

BOARD'S REPORT

Dear Member,

Your Directors have pleasure in presenting the 47th Annual Report on the business and operations of Apollo Tyres Ltd. ("the Company"), together with the audited financial statements for the financial year ended March 31, 2020.

FINANCIAL PERFORMANCE

The financial performance of the Company for the financial year ended March 31, 2020 is summarised below:

(₹ Million)

Particulars	Year ended		Year ended	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	Standalone		Consolidated	
Net Sales	108,327	120,896	160,965	172,734
Other Income and Other Operating Income	2,642	3,756	2,774	3,986
Operating Profit (EBIDTA including Other Income)	14,278	15,906	19,623	20,818
Less: Depreciation/Amortisation Exp.	6,207	4,463	11,381	8,127
Finance Cost	2,257	1,379	2,808	1,811
Provision for Tax	728	2,143	670	2,083
Net Profit before share of Profit in Associate/ Joint Venture and Exceptional Items	5,086	7,921	4,764	8,797
Add: Exceptional Items	-	(2,000)	-	(2,000)
Add: Share of Profit in Associate/ Joint Venture	-	-	-	1
Net Profit	5,086	5,921	4,764	6,798

OPERATIONS

In our key market, India, the tyre industry is closely linked to the automobile industry. Given the decline in the Indian auto industry, the tyre industry also saw a degrowth for FY20. According to the 11 months data of FY20 from Automotive Tyre Manufacturer Association (ATMA), the tyre industry declined by 6% as compared to the 11months numbers of FY19.

In the Company's other key market, Europe, the tyre industry performed poorly due to poor growth in the auto sector. A detailed analysis of the tyre industry for India and Europe has been shared in the Management Discussion and Analysis section of the annual report.

On a standalone basis, your Company achieved a net sales of ₹ 108,327 million as against ₹ 120,896 million during the previous financial year. EBIDTA was at ₹ 14,278 million as compared to ₹ 15,906 million during the previous financial year. The Net Profit for the year under review was ₹ 5,086 million, as against ₹ 5,921 million in the previous fiscal.

The consolidated net sales of your Company was ₹ 160,965 million during FY20, as compared to ₹ 172,734 million in FY19. The consolidated EBIDTA was ₹ 19,623 million for FY20 as compared to ₹ 20,818 million for the previous financial year. On consolidated basis, Apollo Tyres earned a Net Profit of ₹ 4,764 million for FY20 as against ₹ 6,798 million for the previous financial year.

RAW MATERIALS

The raw material cost in India had fallen by approx. 5% in FY20 over the previous year aided by a drop in Carbon Black, Synthetic Rubber, Nylon Fabric and Chemicals prices.

Oil based raw materials witnessed a drop due to reduction in crude oil prices. Brent crude prices were 14% lower in FY20 over the previous year. The Brent Crude Oil ruled in the Band of USD 60-65/bbl for most part of this year, however it witnessed a sharp fall in Q4 FY20 to a level of USD 34/bbl in March 2020 due to drop in demand and inability of the major oil producing countries to come to an agreement to regulate the production and supply levels in view of the falling demand on account of COVID-19.

The Indian Rupee was steady at approx. 70 against the USD during first half of the year. The rupee breached the level of 74 by end of the year registering a modest 1% weakening against the USD over the last fiscal.

The domestic natural rubber prices had seen an increase of approx. 7% in the current fiscal year over last year. The domestic supplies were partially impacted during the year due to erratic weather pattern. The international rubber prices witnessed a spike in H2 FY20 on the backdrop of reduced production and supplies from Indonesia and Thailand due to the onset of fungal leaf disease before easing out towards the end due to demand slowdown. The inverted duty structure on natural rubber continued through the year. The port restrictions on natural rubber and the pre-import condition on natural rubber imports under Advance Licences continued during the year.

The anti-dumping duty imposed on imports of Styrene Butadiene Rubber (SBR) from Korea, Thailand and Europe continues. Initiation of Bilateral Safeguard Investigation for import of Poly Butadiene Rubber (PBR) from Korea under the India-Korea CEPA was done in the last year. Anti-subsidy investigation concerning imports of SBR into India from Korea was also initiated in FY20. The conventional grades of Synthetic Rubber –SBR and PBR



are being produced in India leading to import substitution. The Solution SBRs and Nd Neodymium PBR used in the manufacture of tyres with low rolling resistance and Ultra High Performance tyres are not produced in India and need to be sourced from Europe and South East Asia. The custom duty on Bromo Butyl increased from 5% to 10% in July 2019.

The Carbon Black supplies have remained stable after capacity expansion / de-bottlenecking by the local industry and the subdued automobile demand throughout the year. The anti-dumping duty on imports of Carbon Black from China and rubber chemicals from Europe continues.

Nylon fabric showed a moderate weakening in prices in FY20 due to fall in prices in crude oil derivatives. The custom duty on nylon fabric imports continued at 20%. The anti-dumping duty on Fabric imports continued from China.

Steel Import Monitoring System (SIMS) were introduced by the Ministry of Steel on import of all steel products into India effective from November 2019 onwards. In addition, Bureau of India Standards (BIS) norms are being framed for some tyre industry raw materials.

The spread of coronavirus pandemic to different countries in the last quarter and resulting lockdown by various countries worldwide leading to shutdown of manufacturing plants including the raw material suppliers added to the slowdown of overall demand and weakening of the various commodities. The supply chains came under pressure due to additional restrictions and constraints in material movements and port clearances during the lockdown. Suitable contingency actions were timely initiated to secure raw material supplies from alternate countries and sources of supplies with a close monitoring of the supplies on a continuous basis.

DIVIDEND

Your Company has a consistent track record of dividend payment. In compliance with the Dividend Distribution Policy of the Company, the Board of Directors at its meeting held on February 26, 2020 had declared an Interim Dividend of ₹ 3/- (300%) per share of ₹ 1/- each on Equity Share Capital of the Company. The Interim Dividend was paid to the Members of the Company whose name appeared in the Register of Members as on Record Date i.e. March 5, 2020.

The aforesaid interim dividend declared by the Board would be recommended for the approval of Members as Final Dividend for FY20.

RESERVES

The amount available for appropriations, including surplus from previous year amounted to ₹ 39,066 million. Surplus of ₹ 38,066 million has been carried forward to the balance sheet. A general reserve of ₹ 1,000 million has been provided.

BOARD OF DIRECTORS

A) Appointment/ Re-appointment of Director

Ms. Anjali Bansal (DIN: 00207746) was re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 consecutive years with effect from November 1, 2019 to October 31, 2022, through Postal Ballot on September 20, 2019. The Board noted that her continuous association would be of benefit to the Company.

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Sunam Sarkar (DIN: 00058859) Director of the Company, is liable to retire by rotation and being eligible offers himself for re-appointment.

None of the aforesaid Directors are disqualified under Section 164(2) of the Companies Act, 2013. Further, they are not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

B) Changes in Directors and Key Managerial Personnel

During the year under review and between the end of the financial year and date of this report, following are the changes in Directors and Key Managerial Personnel of the Company:-

- (i) Mr. Nimesh N. Kampani & Dr. S. Narayan, Independent Directors, have ceased to be Independent Directors of the Company consequent to their end of tenure on August 5, 2019.
- (ii) Re-appointment of General Bikram Singh (Retd.) (DIN: 07259060) as an Independent Director, for a further period of 3 years from August 11, 2020 to August 10, 2023 for which the approval is sought at the ensuing AGM.

There are no changes in the Key Managerial Personnel of the Company.

C) Declaration by Independent Directors

In terms with Section 149 (7) of the Companies Act, 2013, Independent Directors of the Company have submitted declarations that they meet the criteria of Independence. The Independent Directors have also complied with the Code for Independent Directors as per Schedule IV of the Companies Act, 2013. All our Independent Directors are registered on the Independent Directors Databank.

D) Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board is required to carry out annual evaluation of its own performance and that of its Committees and individual Directors. The Nomination and Remuneration Committee (NRC) of the Board also carries out evaluation of every Director's performance. Accordingly, the Board and NRC of your Company have carried out the performance evaluation during the year under review.

For annual performance evaluation of the Board as a whole, it's Committee(s) and individual Directors including the Chairman of the Board, the Company has formulated a questionnaire to assist in evaluation of the performance. Every Director has to fill the questionnaire related to the performance of the Board, its Committees and individual Directors except himself by rating the performance on each question on the scale of 1 to 5, 1 being Unacceptable and 5 being Exceptionally Good.

On the basis of the response to the questionnaire, a matrix reflecting the ratings was formulated and placed before the Board for formal annual evaluation by the Board of its own performance and that of its Committees and individual Directors. The Board was satisfied with the evaluation results.

E) Separate Meeting of Independent Directors

In terms of requirements under Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on February 26, 2020.

The Independent Directors at the meeting, inter alia, reviewed the following:-

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

F) Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, laid down a Nomination & Remuneration Policy for selection and appointment of the Directors, Key Managerial Personnel and Senior Management and their remuneration. The extract of the Nomination and Remuneration Policy covering the salient features are provided in the Corporate Governance Report forms part of Board's Report.

The Nomination & Remuneration Policy of the Company is available on the website of the Company and the web link is: <https://corporate.apollotyres.com/investors/corporate-governance/?filter=CodesPolicies>

G) Code of Conduct for Directors and Senior Management

The Company has formulated a Code of Conduct for Directors and Senior Management Personnel and has complied with all the requirements mentioned in the aforesaid code.

PRODUCT & MARKETING

In FY20, the APMEA operations continued its focus on key themes for the Indian market - consolidating its leadership position and expanding market share by introducing new products across segments.

In the Medium and Heavy Commercial Vehicle (M&HCV) category, the Company's launched tyres for both Truck Bus Bias (TBB) and Truck Bus Radial (TBR) for the new axle load norms for trucks.

In one of the fastest growing segment of the LCV/SCV category, Pickups, the Company launched the Endumaxx LT range and offered unmatched cost of ownership, highest mileage, a very durable product and fuel savings.

The Passenger Vehicle category saw the Company introducing its 2nd generation All-Terrain SUV tyres, Apterra AT2, for the off-road enthusiasts. Further, the Company introduced Amazer XP, a new age low rolling resistance tyre with low noise and high comfort for the entry level hatchbacks and sedans. This launch was very well received by OEMs as well and readily bagged new OEM fitment for Tata Tigor, Tiago (including the Electric Vehicle models), Renault Kwid, Datsun Go and Go+.

In the agriculture segment, the Company introduced products like VIRAT 23 and VIRAT Harvest.

In the two-wheeler segment, the Company launched 17 new SKUs for the higher premium bikes and scooters and extended its steel radial portfolio with the launch of two new SKUs – Alpha S1 140/60 R17 and 130/70 R17.

In Europe, Vredestein was recognised as 'All-Season Manufacturer of the Year' by Auto Bild. The year also saw success in adding Volkswagen (for VW Golf Mark 8) to the expanding OEM list.

The Company's foray in the TBR segment in Europe is bearing fruits. It launched an additional SKUs on the 17.5" range bringing its market coverage on 17.5" range to 70%.

In Agricultural segment, the Company introduced the world's tallest radial flotation tyre and set new standards in terms of rolling ability and soil preservation and in a world-beating diameter of 2.15 metres. This was followed by the introduction of a new tractor tyre, the Vredestein Traxion 65.

In the bicycle tyres, the Company was also a proud recipient of the coveted Eurobike Award for its Vredestein Fortezza Flower Power bicycle tyre. In the Motorcycle segment, the Company introduced the Centauro range of sport touring radial tyres designed especially for motorcycles on European roads.

A detailed analysis of the Company's key initiatives for both regions have been shared in the Management Discussion and Analysis section of the annual report.



FUTURE OUTLOOK

With the worldwide outbreak of COVID-19, the global economy is staring at a severe recession. To counter the pandemic, countries across the globe have resorted to lockdowns which have brought the economy to a standstill. While the debate between 'Lives and Livelihood' rages across the world, the International Monetary Fund (IMF) has issued a warning that the repercussion of COVID-19 will be similar to the "worst recession since the Great Depression" and will dwarf the economic damage caused by the global financial crisis a decade back.

With the countrywide lockdown, India will certainly be hit hard and IMF along with other rating agencies have sharply slashed India's growth estimate for FY21 ranging from 0% to 1.9% from the 5.8% estimated in January. According to the European Economic Forecast, EU economy is expected to contract by 7.5% in 2020 and bounce back by 6% in 2021.

The COVID-19 has grave consequences for the automobile industry and all related sectors, with most automobile manufacturers having announced temporary closures of plants due to collapsing demand, supply shortages and government measures. OEMs in India are forecasting a degrowth of between 30-40% in FY21 demand given the BS-VI implementation and the price increase, COVID-19 impact, poor consumer sentiment and liquidity crunch, which in turn will seriously impact the tyre industry.

Against the bleak global, Indian and European outlook, Apollo Tyres has adopted a cautious approach. The focus is on employee safety and conserving cash. The Company is re-engineering production and cutting down on all bad costs and focusing on the good cost – R&D, eTraining, Brand building, etc.

The APMEA region is witnessing some traction in demand in the CV and the agri space and it has put in place all necessary plans to tap this demand. In the multiple categories like LCV/SCV, two-wheeler and OHT, the Company will continue its efforts to drive radialisation as it offers the best value to the customers and maintaining the strong technology strength of the Company. In other categories, the Company is continuing its progress in numerous product developments to compete and gain market share whilst keeping its customers business needs at the forefront. There are a host of new product launches planned in FY21 and the Company is exploring the digital medium and innovative ways like virtual launches to reach the customers.

The Europe region will continue to focus on the passenger car segment and introduce new dedicated UHP products in the All-Season and Winter range to gain market share. The year ahead will also see an acceleration of introducing the TBR range in key European markets. The Company will continue to target growing the overall distribution footprint by engaging new customers across Europe and penetrating the car dealer channel.

