



ATL/SEC/21

April 8, 2021

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/year ended March 31, 2021.

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

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Apollo Tyres Ltd**  
 2. Quarter ending - **March 31, 2021**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Onkar Kanwar	00058921	AAIPK9639F	C & ED	MD	01-Feb-2013	01-Feb-2018		60	01-Mar-1942	NA		3	0	2	1	SC	
Mr.	Neeraj Kanwar	00058951	AAGPK9372F	ED	MD	28-May-2014	28-May-2019		58	06-Sep-1971	NA		3	0	3	0		
Mr.	Akshay Chudasma	00010630	AAAPC5207F	ID		06-Aug-2014	06-Aug-2019		60	30-Sep-1969	NA		2	2	3	0	AC,SC,NRC	
Mr.	Vikram S Mehta	00041197	AAEPM8138R	ID		06-Aug-2014	06-Aug-2019		60	30-Oct-1952	NA		6	6	5	1	RMC	

Mr.	Sunam Sarkar	0005 8859	AAAPS0 871R	NED		11- Aug- 2015	20- Aug- 2020			17-Jul-1965	NA		1	0	1	1	SC,RC	
Mr.	Robert Steinmetz	0017 8792	ZZZZZ99 99Z	NED		09- Feb- 2016	31-Jul- 2019			20-Dec-1939	Yes	31-Jul- 2019	1	0	1	0	AC,RC	He is a foreign director.
Ms.	Pallavi S. Shroff	0001 3580	AQPPS7 388Q	ID		15- May- 2014	15- May- 2019		60	22-Apr-1956	NA		5	5	4	0	AC,NRC	
Mr.	Gen. Bikram Singh Retd.	0725 9060	AIDPS74 98H	ID		11- Aug- 2015	11- Aug- 2020		36	19-Jul-1952	NA		1	1	0	0		
Mr.	Francesco Gori	0741 3105	ZZZZZ99 99Z	NED		09- Feb- 2016	31-Jul- 2019			15-May-1952	NA		1	0	0	0	RMC	He is a foreign director.
Mr.	Vinod Rai	0004 1867	AAAPRO 522N	ID		09- Feb- 2016	09- Feb- 2021		60	23-May-1948	NA		2	2	5	2	AC,NRC	
Ms.	Anjali Bansal	0020 7746	AJMPB0 292J	ID		01- Nov- 2017	01- Nov- 2019		36	25-Feb-1971	NA		6	6	3	0		
Mr.	Satish Sharma	0752 7148	ABCPS4 256R	ED		01- Apr- 2019	01- Apr- 2019		60	23-Jun-1967	NA		1	0	0	0	RMC	
Mr.	Francesco Crispino	0093 5998	ZZZZZ99 99Z	ID		03- Jul- 2020	03-Jul- 2020		60	19-Dec-1965	NA		1	1	0	0		He is a foreign

																		director.
Mr.	Vishal Kashyap Mahadevi a	0103 5771	AADPM9 486F	NED		21-Aug-2020	21-Aug-2020			19-Dec-1972	NA		2	0	1	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Vinod Rai	ID	Chairperson	09-May-2019	
2	Akshay Chudasama	ID	Member	09-May-2019	
3	Robert Steinmetz	NED	Member	09-May-2019	
4	Pallavi S. Shroff	ID	Member	09-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sunam Sarkar	NED	Chairperson	10-May-2018	
2	Onkar Kanwar	C & ED	Member	10-May-2018	
3	Akshay Chudasama	ID	Member	10-May-2018	

Company Remarks	
Whether Permanent	Yes

chairperson appointed	
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**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sunam Sarkar	NED	Chairperson	31-Jul-2019	
2	Francesco Gori	NED	Member	31-Jul-2019	
3	Robert Steinmetz	NED	Member	31-Jul-2019	
4	Satish Sharma	ED	Member	31-Jul-2019	
5	Vikram S Mehta	ID	Member	31-Jul-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinod Rai	ID	Chairperson	09-May-2019	
2	Akshay Chudasama	ID	Member	09-May-2019	
3	Pallavi S. Shroff	ID	Member	09-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
04-Nov-2020	03-Feb-2021	Yes	13	6
	22-Mar-2021	Yes	14	7

Company Remarks	
Maximum gap between any two consecutive (in number of	90

days)	
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iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	03-Nov-2020		Yes	4	3
Audit Committee		02-Feb-2021	Yes	3	2
Nomination & Remuneration Committee	18-Dec-2020		Yes	3	3
Stakeholders Relationship Committee		03-Feb-2021	Yes	3	1
Risk Management Committee	03-Nov-2020		Yes	5	1
Risk Management Committee		02-Feb-2021	Yes	5	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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## VI. 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 (applicable to the top 100 listed entities) - **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.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **Seema Thapar**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		WWW.APOLLOTYRES.CO
Terms and conditions of appointment of	Yes		WWW.APOLLOTYRES.CO
Composition of various committees of	Yes		WWW.APOLLOTYRES.CO
Code of conduct of board of directors and	Yes		WWW.APOLLOTYRES.CO
Details of establishment of vigil mechanism/	Yes		WWW.APOLLOTYRES.CO
Criteria of making payments to non-	Yes		WWW.APOLLOTYRES.CO
Policy on dealing with related party	Yes		WWW.APOLLOTYRES.CO
Policy for determining 'material' subsidiaries	Yes		WWW.APOLLOTYRES.CO
Details of familiarization programs imparted	Yes		WWW.APOLLOTYRES.CO
Email address for grievance redressal and other relevant details entity who are	Yes		WWW.APOLLOTYRES.CO M
Contact information of the designated	Yes		WWW.APOLLOTYRES.CO
Financial results	Yes		WWW.APOLLOTYRES.CO
Shareholding pattern	Yes		WWW.APOLLOTYRES.CO
Details of agreements entered into with the media companies and/or their associates	Yes		WWW.APOLLOTYRES.CO M
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		WWW.APOLLOTYRES.CO M
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		WWW.APOLLOTYRES.CO
Credit rating or revision in credit rating	Yes		WWW.APOLLOTYRES.CO
Separate audited financial statements of	Yes		WWW.APOLLOTYRES.CO
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		WWW.APOLLOTYRES.CO M
Materiality Policy as per Regulation 30	Yes		WWW.APOLLOTYRES.CO
Dividend Distribution policy as per	Yes		WWW.APOLLOTYRES.CO
It is certified that these contents on the	Yes		WWW.APOLLOTYRES.CO
<b>II Annual Affirmations</b>			



<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **SEEMA THAPAR**  
**Designation** : **Company Secretary & Compliance Officer**