



APOLLO TYRES LTD
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apolloyres.com

GST No.: 06AAACA6990Q1Z2

ATL/SEC/21

October 20, 2021

| | |
|---|---|
| 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, 2021.

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



CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED SEPTEMBER 30, 2021

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Apollo Tyres Limited**
 2. Quarter ending - **30-Sep-2021**

i. Composition Of Board Of Director

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chair person /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 Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee (s) including this listed entity | No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity | Memberships 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 | AAA PC5207F | ID | | 06-Aug-2014 | 06-Aug-2019 | | 60 | 30-Sep-1969 | NA | | 2 | 2 | 3 | 0 | AC,SC,NRC | |
| Mr. | Vikram S Mehta | 00041197 | AAE PM8138R | ID | | 06-Aug-2014 | 06-Aug-2019 | | 60 | 30-Oct-1952 | NA | | 6 | 6 | 5 | 1 | RMC | |
| Mr. | Sunam Sarkar | 00058859 | AAA PS0871R | NED | | 11-Aug-2015 | 20-Aug-2020 | | | 17-Jul-1965 | NA | | 1 | 0 | 1 | 1 | SC,RC | |

| | | | | | | | | | | | | | | | | | | |
|-----|--------------------------|----------|--------------------|-----|--|-------------|-------------|-------------|----|-------------|-----|-------------|---|---|---|---|--------|---------------------------|
| Mr. | Robert Steinmetz | 00178792 | ZZZZ Z999 9Z | 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 | 00013580 | AQP PS73 88Q | ID | | 15-May-2014 | 15-May-2019 | | 60 | 22-Apr-1956 | NA | | 4 | 4 | 2 | 0 | AC,NRC | |
| Mr. | Gen. Bikram Singh Retd. | 07259060 | AIDP S749 8H | ID | | 11-Aug-2015 | 11-Aug-2020 | | 36 | 19-Jul-1952 | NA | | 1 | 1 | 0 | 0 | | |
| Mr. | Francesco Gori | 07413105 | ZZZZ Z999 9Z | NED | | 09-Feb-2016 | 23-Jul-2021 | | | 15-May-1952 | NA | | 1 | 0 | 0 | 0 | RMC | He is a foreign director. |
| Mr. | Vinod Rai | 00041867 | AAA PR05 22N | ID | | 09-Feb-2016 | 09-Feb-2021 | | 60 | 23-May-1948 | Yes | 24-Sep-2020 | 1 | 1 | 2 | 1 | AC,NRC | |
| Ms. | Anjali Bansal | 00207746 | AJM PB02 92J | ID | | 01-Nov-2017 | 01-Nov-2019 | 13-Sep-2021 | 36 | 25-Feb-1971 | NA | | 5 | 5 | 4 | 0 | | |
| Mr. | Satish Sharma | 07527148 | ABC PS42 56R | ED | | 01-Apr-2019 | 01-Apr-2019 | | 60 | 23-Jun-1967 | NA | | 1 | 0 | 0 | 0 | RMC | |
| Mr. | Francesco Crispino | 00935998 | ZZZZ Z999 9Z | ID | | 03-Jul-2020 | 03-Jul-2020 | | 60 | 19-Dec-1965 | NA | | 1 | 1 | 0 | 0 | | He is a foreign director. |
| Mr. | Vishal Kashyap Mahadevia | 01035771 | AAD PM94 86F | NED | | 21-Aug-2020 | 21-Aug-2020 | | | 19-Dec-1972 | NA | | 2 | 0 | 0 | 0 | | |

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| 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 | |

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|---|-----|
| 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 chairperson appointed | Yes |

c. Risk Management 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 | 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 | |
|---|----------------|----|--------|-------------|--|

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

d. Nomination and Remuneration 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 | Pallavi S. Shroff | ID | Member | 09-May-2019 | |

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| 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 |
|--|--|--|------------------------------------|--|
| 12-May-2021 | 04-Aug-2021 | Yes | 7 | 7 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 83 |

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 | 11-May-2021 | | Yes | 1 | 3 |
| Audit Committee | | 03-Aug-2021 | Yes | 1 | 3 |
| Risk Management Committee | 11-May-2021 | | Yes | 4 | 1 |

| | | | | | |
|-------------------------------------|-------------|-------------|-----|---|---|
| Risk Management Committee | | 03-Aug-2021 | Yes | 4 | 1 |
| Nomination & Remuneration Committee | 11-May-2021 | | Yes | 0 | 3 |
| Nomination & Remuneration Committee | 25-May-2021 | | Yes | 0 | 3 |
| Stakeholders Relationship Committee | 11-May-2021 | | Yes | 2 | 1 |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 83 |

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 | |

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|---|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|---|--|

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:

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Name : SEEMA THAPAR
Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

| <i>Broad Heading</i> | <i>Regulation Number</i> | <i>Compliance Status</i> | <i>Company Remark</i> |
|--|--------------------------|--------------------------|-----------------------|
| 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 | |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| Presence of Chairperson of the Stakeholder Relationship | 20(3) | Yes | |

| | | | |
|--|--------------------------------------|-----|--|
| committee at the annual general meeting | | | |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |

Note:

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Name : SEEMA THAPAR
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

| | | |
|----------|---------------|----------------|
| %symbol% | %companyName% | %quarterEnded% |
|----------|---------------|----------------|

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Aggregate amount advanced during six months | | | | Balance outstanding at the end of six months | | | |
|--|--|---|--|--|--|---|--|
| <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> | <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> |
| | | | | | | | |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|---|--|---|--|
| <i>Promoter or any other entity controlled by them</i> | | | |
| <i>Promoter Group or any other entity controlled by them</i> | | | |
| <i>Directors (including relatives) or any other entity controlled by them</i> | | | |
| <i>KMPs or any other entity controlled by them</i> | | | |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of Security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|---|---|---|
| <i>Promoter or any other entity controlled by them</i> | | | |

| | | | |
|---|--|--|--|
| <i>Promoter Group or any other entity controlled by them</i> | | | |
| <i>Directors (including relatives) or any other entity controlled by them</i> | | | |
| <i>KMPs or any other entity controlled by them</i> | | | |

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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| Affirmations | |
| <i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i> | |
| Company Remarks in case of non-compliant status | |

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| Name: Designation: anx4Designation Place: Date: |
|--|