MANUFACTURING FACILITY AT ANDHRA PRADESH

The Company was allocated ~256 acres land by Andhra Pradesh Industrial Infrastructure Corporation (APIIC) for setting up project. The Company obtained pre establishment approvals from various Departments including Consent for Establishment, Building plan approval and Fire NOC before start of construction in November, 2018. Services and external infrastructure work is in final stages of completion. Manpower recruitment is completed, training is in progress. Total 151 management personnel have been recruited. All major process equipment for PCR and TBR tyres have been commissioned. Pre operational approvals are being obtained to start commercial production. Capacity creation is being staggered in line with market requirement to the extent possible.

MATERIAL CHANGES AND COMMITMENTS

Except the impact of COVID-19 as mentioned in this report, no material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

SIGNIFICANT MATERIAL ORDERS PASSED BY REGULATORS

No significant material orders have been passed during the year under review by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review.

INTERNAL FINANCIAL CONTROLS

Internal Financial Control (IFC) means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, timely prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has identified and documented key internal financial controls as part of standard operating procedures (SOPs). The SOPs are designed for critical processes across all plants, warehouses and offices wherein financial transactions are undertaken. The SOPs cover the standard processes, risks, key controls and each process is identified to a process owner. In addition, the Company has a well-defined Financial Delegation of Authority (FDOA), which ensures approval of financial transaction by appropriate personnel.

The Company uses SAP-ERP to process financial transactions and maintain its books of accounts. The SAP has been setup to ensure adequacy of financial transactions and integrity & reliability of financial reporting. SAP was implemented in the European operations in year 2016. SAP was also implemented at Company's Greenfield plant in Hungary.

The financial controls are evaluated for operating effectiveness through management's ongoing monitoring and review process, and independently by Internal Audit. The testing of controls by Internal Audit are divided into three separate categories; a) automated controls within SAP, b) segregation of duties within SAP and restricted access to key transactions, c) manual process controls.

In our view, the SOPs, FDOA, SAP-ERP and independent reviews by the Internal Audit help in establishing adequate internal financial controls with reference to its financial statements and such internal financial controls are operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Regulation 34 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

SUBSIDIARY/ ASSOCIATE COMPANIES

As the Company follows its vision to become a global tyre brand of choice, it has multiple Subsidiaries for facilitating these operations in various countries. As on March 31, 2020, your Company had 35 Overseas Subsidiary Companies (including step subsidiaries), 1 Associate Company and 1 Joint Venture.

Apollo (South Africa) Holdings (Pty) Ltd. had executed a sale of shares agreement with Tacoma Foods (Pty) Ltd. to sell its entire stake in Pressurite (Pty) Limited effective May 31, 2019. Hence Pressurite (Pty) Limited is no more an Associate Company of Apollo (South Africa) Holdings (Pty) Limited.

Rubber Research LLC, a wholly owned subsidiary of Apollo Tyres Cooperatief U.A. was liquidated on July 25, 2019.

S.C. Vredestein RO S.R.L., a wholly owned subsidiary of Apollo Vredestein Kft. was liquidated on November 11, 2019.

As per the provisions of Section 129 of the Companies Act, 2013, the consolidated financial statements of the Company, its Subsidiaries and Associates are attached in the Annual Report. A statement containing brief financial details of all the Subsidiaries and Associates of the Company for the year ended March 31, 2020, forms part of the Annual Report. The annual accounts of Subsidiaries and Associates will be made available to shareholders on request and will also be kept for inspection by any shareholder at the Registered Office and Corporate Office of your Company. A

statement in Form AOC-1 containing the salient features of the financial statements of the Company's Subsidiaries, Associates and Joint Venture is also attached with financial statements.

MATERIAL SUBSIDIARIES

Your Company has following material unlisted Subsidiaries viz. Apollo Vredestein B.V., Apollo Tyres (Hungary) Kft., Apollo Tyres B.V., Apollo Tyres Cooperatief U.A. and Apollo Tyres Holdings (Singapore) Pte Ltd. as on March 31, 2020.

Pursuant to Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Akshay Chudasama, an Independent Director of the Company was nominated as Director on the Board of Apollo Vredestein B.V., Apollo Tyres (Hungary) Kft., Apollo Tyres Holdings (Singapore) Pte Ltd. and Ms. Pallavi Shroff, an Independent Director of the Company was nominated as Director on the Board of Apollo Tyres B.V. & Apollo Tyres Cooperatief U.A, with effect from April 1, 2019.

a) Apollo Vredestein B.V.

Apollo Vredestein B.V. focuses on manufacturing, marketing, sales and distribution of tyres and supplies tyres for passenger cars, commercial vehicles, agricultural and industrial vehicles and bicycles. The Company's distribution network extends through Europe.

During FY20, new product lines have been introduced in the Business categories passenger car, two wheelers, agricultural and truck & bus. Key Technology developments done during the year were Ultra Low Rolling Resistance, RunFlat and Foam Applications. These developments are strongly supported by Material Developments including new innovative Raw Materials and new Processes in mixing building and curing.

At the close of FY20, the Company submitted a Request for Advice to specialize Enschede plant over a period of two years in order to have a 'sustainable business' and focus on producing only high-value tyres. Given the current operating environment, the Company cannot produce certain tyre sizes at a sustainable and competitive level and plans to specialise towards high-value tyres to secure a sustainable future for the plant in the Netherlands. Currently, the Company is in discussion with Works Council to reach a conclusion on the way forward.

b) Apollo Tyres (Hungary) Kft.

Apollo Tyres (Hungary) Kft. was established with an aim to set up a 'state of the art' automotive tyre manufacturing facility in Hungary which will produce both passenger car tyres and commercial vehicle tyres.

During FY20, the company has completed its Greenfield project within the agreed timelines. Production ramp up for both Passenger car & Commercial vehicle tyres continued during the year.



c) Apollo Tyres Holdings (Singapore) Pte. Ltd.

The Company is a private Company limited by shares incorporated and domiciled in Singapore. The principal activities of the Company is that of sourcing raw materials for Apollo manufacturing plants in India and Europe besides the provision of other services to the group. 50% of the raw material procurement is for Natural Rubber. Major sourcing countries are Thailand, Indonesia and China. Company has also started outsourcing finished goods for APMEA and AVBV regions for certain specific tyre/tube range.

Global Supply Chain team based out of Singapore consolidates and manages Global Ocean Freight, Transport Optimization, Offtake activities, Supply Chain Cost Analysis and reduction, Mould Management and Certification Projects.

In addition, Corporate HR team, based out of Singapore, is managing and facilitating the effective deployment of HR systems and policies in key areas such as Talent Acquisition, Rewards & Mobility, Talent Management, and core HR processes, which are aligned to the business objectives of Apollo Tyres with the mandate of enhancing organizational effectiveness, contain people costs and human capital utilization.

d) Apollo Tyres B.V.

Apollo Tyres B.V. incorporated in Netherlands is a Holding Company with two Subsidiaries, Apollo Vredestein B.V. and Apollo Tyres (Hungary) Kft.

e) Apollo Tyres Cooperatief U.A.

Apollo Tyres Cooperatief U.A. a direct Subsidiary of the Company is incorporated in Netherlands. The Company is primarily acting as a Holding Company.

DEPOSITS

During the year under review, your Company did not accept deposits covered under Chapter V of the Companies Act, 2013.

AUDITORS

M/s. Walker Chandio & Co LLP, Chartered Accountants, Firm Registration No. 001076N/N500013 (the firm licenses audit software as well as audit methodology from Grant Thornton International Ltd), had been appointed as Statutory Auditors of your Company for a period of 5 years from FY18 to FY22 at the Annual General Meeting held on July 5, 2017.

AUDITORS' REPORT

The report given by M/s. Walker Chandio & Co LLP, Chartered Accountants, Statutory Auditors on financial statements of the Company for FY20 is part of the Annual Report. The comments on statement of accounts referred to in the report of the Auditors are self explanatory. The Auditors' Report does not contain any qualification, reservation or adverse remark.

During the year under review, the Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

COST AUDIT

M/s. N.P. Gopalakrishnan & Co., Cost Accountants, were appointed with the approval of the Board to carry out the cost audit in respect of the Company's plants at Perambra (Kerala), Limda (Gujarat), Chennai (Tamil Nadu) and Chinnapandur (Andhra Pradesh) as well as Company's leased operated plant at Kalamassery (Kerala) for FY20.

Based on the recommendation of the Audit Committee, M/s. N.P. Gopalakrishnan & Co., Cost Accountants, being eligible, have also been appointed by the Board as the Cost Auditors for FY21 subject to Members' approval. The Company has received a letter from them to the effect that their re-appointment would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for such re-appointment within the meaning of Section 141 of the Companies Act, 2013. The remuneration to be paid to M/s. N.P. Gopalakrishnan & Co., for FY21 is subject to ratification of the shareholders at the ensuing AGM.

Cost records as specified by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013 are made and maintained by the Company.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had re-appointed M/s. PI & Associates, Company Secretaries as Secretarial Auditor of the Company for FY20 to undertake secretarial audit of the Company.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Secretarial Audit Report given by Secretarial Auditors is annexed with the report as Annexure I.

MEETINGS OF THE BOARD OF DIRECTORS

A calendar of meetings is prepared and circulated in advance to the Directors. During the year, 5 (five) Board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of all Board/ Committee meetings held are given in the Corporate Governance Report.

AUDIT COMMITTEE

The details of the Audit Committee including its composition and terms of reference mentioned in the Corporate Governance Report form part of Board's Report.

The Board, during the year under review, had accepted all recommendations made to it by the Audit Committee.

VIGIL MECHANISM

The Company has formulated a vigil mechanism through Whistle Blower Policy to deal with instances of unethical behaviour, actual or suspected, fraud or violation of Company's code of conduct or ethics policy. The details of the policy are explained in the Corporate Governance Report and also posted on the website of the Company.

COMMITTEES OF BOARD

Pursuant to requirement under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has constituted various Committees of Board such as Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Business Responsibility Committee, Risk Management Committee and Corporate Social Responsibility Committee. The details of composition and terms of reference of these Committees are mentioned in the Corporate Governance Report.

SHARE CAPITAL

During the year under review, on March 23, 2020, the Authorised Share Capital of the Company was increased from ₹ 750,000,000 (Rupees seven hundred and fifty million only) to ₹ 15,750,000,000 (Rupees fifteen thousand seven hundred and fifty million only) divided into:-

- (i) 750,000,000 (Seven hundred and fifty million) Equity Shares of ₹ 1/- each;
- (ii) 150,000,000 (One hundred and fifty million) Preference Shares of ₹ 100/- each.

As on March 31, 2020, the Issued, Subscribed and Paid-up Equity Share Capital of the Company was 572,049,980 equity shares of ₹ 1/- each.

As on April 22, 2020, the Issued, Subscribed and Paid-up Preference Share Capital was 54,000,000 6.34% Compulsorily Convertible Preference Shares of ₹ 100/- each.

a) Issue of equity shares with differential rights

Your Company has not issued any equity shares with differential rights during the year under review.

b) Issue of sweat equity shares

Your Company has not issued any sweat equity shares during the year under review.

c) Issue of employee stock options

Your Company has not issued any employee stock options during the year under review.

d) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees

Your Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees during the year under review.

COMPULSORILY CONVERTIBLE PREFERENCE SHARES

During the year under review, the Members of the Company approved the issue of 6.34% Compulsorily Convertible Preference Shares (CCPS) upto 108,000,000 (One hundred and eight million) having a face value of ₹ 100/- each aggregating to ₹ 10,800,000,000 (Rupees ten thousand eight hundred million only) to be allotted to Emerald Sage Investment Ltd ('the Allottee'), an affiliate of Warburg Pincus LLP, by way of preferential allotment on a private placement basis in Public category. The aforesaid CCPS shall be convertible into 63,050,966 (Sixty three million fifty thousand nine hundred and sixty six) equity shares of the Company at a face value of ₹ 1/-each at a conversion price of ₹ 171.29 each.

The Company entered into an Investment Agreement dated February 27, 2020 and Amendment Agreement dated April 21, 2020 with Allottee, certain specified persons belonging to the promoter and promoter group of the Company for the aforementioned preferential allotment.

In terms of the Amendment Agreement dated April 21, 2020, the parties agreed to make the allotment in 2 Tranches.

In Tranche 1 CCPS allotment of 54,000,000 (Fifty four million) aggregating to ₹ 5,400,000,000 (Rupees five thousand four hundred million only) was made to the allottee on April 22, 2020 which shall be convertible into 31,525,483 equity shares of ₹ 1/- each at a conversion price of ₹ 171.29 within 18 months from the date of allotment. Such conversion may take place earlier of either (i) at the option of the Proposed Allottee, or (ii) at the earliest date occurring at any time after 21 (twenty one) trading days from the date of issue of the CCPS to the Proposed Allottee on which the 21 (twenty one) days' average of the daily volume weighted average price of the equity shares of the Company on the National Stock Exchange of India Limited reaches at least the conversion price of the CCPS.

The Tranche 2 CCPS of 54,000,000 (Fifty four million) amounting to ₹ 5,400,000,000 (Rupees five thousand four hundred million only) will be allotted on or before October 7, 2020 in accordance with the terms of an amendment agreement executed on April 21, 2020 amongst the Company, the Allottee and certain persons belonging to the promoter and promoter group of the Company subject to members approval.

After Tranche 1, the cumulative fully diluted ownership of affiliates of private equity funds managed by Warburg Pincus LLC on a converted basis, including the Allottee, as on date is approximately



13.7%. Post the allotment of Tranche 2 CCPS, this would increase to approximately 18%.

DEBENTURES

The following series of Secured Redeemable Non-Convertible Debentures (NCDs) were issued and allotted by the Company through Private Placement:-

Sl. No.	Series of NCDs	No. of NCDs @ Face Value ₹ 10,00,000 each	Value (₹ in Million)	Date of Allotment
1	APT 8.75% NCDs 2030	5,000	5,000	April 9, 2020
2	Apollo Tyre 7.70% NCDs 2025	5,000	5,000	May 18, 2020

The aforesaid NCDs are listed on the debt segment of the National Stock Exchange of India Limited (NSE).

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, your Company has not given any loan or guarantee which is covered under the provisions of Section 186 of the Companies Act, 2013. However, details of investments made during the year are given under notes to the financial statements.

