

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



ATL/SEC/21

July 8, 2020

| | |
|---|---|
| 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. |
|---|---|

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, 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 30.06.2020

| 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 | 2 | 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 | 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 | 3 | 0 | 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 | 5 | 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. | 5 | 5 | 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 |

| 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 | 05.02.2020 | 17.04.2020 | | 50 | 12 | 6 |
| | 26.02.2020 | 21.04.2020 | | 3 | 12 | 6 |
| | | 19.05.2020 | | 27 | 11 | 5 |

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 | 18.05.2020 | Yes | 04.02.2020 | 103 | 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 | 18.05.2020 | Yes | 04.02.2020 | 103 | 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 | NA | | 04.02.2020 | N.A. | NA | NA |

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 | 19.05.2020 | YES | 26.02.2020 | 82 | 4 | 2 |

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 | 18.05.2020 | YES | NA | N.A. | 4 | 1 |

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 | 18.05.2020 | YES | 04.02.2020 | 103 | 5 | 1 |

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

Yours Faithfully

For Apollo Tyres Ltd



Seema Thapar

Company Secretary & Compliance Officer