



APOLLO TYRES LTD  
7 Institutional Area  
Sector 32  
Gurugram 122001, India

T: +91 124 2383002  
F: +91 124 2383021  
apolloyres.com

GST No.: 06AAACA6990Q1Z2

ATL/SEC/21

April 19, 2023

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>
---------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------

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, 2023.

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



## ANNEXURE I

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

1. Name of Listed Entity - **Apollo Tyres Limited**
2. Quarter ending - **31-Mar-2023**

**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 the director is disqualified?	Start Date of Disqualification	End Date of Disqualification	Details of Disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision 17A (1)]	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 & NED		07-Mar-1982				01-Mar-1942	No				Active	Yes	11-Jul-2022	3	0	2	1	SC	
Mr.	Neeraj Singh Kanwar	00058951	AAGPK9372F	ED	MD	28-May-1999				06-Sep-1971	No				Active	NA		3	0	3	0		
Mr.	Akshay Chudasama	00010630	AAAPC5207F	ID		06-Aug-2014	06-Aug-2019		103.25	30-Sep-1969	No				Active	NA		2	2	3	0	AC,SC,NRC	
Mr.	Vikram S Mehta	00041197	AAEPM8138R	ID		06-Aug-2014	06-Aug-2019		103.25	30-Oct-1952	No				Active	NA		6	6	6	1	RMC	
Mr.	Sunam Sarkar	00058859	AAAPS0871R	NED		28-Jan-2004				17-Jul-1965	No				Active	NA		1	0	1	1	SC,RC	
Mr.	Robert Steinmetz	00178792	ZZZZZ9999Z	NED		10-Sep-1999				20-Dec-1939	No				Active	Yes	11-Jul-2022	1	0	1	0	AC,RC	
Ms.	Pallavi S. Shroff	00013580	AQPPS7388Q	ID		15-May-2014	15-May-2019		106.26	22-Apr-1956	No				Active	NA		5	5	6	1	AC,NRC	
Mr.	Gen. Bikram Singh Retd.	07259060	AIDPS7498H	ID		11-Aug-2015	11-Aug-2020		91.2	19-Jul-1952	No				Active	NA		1	1	0	0		
Mr.	Francesco Gori	07413105	ZZZZZ9999Z	NED		09-Feb-2016				15-May-1952	No				Active	NA		1	0	0	0	RMC	
Mr.	Vinod Rai	00041867	AAAPR0522N	ID		09-Feb-2016	09-Feb-2021		85.29	23-May-1948	No				Active	Yes	24-Sep-2020	2	2	1	1	AC,NRC	
Mr.	Satish Sharma	07527148	ABCPS4256R	ED		01-Apr-2019				23-Jun-1967	No				Active	NA		1	0	0	0	RMC	
Mr.	Francesco Crispino	00935998	ZZZZZ9999Z	ID		03-Jul-2020	03-Jul-2020		32.28	19-Dec-1965	No				Active	NA		1	1	0	0		
Mr.	Vishal Kashyap Mahadevia	01035771	AADPM9486F	NED		21-Aug-2020				19-Dec-1972	No				Active	NA		2	0	0	0		
Ms.	Lakshmi Puri	09329003	AAEPP4536G	ID		29-Oct-2021	29-Oct-2021		17.02	21-Jul-1952	No				Active	NA		1	0	0	0		
Mr.	Jaimini Bhagwati	07274047	ADNPB9341F	ID		02-Feb-2023	02-Feb-2023		1.29	03-Sep-1953	No				Active	NA		3	2	1	0		

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

**ii. Composition of Committees****a. Audit Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Vinod Rai	ID	Chairperson	09-May-2019	
2	Akshay Chudasama	ID	Member	09-May-2019	

Confidential

3	Robert Steinmetz	NED	Member	09-May-2015	
4	Pallavi S. Shroff	ID	Member	09-May-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Sunam Sarkar	NED	Chairperson	10-May-2018	
2	Onkar Kanwar	C & NED	Member	10-May-2018	
3	Akshay Chudasama	ID	Member	10-May-2018	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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	
6	Benoit Rivallant	President (Europe)	Member	31-Jul-2019	
7	Gaurav Kumar	Chief Financial Officer	Member	31-Jul-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
14-Nov-2022	Yes	14	13	6
02-Feb-2023	Yes	15	15	8
28-Mar-2023	Yes	15	14	7

Company Remarks	
Maximum gap between any two consecutive (in number of days)	79

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	10-Nov-2022	Yes	4	4	3	0
Audit Committee	01-Feb-2023	Yes	4	4	3	0

Confidential

Nomination & Remuneration Committee	01-Feb-2023	Yes	3	3	3	0
Risk Management Committee	10-Nov-2022	Yes	7	5	1	2
Risk Management Committee	27-Jan-2023	Yes	7	5	1	2
Risk Management Committee	02-Feb-2023	Yes	4	4	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	82

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	
------------------------------------------------------------------------------------------------------------------	--

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 1000 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 (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Terms and conditions of appointment of independent	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Composition of various committees of board of	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Code of conduct of board of directors and senior	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Details of establishment of vigil mechanism/ Whistle	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Criteria of making payments to non-executive directors	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Policy on dealing with related party transactions	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Details of familiarization programs imparted to	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting	Yes		<a href="https://corporate.apollotyres.com/contact-">https://corporate.apollotyres.com/contact-</a>
Contact information of the designated officials of the	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Financial results	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Shareholding pattern	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://corporate.apollotyres.com/investors/corporate-">https://corporate.apollotyres.com/investors/corporate-</a>
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		<a href="https://corporate.apollotyres.com/investors/announcements/">https://corporate.apollotyres.com/investors/announcements/</a>
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Credit rating or revision in credit rating obtained by the	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Separate audited financial statements of each	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
<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		<a href="https://corporate.apollotyres.com/investors/regulation-46-and-62/">https://corporate.apollotyres.com/investors/regulation-46-and-62/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
Dividend Distribution policy as per Regulation 43A (as	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
It is certified that these contents on the website of the	Yes		<a href="https://corporate.apollotyres.com">https://corporate.apollotyres.com</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No)</b>	<b>Company Remark</b>
<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	

Confidential

Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	
-------------------	--

### 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**

Other Information	
-------------------	--

Confidential

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			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them

(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)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(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
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			

Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

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

--

<p><b>Affirmations</b></p> <p><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></p>
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

<p><b>Company Remarks in case of non-compliant status</b></p>	
---------------------------------------------------------------	--

<p><b>Name:</b>  <b>Designation:</b> anx4Designation  <b>Place:</b>  <b>Date:</b></p>
---------------------------------------------------------------------------------------------------