RELATED PARTY TRANSACTIONS

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Suitable disclosures as required by the Indian Accounting Standards have been made in the notes to the financial statements. The policy on related party transactions as approved by the Board is uploaded on the Company's website.

MANAGERIAL REMUNERATION

- The details required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in the Corporate Governance Report.
- During the year under review, Mr. Neeraj Kanwar (DIN: 00058951), Vice Chairman & Managing Director, also received remuneration from Apollo Tyres (UK) Pvt. Ltd., wholly owned Subsidiary of the Company.

PARTICULARS OF EMPLOYEES

Particulars of employees as required in terms of the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure A to the Board's Report.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has in place a formal policy for prevention of sexual harassment of its employees at workplace and the Company has complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

HEALTH, SAFETY & ENVIRONMENT

As a firm commitment to Health, Safety and Environment (HSE), the year saw multiple initiatives to implement and review the HSE plans and achieve the defined KPIs. For details on HSE, please refer to Management Discussion and Analysis Report.

AWARDS AND RECOGNITIONS

In its constant quest for growth and excellence, your Company was honoured and recognised at various forums. The prominent Awards are listed below for your reference.

Name of the Award	Category	Awarded by
India's Best Companies to Work For 2019	Auto & Auto Components Industry	Great Places To Work
Pitch Top 50 Brands	Globetrotters	Exchange4media
Brand Vid 2019	Best Brand Influencer Collaboration	Indian Television
Consumer Reports Survey		Consumer Reports
Compliance 10/10 awards	Compliance Program Award	Legasis (Co-hosted by BSE)
ICSI CSR Excellence award 2019	Best Corporate in Large Category	Institute of Company Secretaries of India (ICSI)
EFFIE Awards	Automotive Aftermarket	Effie
The Customer FEST Award 2020	Best Reward Program	
IPR Leadership Awards	Excellent Contribution in the Field of Patents	Social Talks
Assocham Women Achiever's Award 2019	Best Organisation supporting Women 360 degree Best Initiative taken by Women	Assocham India

RISK MANAGEMENT

The Company has constituted a Risk Management Committee (RMC) of the Board comprising of Directors and Senior Executives of the Company. The RMC has a Risk Management Charter and Policy that is intended to ensure that an effective Risk Management framework is established and implemented within the organisation. The Company has also formed Internal Risk Committees (IRCs), which review risk registers for Asia Pacific Middle East Africa (APMEA) Region including India, Europe region and Corporate Functions headed by President (APMEA), President (Europe) and Chief Financial Officer as Chairman of the respective Committees. The IRCs review each risk on a quarterly basis and evaluate its impact and plans for mitigation. The terms of reference of the RMC including its composition are mentioned in the Corporate Governance Report which forms part of the Board's Report.

CORPORATE SOCIAL RESPONSIBILITY

The Company initiated its CSR activities way before the Companies Act, 2013 came in existence. The Company has a well-defined CSR policy which is made as per the requirement of Section 135 of the Companies Act, 2013. All the CSR activities are aligned with National Goals and Sustainable Development Goals. The Company has a CSR team, who exclusively works towards achievement of CSR goals of the organisation. All the CSR activities of the Company are routed through registered trust (Apollo Tyres Foundation) and runs under the close monitoring and guidance of CSR committee.

In the reporting year, the organisation has undertaken various initiatives related to Healthcare Programme for Trucking Communities, Solid Waste Management and Sanitation Programme, Livelihood for Underprivileged Women, Biodiversity Conservation and Philanthropy Initiatives; focussing on eradicating hunger and poverty, preventive health and promoting education.

Corporate Social Responsibility Report, pursuant to clause (o) of sub section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 including salient features mentioned under outline of Company's CSR policy forms part of this Report as Annexure II.

The CSR Policy of the Company is available on the website of the Company and the weblink is: - <https://corporate.apollotyres.com/investors/corporate-governance/?filter=CodesPolicies>

BUSINESS RESPONSIBILITY REPORT

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the top 500 Listed Companies by market capitalisation to include Business Responsibility Report ("BR Report") in their Annual Report.

Your Company falls under the top 500 Listed Companies by market capitalisation. Accordingly, a BR Report describing the initiatives taken by the Company from an environmental, social and governance perspective, forms part of this Report as Annexure III.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, are given in Annexure IV, forming part of this report.

ANNUAL RETURN

The extract of the annual Return in Form MGT-9 is enclosed herewith as Annexure V, forming part of this report.

As per Section 134 (3) (a) of the Companies Act, 2013, the Annual Return referred to in Section 92 (3) has been placed on the website of the Company www.apollotyres.com under the Investors Section.

CORPORATE GOVERNANCE REPORT

Your Company always places major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an organisation's corporate governance philosophy is directly linked to high performance.

The Company is committed to adopting and adhering to established world-class corporate governance practices. The Company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large, and strives to serve their interests, resulting in creation of value and wealth for all stakeholders.

The compliance report on corporate governance and a certificate from M/s. Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditors of the Company, regarding compliance of the conditions of corporate governance, as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as Annexure VI to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;



- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL STANDARDS

During the year under review, your Company had complied with all the applicable Secretarial Standards.

ACKNOWLEDGEMENT

Your Company's organisational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilisation of the Company's resources for sustainable and profitable growth.

Your Directors wish to place on record their appreciation to the respective State Governments of Kerala, Gujarat, Haryana, Tamil Nadu and Andhra Pradesh and the National Governments of India, Netherlands and Hungary. We also thank our customers, business partners, members, bankers and other stakeholders for their continued support during the year. We place on record our appreciation for the contribution made by all employees towards the growth of your Company.

For and on behalf of the Board of Directors

Place: New Delhi
Date: May 19, 2020

ONKAR S. KANWAR
Chairman & Managing Director

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

ANNEXURE I

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Apollo Tyres Limited
(L25111KL1972PLC002449)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Apollo Tyres Limited (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and as applicable to the Company, in the manner and subject to the reporting made hereinafter:

Subject to the limitations given in this report, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - f. The Securities and Exchange Board of India (Registrars and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)
 - h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) We further report that with respect to the compliance of the below mentioned laws, we have relied on the representations made by the Company and its officers for system and mechanism framed by the Company for compliances under other the following Specific laws applicable as mentioned hereunder:
1. Pneumatic Tyres and Tubes for Automotive Vehicles (Quality Control), Order, 2009; and
 2. Bureau of India Standards Act, 1986 and the Rules made thereunder as applicable to Tyre Industry;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ('Listing Regulations')).

Subject to the limitations given in this report, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at



least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision were carried through and there were no instances where any director expressing any dissenting views.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that as per SEBI Circular No SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018, companies which are large corporates, are required to borrow atleast 25% of their incremental borrowing during the last financial year in form of debt securities. It has been informed to us that due to the Force Majeure event that gripped not only the nation but the whole world due the situation arising out of COVID-19 pandemic, the planned long-term borrowing of ₹ 500 crores of the Company scheduled for second half of March 2020, through the Debt Capital Market (DCM), got deferred as the investors indicated that given the uncertainty, they could disburse only post March 31, 2020. Considering the situation arising out of COVID-19 pandemic, we have not formed an adverse opinion on the said matter.

We further report that during the audit period the following event(s) occurred during the year which have a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc. referred to above.

- Passing of Special Resolution in terms of Section 180(1)(c) of the Act to borrow such amount from banks/ financial institutions/ bodies corporates the aggregate of which shall not at any time exceed the limits of ₹ 65,000 million (Rupees Sixty-five thousand million only) for the business purposes of the Company.
- Passing of Special Resolution in terms of Section 180(1)(a) of the Act, to enable the Company to create/mortgage/charge/ hypothecation etc. to the extent of ₹ 65,000 million (Rupees Sixty-five thousand million only) on any movable/immovable property of the Company.
- Increase of its Authorised Share Capital from the existing ₹ 75,00,00,000/- (Rupees Seventy-Five Crores Only) divided into 73,00,00,000 (Seventy-Three Crores) equity shares of ₹ 1

each/- and 2,00,000 (Two Lakhs only) Cumulative Redeemable Preference Shares of ₹ 100/- each to ₹ 15,75,00,00,000/- (Rupees One Thousand Five Hundred Seventy-Five Crores Only) divided into 75,00,00,000 (Seventy-Five Crores) equity shares of ₹ 1/- each and 15,00,00,000 (Fifteen Crores only) Preference shares of ₹ 100/- each. Consequently, Alteration of Clause V of the Memorandum of Association of the Company by replacing the existing Clause V.

- The Company has entered into an agreement with Emerald Sage Investment Ltd (an affiliate of Warburg Pincus LLC) to issue of 10,80,00,000 (Ten Crores Eighty Lakhs only) 6.34% Compulsorily Convertible Preference Shares having Face value of ₹ 100 each (Rupees One Hundred only) by way of preferential allotment on a private placement basis.
- Approval of issuance of Non-Convertible Debentures aggregating to ₹ 15,000 Million on Private Placement basis to be allotted in one or more tranches.

Limitations

It is to be noted that due to lockdown and social distancing guidelines issued by the Ministry of Home Affairs (MHA) on different dates vide orders dated March 29, 2020, April 15, 2020 and May 01, 2020 for containment of spread of Covid-19, the abovementioned documents, registers, forms, etc. have not been physically verified by us, as being maintained by the Company at their offices. While we have taken all possible steps to verify the records as made available to us by the Company through electronic medium and taken confirmation from the Company, wherever required but the audit was done subject to limitation of availability of documents.

For **PI & Associates**
Company Secretaries

Sd/-
Ankit Singhi
Partner

ACS No.: 20642

C P No.: 16274

Place: New Delhi

Date: May 19, 2020

UDIN: A020642B000254458

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,
The Members,
Apollo Tyres Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Compliance Certificate/Management Representation Letter about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **PI & Associates**
Company Secretaries

Sd/-

Ankit Singhi

Partner

ACS No.: 20642

C P No.: 16274

UDIN: A020642B000254458

Place: New Delhi
Date: May 19, 2020



ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. OUTLINE OF COMPANY'S CSR POLICY

Apollo Tyres Ltd being conscious of the triple bottom line coherence (People, Planet, Profit), has developed a CSR framework identifying its key stakeholders. The key stakeholders are- Customer, Employees, Supply Chain Partners and Community. Environment is also considered a crucial stakeholder, hence Biodiversity features as a global initiative with projects ranging in India and Hungary.

The CSR framework clearly revolves around the principle of three I's i.e. to Involve, Influence and Impact. The CSR initiatives are delivered through Apollo Tyres Foundation (ATF). ATF has a strong focus on impact, as it delineates the overall influence of its programme.

The programmes are categorised into two broad themes: Environment and Social (which has health and community development). Within the themes there are 4 core areas of work:

1. Healthcare Programme for Trucking Community
2. Solid Waste Management and Sanitation
3. Livelihood for Underprivileged Women
4. Biodiversity Conservation

In addition to above there are few local initiatives around manufacturing locations such as Watershed Management, Renewable Energy Proliferation projects, Road Safety Awareness and Computer Literacy.

CSR policy of Apollo covered all the activities which are mentioned in Schedule VII of Companies Act, 2013 but does not include the following:

1. Activities undertaken in pursuance of normal course of business of the Company;
2. Activities that benefit only the employees of the Company and their families; and
3. Contribution to any political party.

Programmes proposed to be undertaken

Following are the proposed initiatives which will be undertaken by the Company:

- 1) **Healthcare Programme for trucking community** at 32 transshipment locations (ongoing). Incorporate more health services at the locations.
- 2) **Solid Waste Management and Sanitation Programme (SPARSH)** in different transshipment hubs and communities around manufacturing locations (ongoing). Introduction of up-cycle products from waste. End of Life Tyre Playgrounds at selected location and toilet

construction initiative to promote safe sanitation at Chennai location.

- 3) **Livelihood for underprivileged women:** Expansion at Baroda, Kottayam and Chennai location (ongoing).
- 4) **Biodiversity Conservation:** Mangrove conservation project at Kannur, Kerala. Conservation and maintenance of biodiversity parks in Kochi Tree plantation with objective of carbon sequestration at Tamil Nadu (ongoing).
- 5) **Local Initiatives:** Expansion of job counselling and employability training for ITI and other Graduates in Kochi and Chennai. Computer literacy projects in the villages around Chennai plant. Watershed management project such as pond conservation and drinking water project around manufacturing units.
- 6) **Philanthropic Initiatives:** Sponsorship of education of underprivileged girls in Dehradun, Uttarakhand (Himjyoti School), Feeding of people outside AIIMS hospital (Delhi Langar Society), Medicine support to underprivileged (Delhi Commonwealth Women's Association), Ration support to old age home (DAVO Ngo) and others during the year.

