executive Director)	10-05-2018
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)	10-05-2018
4	Corporate Social Responsibility Committee	Mr. Onkar S. Kanwar	Chairperson (Chairperson & Executive Director)	01-11-2017
		Ms. Anjali Bansal	Member(Non Executive- Independent Director)	01-11-2017
		Mr. Sunam Sarkar	Member (Non Executive- Non Independent Director)	01-11-2017
		Gen.Bikram Singh (Retd)	Member(Non Executive- Independent Director)	01-11-2017
5	Risk Management Committee	Mr. Sunam Sarkar	Chairperson (Non Executive-Non Independent Director)	31-07-2019
		Mr. Francesco Gori	Member (Non Executive-Non Independent Director)	31-07-2019
		Mr. Robert Steinmetz	Member (Non Executive-Non Independent Director)	31-07-2019
		Mr. Satish Sharma	Member (Executive Director)	31-07-2019
		Mr. Vikram S. Mehta	Member (Non Executive-Independent Director)	31-07-2019
		Mr. Benoit Rivallant	Member (Senior Executive)	31-07-2019
		Mr. Gaurav Kumar	Member (Senior Executive)	31-07-2019
6	Business Responsibility Committee	Mr. Onkar S. Kanwar	Chairperson (Chairperson & Executive Director)	11.05.2016
		Mr. Neeraj Kanwar	Member (Executive Director)	11.05.2016
		Mr. Sunam Sarkar	Member(Non Executive-Non Independent Director)	11.05.2016
		Mr. Akshay Chudasama	Member(Non Executive- Independent Director)	11.05.2016



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)	No of directors present	No of independent directors present
1	09/05/2019	31/07/2019		82	13	7

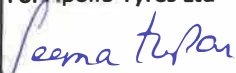
IV. Committee Meetings						
Audit Committee						
Sl. No.	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days		
1	30/07/2019	Yes	08/05/2019	82	4	3
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	31/07/2019	Yes	08/05/2019		3	3
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						
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			09/05/2019			
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			08/05/2019			
Risk Management 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	30/07/2019		08/05/2019		4	NIL



V. Half-yearly Affirmations

Sr. No.	Particulars	Regulation Number	Compliance Status (Yes/ No/ NA)	If status is 'No', details of non-compliance
1	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	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-



VI. 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
VII. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes	
2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:	
a. Audit Committee - Yes	
b. Nomination & remuneration committee - Yes	
c. Stakeholders relationship committee - Yes	
d. Risk Management Committee - Yes	
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 - Yes	
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 - Yes	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - Yes	
6. Any comments/observations/advice of Board of Directors may be mentioned here - NIL	
<p>Yours Faithfully For Apollo Tyres Ltd  Seema Thapar Company Secretary & Compliance Officer</p> 