



ATL/SEC/21

April 8, 2020

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 March 31, 2020.

Hope you will find the above in order.

Thanking you,

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

A handwritten signature in blue ink that reads "Seema Thapar".

**(SEEMA THAPAR)**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl : as above

Quarterly Compliance Report On Corporate Governance

Name of Listed Entity Apollo Tyres Ltd  
Quarter Ending 31.03.2020

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	Whether special resolution passed? Refer Reg. 17(1A)	Date of passing special resolution	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	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	N.A.	N.A.	3	0	3	2	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	N.A.	N.A.	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	N.A.	N.A.	3	3	4	0	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	N.A.	N.A.	6	6	4	1	RMC
5	Mr.	Sunam Sarkar	PAN: AAAPS0871R DIN: 00058859	Non Executive-Non Independent Director	01.08.2018	01.08.2018	NA	17.07.1965	N.A.	N.A.	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	20.12.1939	YES	07.09.2018	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	N.A.	N.A.	5	5	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	N.A.	N.A.	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	N.A.	N.A.	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	N.A.	N.A.	2	2	4	2	AC, NRC,
11	Ms.	Anjali Bansal	PAN: AJMPB0292J DIN: 00207746	Non Executive-Independent Director	01.11.2017	01.11.2019 to 31.10.2022	36	25.02.1971	N.A.	N.A.	6	6	3	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	N.A.	N.A.	1	0	0	0	RMC

<b>II. Composition of Committees</b>				
<b>Sl.No</b>	<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive/Non-Executive/ Independent/Nominee)</b>	<b>Date of Appointment</b>
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

<b>III. Meeting of Board of Directors</b>						
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	05.11.2019	05.02.2020		91	12	6
		26.02.2020		20	12	6

<b>IV. Committee Meetings</b>						
<b>Audit Committee</b>						
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	04.02.2020	Yes	04-11-2019	91	4	3
<b>Nomination &amp; Remuneration committee</b>						
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	04.02.2020	Yes	05-11-2019	90	3	3
<b>Stakeholder Relationship Committee</b>						
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	04.02.2020				3	1
<b>Corporate Social Responsibility Committee</b>						
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	26.02.2020				4	2
<b>Business Responsibility Committee</b>						
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						
<b>Risk Management Committee</b>						
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	04.02.2020		04-11-2019	91	4	0

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
<b>VII. Affirmations</b>	
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</p> <p>Seema Thapar Company Secretary &amp; Compliance Officer</p>	

## 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		<a href="https://corporate.apollotyres.com/en-in/about-us/overview/">https://corporate.apollotyres.com/en-in/about-us/overview/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/directors-information/">https://corporate.apollotyres.com/en-in/investors/directors-information/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/directors-information/?filter=FamiliarisationProgramme">https://corporate.apollotyres.com/en-in/investors/directors-information/?filter=FamiliarisationProgramme</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://corporate.apollotyres.com/en-in/contact-us/?enquiry=Investors">https://corporate.apollotyres.com/en-in/contact-us/?enquiry=Investors</a>
11	Email address for grievance redressal and other relevant details	Yes		<a href="https://corporate.apollotyres.com/en-in/contact-us/?enquiry=Investors">https://corporate.apollotyres.com/en-in/contact-us/?enquiry=Investors</a>
12	Financial results	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/financial-reporting/?category=Financials">https://corporate.apollotyres.com/en-in/investors/financial-reporting/?category=Financials</a>
13	Shareholding pattern	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/shareholders-information/shareholding-pattern/">https://corporate.apollotyres.com/en-in/investors/shareholders-information/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others</a>
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://corporate.apollotyres.com/en-in/investors/shareholders-information/investor-call-transcripts/">https://corporate.apollotyres.com/en-in/investors/shareholders-information/investor-call-transcripts/</a>
16	New name and the old name of the listed entity	NA		NA

17	Advertisements as per regulation 47 (1)	Yes		<a href="https://corporate.apollotyres.com/investors/announcements/">https://corporate.apollotyres.com/investors/announcements/</a>
18	Credit rating or revision in credit rating obtained	yes		<a href="https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others">https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	yes		<a href="https://corporate.apollotyres.com/en-in/investors/financial-reporting/?category=SubsidiaryFinancials">https://corporate.apollotyres.com/en-in/investors/financial-reporting/?category=SubsidiaryFinancials</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	yes		<a href="https://corporate.apollotyres.com/">https://corporate.apollotyres.com/</a>
21	Materiality Policy as per Regulation 30	yes		<a href="https://corporate.apollotyres.com/investors/corporate-governance/?filter=CodesPolicies">https://corporate.apollotyres.com/investors/corporate-governance/?filter=CodesPolicies</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	yes		<a href="https://corporate.apollotyres.com/investors/corporate-governance/?filter=CodesPolicies">https://corporate.apollotyres.com/investors/corporate-governance/?filter=CodesPolicies</a>
23	It is certified that these contents on the website of the listed entity are correct	yes		<a href="https://corporate.apollotyres.com/">https://corporate.apollotyres.com/</a>
24	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), 17(1A) & 17(1B)	YES	
3	Meeting of Board of directors	17(2)	YES	
4	Quorum of Board meeting	17(2A)	YES	
5	Review of Compliance Reports	17(3)	YES	
6	Plans for orderly succession for appointments	17(4)	YES	
7	Code of Conduct	17(5)	YES	
8	Fees/compensation	17(6)	YES	
9	Minimum Information	17(7)	YES	
10	Compliance Certificate	17(8)	YES	
11	Risk Assessment & Management	17(9)	YES	
12	Performance Evaluation of Independent Directors	17(10)	YES	
13	Recommendation of Board	17(11)	YES	
14	Maximum number of Directorships	17A	YES	
15	Composition of Audit Committee	18(1)	YES	
16	Meeting of Audit Committee	18(2)	YES	
17	Composition of nomination & remuneration committee	19(1) & (2)	YES	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES	
19	Meeting of Nomination and Remuneration Committee	19(3A)	YES	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES	
21	Meeting of Stakeholders Relationship Committee	20(3A)	YES	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	YES	
23	Meeting of Risk Management Committee	21(3A)	YES	
24	Vigil Mechanism	22	YES	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES	
27	Approval for material related party transactions	23(4)	YES	
28	Disclosure of related party transactions on consolidated basis	23(9)	YES	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES	
31	Annual Secretarial Compliance Report	24(A)	YES	
32	Alternate Director to Independent Director	25(1)	N.A.	
33	Maximum Tenure	25(2)	YES	
34	Meeting of independent directors	25(3) & (4)	YES	
35	Familiarization of independent directors	25(7)	YES	
36	Declaration from Independent Director	25(8) & (9)	YES	
37	D & O Insurance for Independent Directors	25(10)	YES	
38	Memberships in Committees	26(1)	YES	



39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	YES	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES	
Any Other Information Provided				Add Notes

**Annexure II****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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