Web Link:

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is <https://corporate.apollotyres.com/en-in/responsibility/policies-documents/>

2. THE COMPOSITION OF THE CSR COMMITTEE.

- A. Onkar S. Kanwar-Chairman of the Committee
- B. Sunam Sarkar-Member of the CSR Committee
- C. General Bikram Singh (Retd) - Member of CSR Committee
- D. Anjali Bansal- Member of the CSR Committee

3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS: ₹ 9,185.87 MILLION

4. PRESCRIBED CSR EXPENDITURE (TWO PER CENT OF THE AMOUNT AS IN ITEM 3 ABOVE): ₹ 183.70 MILLION

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR:

- (a) Total amount to be spent for the financial year: ₹ 183.70 Million
- (b) Amount unspent, if any: Nil

(c) Manner in which the amount spent during the financial year is detailed below:

(₹ Million)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
1	HIV-AIDS awareness & prevention programme (Migrant Project)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Delhi, Delhi	2.39	2.38	2.38	Global Organisation for Life Development
2	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Agra, Uttar Pradesh	3.19	3.08	3.08	Jan Chetna Sewa Samiti
3	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Bangalore, Karnataka	3.17	2.97	2.97	Hindustan Latex Family Planning Promotion Trust & Society for Peoples Action for Development
4	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Health Care Centre, Barmana, Himachal Pradesh	1.06	0.80	0.80	ACC Trust
5	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Chennai, Tamil Nadu	2.70	2.59	2.59	Confederation of Surface Transport Tamil Nadu
6	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Chhindwara, Madhya Pradesh	2.20	2.12	2.12	Young Men's Christian Association
7	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Chhindwara, Madhya Pradesh	1.66	1.02	1.02	Utkal Sevak Samaj
8	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Delhi, Delhi	10.66	9.08	9.08	Apollo Tyres Foundation
9	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Delhi, Delhi	3.29	3.24	3.24	Nav Srishti
10	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Health Care Centre, Farakka, West Bengal	1.38	1.32	1.32	Ambuja Cement Foundation
11	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Guwahati, Assam	3.38	3.21	3.21	Global Organisation for Life Development
12	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Gurgaon, Haryana	1.74	1.54	1.54	Child Survival India
13	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Gwalior, Madhya Pradesh	2.66	2.56	2.56	Jan Chetna Sewa Samiti
14	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Hyderabad, Telangana	3.43	3.18	3.18	Telugu Network of People Living With HIV/AIDS
15	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Indore, Madhya Pradesh	3.09	2.96	2.96	Adarsh Jan Seva Sansthan
16	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Jaipur, Rajasthan	2.57	2.48	2.48	Institute for Global Development
17	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Jalandhar, Punjab	2.98	2.83	2.83	Pahal



(₹ Million)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
18	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Jodhpur, Rajasthan	2.50	2.33	2.33	Institute for Global Development
19	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Kanpur, Uttar Pradesh	3.44	3.36	3.36	Jan Kalyan Maha Samiti
20	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Karim Nagar, Telangana	1.45	1.33	1.33	Telugu Network of People Living With HIV/AIDS
21	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Health Care Centre, Kolkata, West Bengal	1.63	1.57	1.57	Ambuja Cement Foundation
22	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Mumbai, Maharashtra	3.01	2.84	2.84	Alert India
23	HIV-AIDS awareness & prevention programme (Migrant Project)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Delhi, Delhi	3.03	2.82	2.82	Shree Sevanidhi Trust
24	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Nagpur, Maharashtra	2.51	2.41	2.41	Young Men's Christian Association
25	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Health Care Centre, Nalagarh, Himachal Pradesh	1.70	1.56	1.56	Ambuja Cement Foundation
26	HIV-AIDS awareness & prevention programme (Migrant Project)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Delhi, Delhi	2.36	2.28	2.28	Confederation of Surface Transport Tamil Nadu
27	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Patna, Bihar	3.08	2.93	2.93	Step Foundation
28	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Pune, Maharashtra	2.44	2.31	2.31	Magmo Welfare Sanstha
29	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Pune, Maharashtra	2.48	2.32	2.32	Kalyani Social Welfare & Research Organization
30	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Health Care Centre, Surat, Gujarat	1.10	1.04	1.04	Ambuja Cement Foundation
31	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Varanasi, Uttar Pradesh	2.49	2.42	2.42	Jan Kalyan Maha Samiti
32	HIV-AIDS awareness & prevention programme (Targeted Intervention)	Promoting Preventive Health	Apollo Tyres Health Care Centre, Vijayawada, Andhra Pradesh	3.63	3.49	3.49	Vasavya Mahila Mandali
33	TB awareness & prevention programme	Promoting Preventive Health	Apollo Tyres Health Care Centre, Delhi, Delhi	0.86	0.75	0.75	Apollo Tyres Foundation
34	Drinking Water Project	Promoting Preventive Health	Chinnapanduru Gram Panchayath	1.49	1.30	1.30	Piramal Water Private Limited
35	Promoting livelihood generation activities	Livelihood Enhancement Projects	Chinnapanduru Gram Panchayath	1.59	1.60	1.60	Rashtriya Seva Samithi & Help Foundation
36	Community solid waste management project; Clean My Village	Ensuring Environmental Sustainability	Clean My Village, Gujarat	4.24	4.08	4.08	Harsidhhi Corporation Pvt. Ltd.

(₹ Million)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
37	Skill building & income generation projects for the community	Livelihood Enhancement Projects	Waghodiya Taluka, Baroda, Gujarat	10.60	9.97	9.97	Apollo Tyres Foundation
38	General Health camps for community people	Promoting Preventive Health	Baroda, Gujarat	0.32	0.35	0.35	Apollo Tyres Foundation
39	Improved Farming Practices for community	Livelihood Enhancement Projects	Baroda, Gujarat	1.39	1.38	1.38	Shrishti Organics
40	Improved Farming Practices for community	Livelihood Enhancement Projects	Baroda, Gujarat	4.57	4.55	4.55	Shrishti Organics
41	Mass supply of protective gear & ration support	Eradication Hunger, Poverty & Malnutrition	Gurgaon, Haryana	3.00	3.00	3.00	Apollo Tyres Foundation
42	Mass supply of protective gear & ration support	Eradication Hunger, Poverty & Malnutrition	Chinnapanduru Gram Panchayath	0.80	0.79	0.79	Apollo Tyres Foundation
43	Mass supply of protective gear & ration support	Eradication Hunger, Poverty & Malnutrition	Baroda, Gujarat	0.30	0.29	0.29	Apollo Tyres Foundation
44	Mass supply of protective gear & ration support	Eradication Hunger, Poverty & Malnutrition	Oragadam, Sennakuppam & Mathur Village, Kancheepuram District, Chennai, Tamil Nadu	1.40	1.33	1.33	Apollo Tyres Foundation
45	Mass supply of protective gear & ration support	Eradication Hunger, Poverty & Malnutrition	Kodakara Panchayat, Perambra, Kerala	0.60	0.58	0.58	Apollo Tyres Foundation
46	Education support to under privileged children	Promoting Education	Delhi	0.70	0.70	0.70	Christel House India
47	Monthly Ration support for the under privileged people	Eradication Hunger, Poverty & Malnutrition	New Delhi	1.50	1.50	1.50	Delhi Langar Seva Society
48	Blanket distribution to under privileged rural community	Eradication Hunger, Poverty & Malnutrition	Delhi, Delhi	0.20	0.20	0.20	Taru Foundation
49	Monthly Ration support for the under privileged people	Eradication Hunger, Poverty & Malnutrition	Delhi, Delhi	0.20	0.16	0.16	DAVO NGO
50	Computer Training set up for under privileged women at Tezpur Assam	Promoting Education	Tezpur, Assam	0.50	0.50	0.50	Tezpur Mahila Samiti, Assam
51	Support to girl education	Promoting Education	Telangana	0.03	0.03	0.03	Shyamala Devi Junior College for Girls, Telangana
52	Awareness workshop on Peace	Promoting Education	Delhi	0.50	0.50	0.50	Delhi Chinmaya Seva Trust
53	Income generation training to mentally challenged people at Reddypalayam, Chennai	Promoting Education	Reddypalayam, Chennai	0.05	0.05	0.05	Cheshire Homes India - Chennai
54	Education support to 50 under privileged girls	Promoting Education	Dehradun, Uttarakhand	2.25	2.25	2.25	Himalayan School Society
55	Education support to under privileged children	Promoting Education	Gurgaon, Haryana	0.70	0.70	0.70	Madhavrao Scindia Foundation
56	General health & eye care treatment support to the under privileged rural community	Promoting Preventive Health	Gurgaon, Haryana	3.00	3.00	3.00	Sardar Ram Singh Kabli and Sardarni Harnam Kaur Trust



(₹ Million)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
57	General health treatment support to the under privileged rural community	Promoting Preventive Health	Delhi, Delhi	0.50	0.49	0.49	Delhi Commonwealth Women's Association
58	Income generation training to under privileged children	Promoting Education	Delhi, Delhi	0.20	0.20	0.20	Sri Guru Granth Sahib Vidya Kender Society
59	Community solid waste management project; Clean My Transport Nagar	Ensuring Environmental Sustainability	Clean My Transport nagar, Agra, Uttar Pradesh	2.37	2.32	2.32	Adarsh Seva Samiti
60	Community solid waste management project; Clean My Transport Nagar	Ensuring Environmental Sustainability	Clean My Transport nagar, Chennai, Tamil Nadu	0.47	0.44	0.44	Real Charitable Trust
61	Community solid waste management project; Clean My Transport Nagar	Ensuring Environmental Sustainability	Clean My Transport Nagar, Delhi	4.18	4.24	4.24	Apollo Tyres Foundation & Adarsh Seva Samiti
62	Community solid waste management project; Clean My Transport Nagar	Ensuring Environmental Sustainability	Clean My Transport nagar, Jaipur, Rajasthan	0.42	0.41	0.41	R K Sansthan
63	Impact Assesment of CMTN Agra & Delhi	Ensuring Environmental Sustainability	Clean My Transport nagar, Jodhpur, Rajasthan	0.59	0.59	0.59	Gramin Swabhimani Sansthan
64	Community solid waste management project; Clean My Transport Nagar	Ensuring Environmental Sustainability	Clean My Transport nagar, Kanpur, Uttar Pradesh	2.26	2.15	2.15	Adarsh Seva Samiti
65	Community solid waste management project	Ensuring Environmental Sustainability	Clean My Village, Chennai, Tamil Nadu	1.93	1.83	1.83	Help Foundation
66	Community solid waste management project	Ensuring Environmental Sustainability	Clean My Village, Chennai, Tamil Nadu	4.17	4.12	4.12	World Heritage Trust
67	Impact Assesment of Clean My Village	Ensuring Environmental Sustainability	Vallakottai & Sennakuppam Village, Kancheepuram District, Chennai, Tamil Nadu	0.40	0.40	0.40	Anthill Creations Foundation
68	Play structure in Govt. schools	Ensuring Environmental Sustainability	Oragadam, Sennakuppam & Mathur Village, Kancheepuram District, Chennai, Tamil Nadu	2.38	2.25	2.25	Sri Sun Flower & Frames Creations
69	Biodiversity-Greening work near pond and water plant area	Ensuring Environmental Sustainability	Oragadam, Sennakuppam & Mathur Village, Kancheepuram District, Chennai, Tamil Nadu	0.80	0.74	0.74	Sri Sun Flower
70	Tree plantation & Livelihood project	Ensuring Environmental Sustainability	Sennakuppam & Valakottai panchayat, Chennai, Tamil Nadu	1.11	1.06	1.06	National Agro Foundation
71	Tree plantation & Livelihood project	Ensuring Environmental Sustainability	Sennakuppam & Valakottai panchayat, Chennai, Tamil Nadu	3.56	3.56	3.56	TIST Tree Planting India Private Limited
72	Skill Development Programme-Youth	Promoting Education	Sennakuppam & Valakottai panchayat, Chennai, Tamil Nadu	1.93	2.01	2.01	Magic Bus & Apollo Tyres Foundation

(₹ Million)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
73	Computer literacy to Govt. School children	Promoting Education	Sennakuppam & Valakottai panchayat, Chennai, Tamil Nadu	0.81	0.72	0.72	Bhumi
74	Sanitation project-Toilet construction & Geo Tagging	Promoting Preventive Health	Mathur & Eraiyur Panchayat, Chennai, Tamil Nadu	5.26	5.24	5.24	Help Foundation
75	Sustainable Agriculture project	Livelihood Enhancement Projects	Chennai, Tamil Nadu	1.69	1.66	1.66	National Agro Foundation
76	Community solid waste management project;	Ensuring Environmental Sustainability	Clean My Village, Kodakara Panchayat, Kerala	5.81	5.81	5.81	PlanatEarth
77	Community solid waste management project;	Ensuring Environmental Sustainability	Clean My Village, Chalakudy Panchayat, Kerala	2.47	2.47	2.47	PlanatEarth
78	Pond management project	Ensuring Environmental Sustainability	Pond management project, Kodakara, Kerala	0.40	0.40	0.40	Kairali Gardens
79	Mangrove Project	Ensuring Environmental Sustainability	Thrissur, Kerala	3.87	3.87	3.87	Wildlife Trust of India & Apollo Tyres Foundation
80	Chalakuddy park maintenance	Ensuring Environmental Sustainability	Chalakudy, Kerala	0.20	0.18	0.18	Kairali Gardens
81	Skill generation in various trades for women	Livelihood Enhancement Projects	Kottayam, Kerala	4.72	4.72	4.72	Jawaharlal Memorial Social Welfare and Public Co-Operation Centre, Sandhya Development Society & Apollo Tyres Foundation
82	Raingaurd project for rubber tappers	Livelihood Enhancement Projects	Kodakara Panchayat, Perambra, Kerala	0.63	0.63	0.63	Apollo Tyres Foundation
83	Skill generation in various trades for women	Livelihood Enhancement Projects	Kottayam, Kerala	0.10	0.05	0.05	South Asian Rubber & Beta Rubbers
84	Skill Development Programme-Youth	Promoting Education	Kodakara Panchayat, Perambra, Kerala	0.22	0.22	0.22	3J Consulting Private Limited
85	Road Safety Awareness Programme	Promoting Education	Kodakara Panchayat, Perambra, Kerala	0.23	0.23	0.23	Graphin Communications
TOTAL						174.95	
Administrative Cost 5% of total expense						8.75	
Grand Total						183.70	

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR Objectives and Policy of the Company.

Place: New Delhi
Date: May 19, 2020

ONKAR S. KANWAR
Chairman of CSR Committee

NEERAJ KANWAR
Vice Chairman & Managing Director



ANNEXURE III

BUSINESS RESPONSIBILITY REPORT (BRR)

Business Responsibility Report of the Company for the financial year ended on March 31, 2020, pursuant to Regulation 34 (2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:-

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L25111KL1972PLC002449
2	Name of the Company	APOLLO TYRES LTD
3	Registered address	3 rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036 (Kerala)
4	Website	apolloytyres.com
5	E-mail id	investors@apolloytyres.com
6	Financial Year reported	2019-20
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Tyres manufacturing
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Tyres, Tubes and Flaps
9	Total number of locations where business activity is undertaken by the Company	138 locations
A	Number of International Locations (Provide details of major 5)	Apollo has business activity undertaken in about 102 international locations. The major ones are Netherlands, Hungary, Middle East, Thailand, and Singapore. The Company has manufacturing units in Netherlands and Hungary.
B	Number of National Locations	Apollo has business activity carried out in about 36 domestic locations. The manufacturing units are located at Gujarat (Limda), Kerala (Perambra and Kalamassery) and Tamil Nadu (SIPCOT Industrial Growth Centre Oragadam, Chennai).
10	Markets served by the Company – Local/State/National/International/	National and International

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR) ₹ 572.05 million
2. Total Turnover (INR) ₹ 108,327 million
3. Total profit after taxes (INR) ₹ 5,086 million
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) ₹ 183.70 million
5. List of activities in which expenditure in 4 above has been incurred:-

During the year under review, the Company has carried out activities primarily related to promoting preventive healthcare, ensuring environmental sustainability, livelihood enhancement projects, rural development projects, promoting education and eradication of hunger, poverty & malnutrition.

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company / Companies?
Yes

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such Subsidiary Company(s):

At present, the BR initiatives have been undertaken at parent Company level.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:-

At present, the BR initiatives have been undertaken at Company level.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR
 - a. Details of the Director/Director responsible for implementation of the BR policy/policies
 - i. DIN Number:- 00058859
 - ii. Name:- Mr. Sunam Sarkar
 - iii. Designation:- Director

2. Details of the BR head

Sl. No.	Particulars	Details
1	DIN Number (if applicable)	NA
2	Name	Ms. Seema Thapar
3	Designation	Company Secretary
4	Telephone number	0124-2721000
5	E-mail ID	investors@apolloytyres.com

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

Principle 5: Businesses should respect and promote human rights.

Principle 6: Business should respect, protect, and make efforts to restore the environment.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Principle 8: Businesses should support inclusive growth and equitable development.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

LIST OF PRINCIPLES

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Principle 3: Businesses should promote the wellbeing of all employees.

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. Do you have a policy /policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2. Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Does the policy conform to any national /international standards? If yes, specify? (50 words) ⁽¹⁾	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director? ⁽²⁾	Y	Y	Y	Y	Y	Y	Y	Y	Y
5. Does the Company have a specified Committee of the Board/Director/Official to oversee the implementation of the policy? ⁽³⁾	Y	Y	Y	Y	Y	Y	Y	Y	Y
6. Indicate the link for the policy to be viewed online? ⁽⁴⁾	Y	Y	Y	Y	Y	Y	Y	Y	Y
7. Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8. Does the Company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9. Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10. Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency	Y	Y	Y	Y	Y	Y	Y	Y	Y

(1) The policies are in compliance with applicable national/international laws, rules, regulations, guidelines and standards. The policies are in conformance to the spirit of international standards like ISO 9001, ISO 14001 and OHSAS 18001.

(2) As per Company practice the policies that are approved by the Board are posted on the website of the Company www.apolloytyres.com.

(3) The Business Responsibility(BR) Committee shall oversee the implementation of the Policies.

(4) <https://corporate.apolloytyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies>.

2a. If the answer to S. No.1 against any principle, is 'No', please explain why: (Tick upto 2 options)- Not Applicable

	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. The Company has not understood the Principles									
2. The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3. The Company does not have financial or manpower resources available for the task									
4. It is planned to be done within next 6 months									
5. It is planned to be done within the next 1 year									
6. Any other reason (please specify)									



3. Governance related to BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

The Business Responsibility (BR) Committee reviews the business performance annually and as and when required.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes, the Company publishes Annual Sustainability Report as a part of the Annual Report. From FY17, the BR Report was also part of the Annual Report. Both BR and Sustainability Report are published on the website <https://corporate.apollotyres.com/en-in/responsibility/policies-documents>.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

The Company has designed a global "Code of Conduct Policy" ("Code") to conduct its business with honesty and integrity and in compliance with all applicable legal and regulatory requirements. This Code sets out the fundamental standards to be followed by all employees of the Company including Associates, Subsidiaries and Joint Ventures.

The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees, other business associates and stakeholders.

The Company has rolled out Code of Conduct mandatory online training for all the employees. The Code of Conduct explicitly guides our people on ethical dealings with external stakeholders.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

During the year under review, there were no cases on the violation of the Company's Code of Conduct. During the past financial year, 13 Shareholders Complaints were received and no complaints are pending as on March 31, 2020. All the Complaints were attended and resolved to the satisfaction of the shareholders.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

At Apollo Tyres, we follow state of the art and efficient manufacturing practices. Our Passenger Car Radial Tyres and Truck / Bus Radial Tyres are designed to meet all the international norms and are duly certified for that. These tyres do not contain any conflict materials and all materials used for making these tyres are REACH compliant. Also, all the tyres are aligned to the requirements of ELV norms. In FY20, Apollo improved fuel efficiency of all TBR and PCR tyres and improved presence in New BSVI vehicles and Electric vehicles. Apollo has released new fuel efficiency series tyre called nRG series in TBR, which is about 25% lower rolling resistance than our standard product. This series is expanded from 2 SKUs to 4 SKUs in FY20. This can reduce the fuel consumption of trucks by approx. 5 to 10 % depends on different vehicle configurations. Weight reduction has been a journey to reduce per tyre Raw Material consumption and also reduces the energy consumption for processing to produce the tyre.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

- a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?
- Comparative Details for FY20 against reference of FY19 on
- (i) Steam consumed per kg of product [Kg/Kg]: PCR – 3.1 % reduction
 - (ii) Electricity consumed per kg of product [Kwh/Kg]: PCR – 3.2 % reduction
 - (iii) Water consumed per kg of product [Litre/Kg]: PCR – 0.5 % reduction
 - (iv) Tyre weight of PCR tyres reduced by 5% progressively: Thus, consumption of Hydrocarbon reduces and reduced carbon footprint per tyre.
 - (v) Silica based tyre production for PCR category increased by 200% in last years and reduced fossil fuel based reinforcing agent carbon black consumption.
 - (vi) Recycled material usage expanded to many components beyond Inner liner to reduce virgin material consumption by 7%.
 - (vii) Nitrogen curing technology is developed to reduce the water consumption in both PCR & TBR products and it is being implemented in phase-wise manner in our new manufacturing facilities.

- b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The rolling resistance of the PCR tyres are reduced through the year from 8.0Kg/T to 7.0Kg/T. This translates into reduction of rolling loss and reduce fuel consumption without compromise in any other performances.

Retreading of Truck tyres is continuously being supported with more efficient techniques to provide extended life cycle of the tyre body material to 2-3 times, thus avoiding the need for frequent replacement.

Improvement of wear life for all PCR tyres beyond the 1L KM tyre ensures improved re-use of the non consumable part of tyres to a longer period.

Product failure rate is reduced by almost 15%, thus enhancing the application life of tyres and improve full usage of tyres till end of life.

Apart from nRG series fuel efficient series in TBR, we are reducing the RRc of all major SKUs by around 10%, which can reduce the fuel consumption of vehicles.

Apollo has developed all steel radial defence tyres in 14.00R20 & 16.00R20 to promote indigenization and thereby reducing logistics cost

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

- a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company has a Sustainable Supply Chain Policy for its RM suppliers, whereby it aims to work together with its supply chain partners on environmental, economic and social aspects of business to enable sustainable business practices in the supply chain.

In-line with its efforts towards sustainability, the company has joined the Global Platform for Sustainable Natural Rubber (GPSNR) to contribute in the improvement of Socio-Economic factors in Natural Rubber supply chain.

The Company believes that supply chain is a key contributor to the development and implementation of its Corporate Social Responsibility Programme. As a leading responsible corporate, the Company expects its Business Partners to consider social and environmental impacts of their actions as they conduct their businesses. The focus in the upstream supply chain extends to sourcing of raw materials, their processing, and their use in the manufacture of intermediate and final products.

In order to drive the implementation of the Sustainable Supply Chain Policy in its upstream supply chain, Apollo's Partnership Pact (APP) has been rolled-out to its business partners in the upstream supply chain. Business Partners

are expected to ensure their operations and the products supplied to Apollo Tyres comply with all national and other applicable laws and regulations.

The Raw Material suppliers are expected to comply with Apollo's Partnership Pact (APP) and integrate environmental, occupational health & safety, ethical practices, human rights and labour policies into their business and decision-making processes.

At present, most of the business partners have committed to Apollo's Partner code of conduct. The compliances to APP are verified during on-site supplier audits. The scope of audits covers various elements like quality management system, environment standards, occupational health and safety standards as well as others as per Apollo's Sustainability standards and Apollo's Partnership Pact. The supplier audit is conducted by Apollo's trained professionals as per the Company's audit criteria and plan.

The Company encourages its suppliers to implement Apollo's Partnership Pact not only in their business but also to promote this initiative to the next tier suppliers within their respective supply chains. In this regard, suppliers are expected to gather information from the upstream supply chain regarding the source of raw material that are used in their manufacturing process to ensure the full traceability of the source of product as a part of Apollo Raw Material Supply Chain Risk mapping.

The Company encourages its suppliers to implement environmental standards at their workplace with ultimate objective of getting certified for ISO14001 – Environmental Management Standard. Currently, most of its suppliers are ISO 14001 certified, complying with local government laws and regulations.

The Company is continuously working on optimizing transportation, logistics and packaging in order to reduce carbon footprint and other environmental impacts. The Company also emphasises on usage of environment friendly, re-usable, recyclable packing material like returnable pallets, returnable metal boxes, returnable metallic spools for the supply of raw material to its manufacturing plant locations globally. The packaging of raw material should be "wood-free". It also ensures that the raw material sourced is free from chemicals impacting environment and complying with international norms.

Along with the guidelines to safeguard the environment, the Company has set-up natural rubber processing units to support the community nearby and empower women. Furthermore, health check-up facilities were provided by the Company to promote socially responsible practices amongst partners in the region.



4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company promotes a policy towards encouraging local procurement from domestic suppliers in the respective regions as a purchasing principle and in this regard, all other things being equal, the organisation prefers domestic suppliers because of benefits like proximity to Apollo's plants, lower transit lead times, need to maintain lower inventory and lower carbon footprint.

The Company has initiated and established natural rubber collection centres near its plants and provides employment opportunities to the nearby communities. The Company has also been providing training to the employees in aforesaid centres to enhance their skills and capability.

The Company has initiated partnership program with select suppliers for training and development activities towards promotion of safe work culture and practices at the supplier plant premises. The Company aims to develop & upgrade its raw material suppliers by educating and encouraging them on measures, to reduce and ultimately eliminate incidents at its workplace which may lead to human injury and illness. The supplier assessment for safety culture at workplace includes on-site assessment of the selected suppliers in a region for safety culture at workplace.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, > 10%). Also, provide details thereof, in about 50 words or so.

Yes, Apollo encourages its Raw Material vendors towards reduce, reuse and recycle concepts in their operations and expects that its vendors to run their manufacturing operations in a manner that is protective of the environment.

In this regard, reclaimed rubber usage stands at 1-2 % to replace virgin rubber in the rubber compounds.

Principle 3

1. Please Indicate Total number of employees- 14170
2. Please indicate the Total number of employees hired on temporary / contractual / casual basis- 6397
3. Please indicate the Number of permanent women employees- 66
4. Please indicate the Number of permanent employees with disabilities- 15

5. Do you have an employee association that is recognized by management?

Yes

6. What percentage of your permanent employees is members of this recognized employee association?

Limda - 53.70%

Perambra -90.61%

Chennai - 77.57%

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No complaints relating to child labour, forced labour, involuntary labour, sexual harassment has been received during the last financial year ending on March 31, 2020.

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

Permanent employees	80%
Permanent women employees	Not Captured
Casual/Temporary/Contractual Employees	100%
Employees with Disabilities	Not Captured

Principle 4

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes, employees, customers (OEM), consumers (replacement) and dealers, suppliers, investors and analysts, shareholders, regulatory bodies and community are identified stakeholders for the organization.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes, community (Women and Children), consumers (replacement: Truck Drivers) are identified as vulnerable and marginalised stakeholders by the organization.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Sustainability and Social Responsibility are inherent components of organisation's corporate strategy. The CSR Programmes are targeted towards bringing positive change in the lives of identified stakeholders. The CSR initiatives are developed focusing on the local needs of the community. The CSR programmes and activities are aligned to national and Sustainable Development Goals. A few programmes are -

1. Healthcare for Trucking Community (customers);

2. Solid waste and Sanitation Management (community, environment);
3. Livelihood and income generation for underprivileged women (Community); and
4. Improved farming practices (Community).

The Company also does some philanthropic work for underprivileged communities through Taru Foundation like –

- 1) Supporting a hospital for rural people;
- 2) Supporting education for girls;
- 3) Monthly ration support to the abandoned people; and
- 4) Support the education of specially abled children.

Principle 5

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

Respect for human rights is fundamental part of the DNA of the Company and the communities in which we operate. In our Company and across our system, we are committed to ensure that people are treated with dignity and respect. The Company promotes the awareness and realization of human rights across our value chain and among our stakeholders.

The Company believes in core Apollo Value of "One Family" where every individual is respected and is treated equally, regardless of caste, color, nationality etc.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

The Company did not receive any Stakeholder Complaint during the past financial year regarding Human Rights.

Principle 6

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

Policy related to principle 6 is limited to parent Company. All manufacturing plants are ISO 14001:2015 certified. Environmental indicators are part of vendor assessment criteria for upstream suppliers.

2. **Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

Yes, the Company has strategies to address global environmental issues. The Company also has a sustainability statement that covers the aspects of environment conservation and community development. Various sustainability initiatives taken by the Company includes energy management, waste reduction, emission reduction, water management, and biodiversity conservation. Below are the projects to mitigate climate change:-

- a) **Tree plantation and Livelihood Generation Programme**

Our afforestation project has a two pronged focus on carbon sequestration and livelihood generation for farmers in the water starved areas of Tamil Nadu. This project is being carried out in Kanchipuram, Tiruvannamalai and Tiruvallur districts in Tamil Nadu. Through this project, a total of 350,000 trees have been planted since the inception of this project in 2013. We have been able to sequester over 17,500 tonnes of CO₂ from the plantation project.

- b) **Renewable Energy: Use of Biogas**

Within the Climate change mitigation strategy, we are promoting the use of biogas in villages near our manufacturing location in Limda, Gujarat. Apart from providing an eco-friendly alternative source of energy, the programme offers additional benefits of organic manure from slurry, utilisation of cow dung (which is a solid waste) and savings accruing from fuel replacement from LPG to Biogas. We provide individual household type Biogas units. Since the inception of the project in 2016, a total of 230 units have been installed.

3. **Does the Company identify and assess potential environmental risks? Y/N**

Yes, environmental aspects & impacts are assessed and reviewed periodically by the management. Organization strive to minimize impact on environment by developing environmental improvement programs and operational control procedures. All manufacturing plants are certified for ISO14001: 2015 and environmental risk and controls reviewed by third party auditors.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

No

5. **Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.**

Yes, combining effective strategy with practical measures is key to achieving successful energy management. We focus on reducing our energy consumption by being energy efficient. There are several initiatives that were undertaken during the reporting period in the Indian Operations which resulted in energy savings of 69,664 GJ. We are continuously making efforts to achieve energy efficiency through improvements in our process design, conversion and retrofitting of equipment and use of energy efficient equipments.



6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Emissions concentration across all our operating units are under prescribed limit.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

There were no show cause notices issued or pending in the reporting period.

Principle 7

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.

Yes. The Company actively engages with Industry bodies. The major bodies in which the Company is a member are listed below –

- a. Confederation of Indian Industry [CII]
- b. Federation of Indian Chamber of Commerce and Industry [FICCI]
- c. PHD Chamber of Commerce and Industry
- d. Society of Indian Automobile Manufacturers
- e. Automotive Tyre Manufacturers' Association

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes, the Company through various Industry associations, participates in advocating matters for the advancement of the Industry and Public Good. As a member of the Automotive Tyre Manufacturers Association (ATMA), the Company strives to be an active participant in policy making process of ATMA and also is a frequent participant in the meetings with the Government departments to discuss the challenges being faced by the industry in the ever-changing economic environment. Mr. Satish Sharma, President (APMEA) and Whole-time Director of the Company, was the past Chairman of ATMA.

The Company has a Public and Regulatory Policy to ensure that the highest standards of business conduct are followed while engaging with aforesaid Trade associations/Industry bodies.

Principle 8

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.

The CSR strategy focuses on combining corporate goals with development goals. The strategy is to enable inclusive growth

by building on key partnerships and linkages to optimize the existing resources in reaching out to more people.

The CSR framework of Apollo revolves around the principle of three I's i.e. Involve, Influence and Impact its stakeholders. All the CSR activities are implemented by a Trust Apollo Tyres Foundation, registered in 2008. Since our stakeholders have been identified as our key concern, our strategy includes active stakeholder engagement.

The CSR initiatives of the organisation are categorised in two themes - Environment and Social (which has health and community development). Within the themes, there are 4 core areas of work highlighted below:

1. Healthcare for Trucking Community;
2. Solid Waste Management and Sanitation;
3. Livelihood for underprivileged Women; and
4. Biodiversity Conservation.

In addition to the above there are a few Local Initiatives across around our manufacturing locations. These are Watershed Management and Renewable Energy Proliferation projects under Environment, and Road Safety Awareness, Computer Literacy under Social.

Further, the organisation also undertakes philanthropic initiatives through Taru Foundation.

1. Healthcare for Trucking Community:

Over 70% of Apollo India operation's revenue is through the sale of truck tyres. Truckers are our key customers. Being mobile population in an unorganised sector, they are vulnerable to health risks including HIV and STI. To mitigate the health risk the organisation started its HIV/AIDS awareness and prevention programme in the year 2001. Over the years in India HIV prevalence has gone down.

Due to less prevalence of HIV and emerging cases of vision problem, hypertension, diabetes the organisation consolidated its health initiative and expanded its services from HIV prevention and awareness to other emerging diseases.

The programme provides healthcare services such as Awareness and Prevention of HIV-AIDS, Vision Care, Awareness on Tuberculosis, Detection of other Non-Communicable Diseases such as Diabetes and High Blood Pressure and General Treatment facility.

Preventive healthcare programme for the trucking community is a key initiative run by the organisation. Under this initiative the organisation runs 32 Healthcare Centres (HCC) in the transshipment hubs spanning across 19 Indian States. The healthcare centres are equipped with qualified medical doctors, paramedic staff, counsellors and outreach workers.

Services Under Healthcare Programme:

- a. **HIV-AIDS Awareness and Prevention Service** includes Behaviour Change Communication (BCC), Sexually Transmitted Infection (STI) Diagnosis and Treatment, Counselling, Condom Promotion, Integrated Counselling Testing Centre (ICTC) support and Awareness through Peer Educators (volunteers).

Peer Educators, or volunteers such as small restaurant ('dhaba') owners, mechanics, barber shop, are the vital connect between the organisation and the beneficiaries as they reach out to the target audience at the most opportune time. They play an important role in creating awareness about health services and referring the beneficiaries to healthcare centres for availing the treatment facilities.

In the reporting year total 978 active peer educators were engaged in disseminating the awareness.

- b. **Vision Care Service** is targeted towards addressing the vision related problems faced by the trucking community. India is home to a third of the world's blind population. The country has about 12 million individuals with visual impairment as against the global total of 39 million according to a report published by the National Programme for Control of Blindness (NPCB).

Provision of Access to eye care services in remote population is always challenging due to pragmatic reasons. Apollo Tyres initiated its vision care initiative in the year 2015. The programme provides doorstep solution for vision care problems. All healthcare centres have specialised vision testing facility and periodic vision testing camps are also organised in the transshipment hubs.

Beneficiaries identified with refractive error issues are provided with the low-cost spectacles and cataract patients are linked with the nearby government hospital for further treatment.

In the reporting year total 73,353 people availed vision screening facility out of which 36,910 people were identified with refractive error issue and 11,222 people bought spectacles.

- c. **Tuberculosis Awareness and Treatment** initiative is initiated in partnership with The Union (US AIDS). The Mobile population of truckers and helpers are at higher risk of HIV and TB infection. Collaborative TB prevention and management activities are essential for reducing the burden of TB disease and achieving favourable outcomes.

Under this service, sputum testing, conducting regular awareness and linking positive patients with government DOT centre are offered.

In the reporting year, the programme established 02 TB testing and Treatment Centre at Agra and Gwalior locations respectively. Total 12 locations provided service for TB treatment.

- d. **Diabetes and Hypertension** are identified as 2 lifestyle diseases which affect the health of the trucking community. Due to lifestyle, trucking community is more vulnerable and at higher risk of non-communicable diseases. During our OPDs an increase in diabetes and high blood pressure cases amongst trucking community was observed, therefore the organisation started screening of diabetes and hypertension. At all the HCC diabetes screening and blood pressure check-ups are conducted.

Also, there are other generic treatment facilities provided at each healthcare centre such as fever, cough, cold, flu and other basic first aid features.

In the reporting year total 149,942 people availed general treatment facility.

- e. **Mobile Medical Units (Apollo Tyres Healthcare Express)** have started to provide healthcare services to the long-distance truck drivers who do not get the opportunity to visit the healthcare centres. The mobile medical unit provides its services at the highways, district borders and trucking halt points. The main objective of this service is to provide doorstep healthcare facility for the trucking community.

There are five (5) mobile medical units (Apollo Tyres Healthcare Express) operational out of which one was inaugurated in reporting year. The organisation also organises health camps (under the project name - **Sakushal Saarthi**) for the employees of its fleet owners.

In the reporting year total 26,871 people availed services of Mobile Medical Unit (Apollo Tyres Health Care Express) and 12,747 people were benefitted from 220 Sakushal Saarthi camp.

- f. **Oral Hygiene** is the recently added service in the healthcare programme. It was observed that majority of the truck drivers are indulged in addiction like tobacco consumption (smoke and smokeless) and other substance abuse due to various reasons. Poor oral hygiene was identified as the health risk for this category, as poor dental health increases the risk of a bacterial infection in the blood stream, which can affect the heart valves. The organisation started an integrated health camps focusing on oral hygiene with the objective to generate awareness related to risks associated with oral health and screening of oral cancer. At Delhi, the programme is linked with Rajiv Gandhi Cancer Hospital for this initiative.



In the reporting year total 506,743 people were outreached from awareness activities and 173,827 received treatment facility. 8.25 % increase was recorded in FY19 for people availing treatment services in comparison to the previous year. Out of the total people treated in the reporting year, 50,857 people opted for HIV testing, 73,353 for vision screening and 59,162 for diabetes testing. Total 1,232 TB tests were conducted.

2. **Solid Waste Management and Sanitation (SPARSH):**
Aligning with national agenda 'Swachh Bharat Abhiyan', the organisation has started Solid Waste Management and Sanitation programme (SPARSH) in 2013.

SPARSH stands for –

S – Segregate Waste; **P** – Practise Composting; **A** – Awareness Generation; **R** – Reduce, Reuse & Recycle; **S** – Safe Sanitation; **H** – Hygiene for All. The strategy of SPARSH remains to engage with its stakeholders create awareness on the 3 R's, i.e., Reduce, Reuse and Recycle.

There are four projects under SPARSH: Clean My Transport Nagar (CMTN), Clean my Village (CMV), Sanitation Management and End of Life Tyres Playground (ELT).

The organisation started an initiative named Clean My Transport Nagar (CMTN) and Clean My Village (CMV) with the objective to improve the waste management and cleanliness of identified transshipment hubs and villages in India. CMTN caters to needs of the customers in transport hubs and CMV targets towards communities around our manufacturing locations. The key features are door to door waste collection, cleaning of roads/lanes, segregation of waste, composting from wet waste and awareness generation.

In the reporting year total 16,891 [13,378] people were outreached from door to door waste collection activities and 14,219 [13,310] people were from awareness activities. Out of total 1763 [1713.3] metric ton (MT) waste collected, 8% was biodegradable waste.

Further to promote total sanitation programme the organisation has also constructed toilet with bathing space for the underprivileged communities around Chennai manufacturing location. The organisation constructed 122 toilets with bathing space in Chennai. Around 488 people are directly benefitted from the newly constructed toilets.

Another important initiative under this category is construction of End of Life Tyre spaces. In the reporting year, to promote recycling of waste the organisation has constructed 5 [2] playgrounds made from end of life tyres (ELT) at different locations. Total 290 [116] waste tyres were used in construction of ELT play structures. Over 500 [140] number of people utilised the ELT spaces.

3. **Livelihood Initiative for underprivileged women (NAVYA)**

The involvement of women in the workforce empowers the women and the community. In India, participation of women in the labour market is extremely low with total workforce participation rate of women being 25.5% (Census 2011). Women are deterred from entering the workforce because of the lack of economic incentive, access to opportunity, patriarchal system and an encouraging ecosystem.

To address the above problem the organisation started an initiative, Navya, for providing livelihood opportunities at the doorstep of the underprivileged rural women. The Programme promotes and strengthens SHGs by inculcating the habit of savings and enforcing credit discipline.

Women are trained in agriculture and non-agriculture activities such as rubber sheet making, apiculture (honey production), khakhra making, organic farming, livestock care and management and others for income generation. Various capacity building sessions are being taken up to build the core strength of the beneficiaries. Trained women are further linked with financial institutions for credit support to start their enterprise and market linkages are also established to promote the business of the women. The programme continues to support the women on an ongoing basis through refresher training programme and establishing further linkages for the women.

The programme aims to economically empower the women and making them self-reliant through provisioning of credit and livelihood enhancement initiative to the well-being of women and their families.

In the reporting period, a total 3,160 women were outreached and 2,035 received income generation training in farming and non-farming activities. Out of the total trained population, 1,938 women are engaged in income generation activity.

The programme also promotes government linkages to support the rural women and their families in order to provide a 360 degree support. Beneficiaries are linked with various government schemes. In the reporting year the programme has linked over 4,400 women and their families with various central and state government runs schemes such as Ujjwala Yojana, Deen Dayal Awas Yojana, Kudumshree loans for scaling up business and others. The programme also registered around 10 income generation units in Kerala with Udhayog Aadhar and Small-Scale Industry registration.

Additionally, the programme also supports the male farmers by providing them knowledge and technical knowledge in improved farming practice and livestock care and management. The farmers are trained in improved farming practices like fodder management,

seed selection, organic farming, cattle rearing and others. Farmers are also linked with various Government agricultural schemes. Over 800 male farmers were benefitted through the schemes.

The organisation also supports the youth by providing them soft skill training for preparing them for future employment opportunities. ITI and unemployed graduates from Chennai and Cochin locations are provided with training like career counselling, employability skills, basic computer education. During the reporting year, 400 students were trained under this initiative and around 100 students got jobs.

4. Biodiversity Conservation

Biodiversity Conservation is a global initiative for Apollo Tyres, wherein projects are undertaken in Hungary and Netherlands. In India, Mangrove conservation is a key initiative, implemented in Kannur district, Kerala. This initiative aims to conserve the mangrove with the focus on restoration of endangered mangrove species.

The actual site of the mangrove conservation project is in Kunhimangalam village in Kannur district, which is the largest mangrove village in Kerala. The organisation has partnered with Wildlife Trust of India (WTI) for the implementation of the project.

The organisation engages with youth, local community, researchers, local bodies and policy enforcement personnel for awareness generation. As a part of the mangrove restoration activities over 5,000 mangroves saplings were planted in nearly 6 acres of area, previously known as mangrove areas in Kannur. The programme also developed draft mangrove conservation action plan for 3 panchayats of Kannur District and engaged with 05 local colleges for conducting research.

The programme organised an interstate Environment and Nature Quiz for college students, from the States of Kerala, Tamil Nadu and Andhra Pradesh, with the objective of creating awareness on mangrove, environment and nature conservation. Photo exhibition and nature camp activities were also organised for sensitising community related to mangrove conservation. In the reporting year, over 37,000 people were outreached from various awareness activities.

The organisation has also contributed towards mitigation of climate change with the help of projects like usage of biogas units and afforestation, whereby the organisation has planted a total of 350,000 teak and red sandal trees in Tamil Nadu for emission reduction. As per estimation, over 17,500 tonnes of CO₂ has been sequestered from these trees.

In Limda, Gujarat, Apollo Tyres is working on biogas utilisation as a mainstream cooking fuel in the villages. The women have already started realising the benefits as this has freed them from long walk to fetch wood

and save time as well. That available time is invested in income generation or to spending with the family.

In addition to the above four core themes, within the radius of 25-30 kms of our manufacturing locations, various local initiatives are implemented which are based on local stakeholder requirement. Details of the local initiatives are given below:

Access to purified drinking water: The organisation has set up a RO drinking water plant at Orgadam village, Chennai. Through this initiative beneficiaries have access to purified drinking water. Around 580 households and over 2,500 people are availing the drinking water facility. In the reporting year 417,012 litres of water was dispensed through RO plant.

Eco restoration of Ponds: The organisation has mapped the condition of water bodies through research study in the communities around the manufacturing locations. Based on the findings the organisation has restored few ponds in Chennai, Limda and Perambra locations. The main objective of this initiative is improving the condition of water bodies, restoring and enhancing the aqua biodiversity. Total 10 ponds have been restored by the organisation through pond deepening, desilting, bunding and maintenance activity.

Road Safety: Under this initiative the organisation conducted sensitisation and awareness activities with road users, college students and truck drivers. Road safety boards were installed at the roadside at Chalakudy and Perambra location. The organisation partnered with Maruti Driving school and local RTO department for conducting road safety awareness sessions. First AID training sessions were also conducted for the beneficiaries. Over 200 people were directly benefitted.

Computer Literacy project runs in 06 primary schools around Chennai manufacturing location. The main objective of this initiative is to impart technical knowledge and skills related to computer and information technology. Computer literacy will enable the students to prepare themselves with the current job market. The organisation has established a computer lab in each school along with computer teacher to train the students in digital learning. Total 401 students are benefitted with this initiative in the reporting year.

Philanthropic Initiatives: The organisation also supports the underprivileged and deprived communities by undertaking philanthropic initiatives through Taru Foundation. The initiative ranges from providing education support to underprivileged girls to providing healthcare facilities to rural people and distributing food items to eradicate hunger and poverty. In the reporting year education of 30 underprivileged girls were supported, around 1,800 poor people received healthcare facility and over 500 destitute people received food on monthly basis.



2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

All the CSR activities of Apollo Tyres are routed from Apollo Tyres Foundation (ATF) which was registered in 2008. There is an in-house team of experts and field staff to undertake the CSR activities.

The organisation follows a strategic approach towards the implementation of the programme. The idea is to maximize outreach through strategic partnerships in order to avoid duplication of efforts, thereby ensuring optimum utilization of the available resources. For this, it is important to establish key linkages with government and other support agencies to ensure healthier stakeholder engagement for a sustainable programme.

A Public Private Partnership (PPP) model thus comes into focus as it helps in synergizing efforts collaboratively towards common goals in the most effective way. The programmes have partnered with different likeminded corporate and government agencies to not only increase the reach but also a gamut of services.

For instance, Partnership with Essilor Vision Foundation to provide vision care in Healthcare programme; partnership with UNICEF to provide healthcare to our women beneficiary so that livelihood units are not disrupted. Partnership with The Union, US AIDS to provide technical expertise to our staff and work on Tuberculosis. Other partnerships such as Ashok Leyland, Ambuja Cement to not just increase the resources but also the reach of the programme.

Under community development partnerships were established with National Rural Livelihood Mission for credit linkage, NABARD for livelihood training for underprivileged women, Agriculture Universities and Agriculture Training Management Agency (ATMA) for agriculture and livestock development related trainings and others.

3. Have you done any impact assessment of your initiative?

The organisation conducts periodic assessments of the programmes. Initiatives which complete 3 years of work, a midline assessment is conducted; and initiative which compile 5 years of work, an impact assessment is conducted.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

Broad Areas of CSR Programs	₹ Million
Ensuring environmental sustainability	40.93
Eradication hunger, poverty & malnutrition	24.56
Livelihood enhancement projects	8.10
Promoting Education	7.86
Promoting Preventive Health	93.50
Total	174.95
Administrative Cost (5% over total expense)	8.75
Grand Total	183.70

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so

Under livelihood for underprivileged women programme over 2,000 women have received organic farming training. All the beneficiaries have adopted 100% organic farming practice and growing organic vegetables. Through this, women not only ensured the healthy food consumption for their families but also getting better price for organic produce.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

The Company has a robust system for addressing customer complaints. As on March 31, 2020, there are no customer complaint pending. The total number of legal cases pending are 225 at Pan India level.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)

The Company adheres to all legal requirements with respect to product labelling and display of product information. All data as per current laws are available on the tyre sidewall. Product labels are available on PCR Tyres as of now basis current laws in India.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

In various Consumer cases complainants allege about unfair trade practice by Apollo on warranty policies. No indent of such complaint in Competition Commission except a pending CCI case initiated on the complaint of a dealers' federation i.e. AITDF.

4. Did your Company carry out any consumer survey/consumer satisfaction trends?

The Company regularly engages with customers through call center to get their feedback on the resolution provided for complaints registered through various channels to gauge their satisfaction levels. The Company has also empowered dealers with AQS (Apollo Quick Service) App for on the Spot complaint disposition resulting in quick turn around and enhanced satisfaction trends for year under review. The findings of the feedback study are used to improve existing systems & processes in alignment to organizational goals.

For and on behalf of the Board of Directors

Place: New Delhi
Date: May 19, 2020

ONKAR S. KANWAR
Chairman & Managing Director

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A) CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy

Implemented Energy Management Standard (EnMS 50001) across all Apollo Plants which helped to improve & sustain energy performance at Work Centre. Also necessary preparation is made for adopting improved version of ISO 50001 from 2020.

The Energy Saving Projects (energy consumption reduction, Improving utility generation efficiency, heat recovery projects) identified in the process of practicing ISO 50001 are implemented across locations. Recently concluded Energy audit for continuation of ISO 50001 showed improvement in energy performance.

Energy Projects & Activities strengthened up:-

- New Improvement opportunity identified in Utility system (Chilled water, Steam & HVAC) and study of Distribution network to identify gap & opportunities for improvement.
- Energy Efficient LED Light deployment/replacement activities continues across all plants to reduce fixed consumption.
- Forward planning for optimized usage of energy sources (Direct & Indirect) to control cost.
- Implementation of SCADA system to Monitor, Analyze & Control process side specific consumption.
- Horizontal deployment of identified energy saving projects analyzed & reviewed for improving group's energy foot prints.
- Improvement carried out at coal fired boilers to reduce the in-house steam consumption of power boiler.
- Strengthened up training to identify the energy efficiency improvement projects.
- Focused Energy review meetings by Management.

(ii) Steps taken by the Company for utilizing alternate sources of energy

In this year on- site Solar Energy generation was increased by 9.3 MW in addition to the capacities built up earlier. Additional on-site solar Energy Generation of 3.9 MW is projected to implement all across the location during the current year. Over and above off-site Solar Power Plant of 30MW is also projected to scale up alternate Energy usage.

(iii) Additional investment and proposal for reduction of energy usage: (Investment in Energy front to reduce cost & consumption)

This year also continued to identify energy saving projects which can be implemented horizontally all across the location that will improve sustainability and profitability.

- Deployment of energy efficient products to reduce fixed consumption.
- Energy saving projects identified for more efficient usage of utilities.
- Replacing old energy inefficient equipment's with more energy efficient equipment with quick & attractive payback period along with proper life-cycle assessment done.
- Power Generation by installing back pressure steam turbine generator.
- Energy saving projects related to Heat conservation identified.
- Alternate method for curing being looked into to reduce the water consumption.

B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards Technology absorption

Apollo, as a leading tyre manufacturer with global aspirations considers Research and Development as one of the major pillars of its growth. Developing path breaking technology and creating products that exceed customer expectations being the vision of R&D, customer centric product development is central to Apollo's growth. Apollo's commitment to realizing its vision has led to the development of many innovative products in FY20.

The year gone by has seen Apollo introducing many winning products into markets. The Company had added more sizes to its nRG series (Fuel efficient) of TBR tyres and achieved significant volumes in this TBR segment. The Company has also developed TBR tyre for electrical vehicles which are under various phases of testing. The Company achieved significant business with its zero degree steel belted motor cycle radial tyres in Alpha series in India and is planning to introduce high performance motor cycle radial tyres in Europe markets soon. Apollo's R&D has strengthened its IP department to create and protect intellectual property which is key for secure & sustainable business activities. Apollo has applied for several patents in FY20 for which the IP department of APMEA R&D was awarded by Niti Aayog for "Excellent contribution in the field of patents".



Apollo is the sole supplier for some of the large selling vehicles in India and also the single source for many ongoing development projects for some of the prestigious models of Skoda, VW, Hyundai etc. In appreciation of our association, Apollo was given several awards by OEMs. New OEMs in India like KIA, MG Motors, Peugeot/Citroen etc. have preferred us as a development partner. Several collaborative research work have also been initiated with various reputed universities and institutes in India such as; IITs, BITS, CUSAT, MIT, SRM etc., and overseas universities such as; IPF, Centire Virginia Tech etc.

Raw material and Compound development division of R&D has made significant progress in niche compound development using new generation polymers. Intensive research on resins and its chemistry have enhanced the optimized use of the same for cutting edge performance. The introduction of coupling agent for carbon black will help improving the RR without compromising on other performance especially in APMEA market. Reinforcement filler technology is getting shifted from conventional material to tailor made materials with very specific properties. introduction of specially functionalized SSBR which improves the interaction with carbon black can lead to significant improvement in product performance.

New generation steel cord with higher tenacity is being introduced. New materials are developed to de-risk the production from the ever increasing list of REACH and PAH free materials. Focused research by material group have increased the consumption of greener and more recyclable materials. This helps to keep the environment greener by reducing dependency on materials made out of fossil fuels. Company spends substantial amount of money and resources towards R&D among all the Indian Tyre Companies.

Apollo R&D, in a unique Government – Corporate partnership, collaborated with Global Automotive Research Centre (GARC) to establish the first of its kind test track in India, in the southern state of Tamil Nadu, for testing wet grip of tyres, which is one of the primary safety tests. Apollo Tyres provided the technical expertise to get the track ready for testing wet grip of tyres and became the pioneer in getting approval for labelling and certification tests conducted in India. It has also set up a full-fledged Advanced Vehicle Testing sub-function for enhancing tyre characterization capability on real world application scenario. New tyre characterisation capabilities like High Speed Uniformity, Flat spot testing, 3D Mensuration etc. along with the niche skilling of subjective evaluation team in association with Japanese experts, augmenting the development of high traction, better ride comfort tyres for electric vehicles and luxury/premium segments. Newly installed testing capabilities like Quasi-static footprint and 3D metrology for Off highway tyres; wheel force transducers and wheel pulse transducers for Commercial vehicles, Steering robot and Tyre cavity sensors for passenger vehicles help to design tyres to meet and exceed discerning customer

demands in all product categories. Physical simulations were developed to assess and find solutions for field failures such as crown separation, rim digging etc. With the continuous efficiency improvements through automation and integration of sensors in assessing tyre duty cycle, tyre validation in real world scenario became quicker and more reliable.

All these developments have resulted in overall reduction of developmental lead time and thus enabling speed to market. R&D tyre test center, accredited with ISO/IEC 17025:2017 by NABL, is thriving as a state of the art laboratory with continuous capability enhancement to develop new tyre technologies.

R&D has reinforced its Advanced design studio with world class talents in industrial design. The Company has recruited industrial designers from IDC IIT Mumbai and NID which are leading design institutes in India. This facility has already developed aesthetically superior and differentiated products in various product categories. Many OEMs and customers have made positive remarks about the superior looks of Apollo's products in PCR, 2 Wheeler, TBR and Farm categories.

Advanced engineering division of R&D has developed unique competencies in Artificial intelligence, Machine learning and advanced data analytics which are utilized in many process-automation projects in various plants of Apollo. These projects will become part of the larger Industry 4.0 initiative of Apollo to convert its plants into smart factories. Advanced engineering also developed various sensors that will make tyre more intelligent and communicating with vehicle systems. These technologies are in final stages of development and will be introduced into the market at an opportune time to support the business.

The Company strengthened its simulation capabilities to reduce product development time. The vision of R&D is to move a good amount of physical testing to virtual testing with reliable predictive capabilities. Some of the recent developments are; Drag force prediction, Implementation of F Tire model for Passenger Car tyres for using in vehicle dynamics study and simulation of impact failures of PCR tyres.

(ii) **Benefits derived like product improvement, cost reduction, product development or import substitution**

Apollo enjoys leadership in Truck bus radial business and maintaining leadership in this growing segment is a priority for R&D. The Company has developed several new products in key segments which will help in its continued leadership journey.

Tyres for Defence Application

As part of indigenisation and as per make-in-India initiative of Indian Government, Apollo has developed exclusive, first of its kind Radial defence line up. Company's products have qualified the critical tests of FINABL and sand trafficability in key sizes which are close to getting approvals.

Launch of Energy Efficient Series

Energy being a critical resource, Apollo have launched nRG series in FY19, and have a sales volume of 11,000+ tyres in Steer and All wheel fitment position in FY20. Approximate Energy saving from conventional to nRG series is 10%. We have added 2 new SKUs to this series.

Products Launched are:

1. 295/90R20 EnduRace RA nRG
2. 10.00R20 EnduRace RA^T nRG

New SKUs added are:

3. 295/80R22.5 EnduRace RA^T nRG
4. 10.00R20 EnduRace RD nRG

Other New products introduced are:-

1. Additional SKUs for improving the export potential like 315/80R22.5 SOD, 12.00R20 MA & SOD and 12.00R24 & 325/95R24 SOD.
2. For mixed application tipper segments in India – 11.00R20 Endutrax MA & MD.
3. Low RR tyre for specific OEM – 295/80R22.5 HA
4. Developed 2 SKUs for LCV segments – 9.5R17.5 RA & 7.50R16 MA2

In the cross ply truck segment, one significant development has been an exclusive cross ply trailer tyre with an innovative transforming tread design. This feature provides stability to shoulder ribs to resist shoulder damages and enhances free rolling required in a trailer applications. This tyre also offers comparable tread life with 5% lower weight against a typical premium rib tyre.

In the 2W Product Category, the Company has made a strategic move towards radialisation of bias segment with Zero-degree radial Technology. This development will ensure a much safer and better situation for the motor cycle riders in the segment. New high mileage tyre with the latest motorcycle radial technology -Zero-degree steel belt radial developed for the commuter motorcycle segment as a retrofit replacement for the bias construction tyres. This new technology product will roll out under the product name "Alpha S1" in two mass market sizes 110/80 R17 and 120/80 R17.

The mileage potential of these tyres are superior by approx. 50% higher than respective bias construction tyres when operated in the same service conditions. The tyres also provided very good anti-skid and grip performance demanded by this motorcycle segment.

Motorcycle Radial tyre for High power Sport Touring motorcycle segment up to 1200 CC with USP of Superior Wet handling and breaking performance.

With an objective of developing Motorcycle Radial tyre for high power motorcycle segment, the Company has taken initiatives to develop suitable technology based on 'zero degree' steel belt technology with superior wet grip tread

based on silica. Being a highspeed application, key emphasize was given for both dry grip and wet grip with very good stability on braking especially on track and motorway. The first set of 3 SKUs are released for EA market under the product name 'Centauro ST' in Vredestein brand. These sizes have been proved for versatility for application in different bike models like Yamaha, Triumph, Suzuki, Kawasaki and BMW up to 1200 CC engine power.

In Off-highway category, the Company developed compounds with higher synthetic rubber content to compensate the price fluctuation of different grade rubbers. Some of the significant developments in this category are:

- Development and establishment of exclusive puddling special tyres which can effectively eliminate the use of case wheel resulting in improved crop yield, avoiding road damaging.
- Development of niche product exclusively for crane front application.
- Successful re-designing re-engineering of Krishak Gold series resulting in 7-8% lower tyre weight without compromising the performance.
- First tyre manufacturer to develop and introduce tyre size 15.9-28 to bridge the gap between 16.9-28 and 14.9-28 in Agri segment.

In passenger car tyre segment, Apollo's R&D has perfected Low RR technology without compromise on wear life. This technological capability helped the Company to secure its strong presence in all new BS VI vehicles.

Apterra Cross, a special tyre for upcoming segment of compact SUVs was developed. Requirement of this segment is complex as they need low rolling resistance with good NVH and handling characteristics. Robust looks with good life and traction in on/off terrains also make this tyre a winning product.

Process Technologies

Several new technologies for Process efficiency improvement has been developed and introduced. Some of the significant developments are given below:

1. Introduced single pass master mixing in TBR compounds with multi-mill technology and there by reducing mixing time of compounds with an efficiency improvement of 15%.
2. Double drain and double vacuum technology introduced in curing to reduce cure time significantly.
3. Super assembly of critical components for improving cycle time in TBM.
4. Conversion of all bead apexing from manual to online apexing process.



Technology for water consumption reduction by nitrogen curing technology

The use of nitrogen as curing media is a viable alternative to steam/hot water media. Nitrogen offers a unique opportunity to reduce water consumption in the curing process. Apollo has developed technology for TBR & PCR curing with nitrogen, which is being implemented in its new manufacturing facilities.

(iii) In case of imported technology (imported during last 3 years reckoned from the beginning of the financial year)

- Details of technology imported
- Year of import
- Whether the technology been fully absorbed
- If not fully absorbed, areas where absorption has not taken place and reasons therefore.

No technology was imported in the current year. The very purpose of creating our own R&D was to attain self-sufficiency in technology and Apollo can take pride in the fact that this objective is ably met by the efforts of the two R&D centres and their satellite centres in Europe and India. However, the Company gives much importance to collaborative research with universities and partnership with test facilities to create technologies unique to its products and performance.

(iv) Expenditure incurred on Research and Development

	(₹ Million)
a) Capital	400.17
b) Deferred Revenue Expenditure	-
c) Revenue	1,554.02
d) Total	1,954.19
e) Total R&D expenditure as a % turnover	1.80%

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

	(₹ Million)
(i) Foreign Exchange Earnings	
On account of direct - export sales from Apollo Tyres Ltd (FOB value)	11,169.91
On account of royalty from Foreign Subsidiary Companies	62.90
On account of Cross Charge of Management Expenses from Foreign Subsidiary Companies	161.02
On account of Reimbursement of Expenses from Foreign Subsidiary Companies	516.28
(ii) Foreign Exchange outgo (other than CIF value of imports)	4,585.25

For and on behalf of the Board of Directors

Place: New Delhi
Date: May 19, 2020

ONKAR S. KANWAR
Chairman & Managing Director

FORM NO. MGT- 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31, 2020

ANNEXURE V

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I REGISTRATION & OTHER DETAILS

i	CIN	L25111KL1972PLC002449
ii	Registration Date	September 28, 1972
iii	Name of the Company	Apollo Tyres Ltd
iv	Category/Sub-category of the Company	Public Company (Limited By shares)
v	Address of the Registered office & contact details	3 rd Floor, Areekal Mansion, Panampilly Nagar, Kochi- 682036, Kerala Ph:-91 484 4012046
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Apollo Tyres Ltd. Apollo House, 7, Institutional Area, Sector-32, Gurgaon, Haryana- 122001

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Tyres, Tubes and Flaps	22111	100

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Apollo (South Africa) Holdings (Pty) Ltd - 150 Denne Road, Hughes, Boksburg, Gauteng, 1459, South Africa	Company Incorporated Outside India	Subsidiary	100	2(87)
2	Apollo Tyres (Greenfield) B.V. - Ir. Schiffstraat 370, 7547 RD Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
3	Apollo Tyres (Hungary) Kft. - 3212 Gyöngyöshalász, Apollo út 106, Hungary	Company Incorporated Outside India	Subsidiary	100	2(87)
4	Apollo Tyres Cooperatief U.A- Ir. Schiffstraat 370, 7547 RD Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
5	Apollo Tyres AG- Mellingerstrassen 2a, 5400 Baden, Switzerland	Company Incorporated Outside India	Subsidiary	100	2(87)
6	Apollo Tyres Global R & D B.V.- Colosseum 2, 7521 PT Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
7	Apollo Tyres (Middle East) FZE - 1907, 19th Floor, Tower A, JAFZA One Building, Near Gate No. 5, Jebel Ali Free Zone, Dubai, UAE.	Company Incorporated Outside India	Subsidiary	100	2(87)
8	Apollo Tyres Holdings (Singapore) Pte. Ltd- 9 Temasek Boulevard, #42-01, Suntec Tower Two, Singapore 038989	Company Incorporated Outside India	Subsidiary	100	2(87)
9	Apollo Tyres (Thailand) Limited -23FL, KPN Tower, 719, Rama-9 Road, Bang Kapi, Huay Kwang, Bangkok-10310 Thailand	Company Incorporated Outside India	Subsidiary	100	2(87)
10	Apollo Tyres Do (Brasil) Ltda.- Rua Dr. Fernandes Coelho, 85 6º andar -Pinheiros, São Paulo Brasil	Company Incorporated Outside India	Subsidiary	100	2(87)
11	Apollo Tyres B.V.- Ir. Schiffstraat 370, 7547 RD Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
12	Apollo Tyres (UK) Pvt. Ltd- 1st Floor, 8 Waterloo Place, St James's, London, SW1Y 4BE UK	Company Incorporated Outside India	Subsidiary	100	2(87)
13	Apollo Tyres (Malaysia) Sdn Bhd - Level 21, Suite 21.01, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia	Company Incorporated Outside India	Subsidiary	100	2(87)



Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
14	Apollo Tyres (Germany) GmbH - Am Prime Park 17, 65479 Raunheim, Germany	Company Incorporated Outside India	Subsidiary	100	2(87)
15	Reifencom GmbH, Hannover (formerly Reifencom GmbH, Bielefeld)- Südfeldstr. 16, D-30453 Hannover, Germany	Company Incorporated Outside India	Subsidiary	100	2(87)
16	Reifencom Tyre (Qingdao) Co., Ltd. - Room 306, International News Center, No.50 Hong Kong Middle Road, Qingdao 266000 P.R. China	Company Incorporated Outside India	Subsidiary	100	2(87)
17	Apollo Tyres (London) Pvt Ltd- 1st Floor, 8 Waterloo Place, St James's, London, SW1Y 4BE UK	Company Incorporated Outside India	Subsidiary	100	2(87)
18	Apollo Vredestein B.V.- Ir. Schiffstraat 370, 7547 RD Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
19	Apollo Vredestein Kft.- Alkotás út 39/c, 1123 Budapest, Hungary	Company Incorporated Outside India	Subsidiary	100	2(87)
20	Apollo Vredestein Belux- Buro&Design Center, Heizel Esplanade bus 6, 1020 Brussel, Belgium	Company Incorporated Outside India	Subsidiary	100	2(87)
21	Vredestein Consulting B.V.- Ir. Schiffstraat 370, 7547 RD Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
22	Finlo B.V.- Ir. Schiffstraat 370, 7547 RD Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
23	Vredestein Marketing B.V.- Ir. Schiffstraat 370, 7547 RD Enschede, The Netherlands	Company Incorporated Outside India	Subsidiary	100	2(87)
24	Apollo Vredestein GesmbH- Seybelgasse 10-12, 1230 Wien, Austria	Company Incorporated Outside India	Subsidiary	100	2(87)
25	Apollo Vredestein Schweiz AG- Mellingerstrasse 2A, Postfach 2112, 5402 Baden, Switzerland	Company Incorporated Outside India	Subsidiary	100	2(87)
26	Apollo Vredestein Ibérica S.A.U.- Cityparc Edificio Bruselas, Ctra. De Hospitalet 147- 08940 Cornellà de Llobregat Barcelona, Spain	Company Incorporated Outside India	Subsidiary	100	2(87)
27	Apollo Vredestein (UK) Ltd.- 1 Beechwood, Cherry Hall Road, Kettering Business Park, Northants, NN14 1UE - UK	Company Incorporated Outside India	Subsidiary	100	2(87)
28	Apollo Vredestein Nordic AB- Flöjelbergsgatan 18, 431 37 MÖLNDAL, SWEDEN	Company Incorporated Outside India	Subsidiary	100	2(87)
29	Apollo Vredestein France SAS- 59, Avenue Victor Hugo, 75116, Paris, France	Company Incorporated Outside India	Subsidiary	100	2(87)
30	Apollo Vredestein GmbH- Rheinstrasse 103, Vallendar, Germany	Company Incorporated Outside India	Subsidiary	100	2(87)
31	Apollo Vredestein Opony Polska Sp. Zo.o.- Ul Prosta 32, 00-838 Warszawa Poland	Company Incorporated Outside India	Subsidiary	100	2(87)
32	Apollo Vredestein Tires Inc- 1175 Peachtree Street NE 10th Fl. - Atlanta GA 30361, USA	Company Incorporated Outside India	Subsidiary	100	2(87)
33	Apollo Tyres Africa (Pty) Ltd - 150 Denne Road, Hughes, Boksburg, Gauteng, 1459, South Africa	Company Incorporated Outside India	Subsidiary	100	2(87)
34	Saturn F1 Pvt Ltd - First Floor, Templeback, 10 Temple back, Bristol, BS1 6FL England	Company Incorporated Outside India	Subsidiary	100	2(87)
35	ATL Singapore Pte Ltd. - 9 Temasek Boulevard, #42-01, Suntec Tower Two, Singapore 038989	Company Incorporated Outside India	Subsidiary	100	2(87)
36	KT Telematic Solutions Pvt. Ltd., 2-1-D5 Stemuns Building, Salem Main Road, Sankari Taluk, Salem - 637301, Tamilnadu India	U74999TZ2016PTC027629	Associate	25	2(6)
37	PAN Aridus LLC- PO Box 5134 Carefree, Arizona USA, 85377	Company Incorporated Outside India	Joint Venture	50	2(6)

IV SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS % TO TOTAL EQUITY)

(i) Category-Wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	293130	0	293130	0.05	293130	0	293130	0.05	-
b) Central Govt.or State Govt.	0	0	0	-	0	0	0	-	-
c) Bodies Corporates	231021671	7450	231029121	40.39	231021671	7450	231029121	40.39	-
d) Bank/FI	0	0	0	-	0	0	0	-	-
e) Any other	0	0	0	-	0	0	0	-	-
Sub Total (A) (1):-	231314801	7450	231322251	40.44	231314801	7450	231322251	40.44	-
(2) Foreign									
a) NRI- Individuals	2666880	0	2666880	0.47	2666880	0	2666880	0.47	-
b) Other Individuals	0	0	0	-	0	0	0	-	-
c) Bodies Corp.	0	0	0	-	0	0	0	-	-
d) Banks/FI	0	0	0	-	0	0	0	-	-
e) Any other...	0	0	0	-	0	0	0	-	-
Sub Total (A) (2):-	2666880	0	2666880	0.47	2666880	0	2666880	0.47	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	233981681	7450	233989131	40.90	233981681	7450	233989131	40.90	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	113681183	738750	114419933	20.00	91074284	738750	91813034	16.05	(3.95)
b) Banks/FI	10065435	631000	10696435	1.87	5155169	631000	5786169	1.01	(0.86)
C) Central govt	0	0	0	-	0	0	0	-	-
d) State Govt.	10000000	0	10000000	1.75	10000000	0	10000000	1.75	-
e) Venture Capital Fund	0	0	0	-	0	0	0	-	-
f) Insurance Companies	0	0	0	-	0	0	0	-	-
g) FIIS	110180855	499500	110680355	19.35	130414602	499500	130914102	22.89	3.54
h) Foreign Venture Capital Funds	0	0	0	-	0	0	0	-	-
Sub Total (B)(1):-	243927473	1869250	245796723	42.97	236644055	1869250	238513305	41.69	(1.27)
(2) Non Institutions									
a) i) Individual shareholders holding nominal share capital upto ₹ 2 lakhs	30869045	5996061	36865106	6.44	36216873	4424070	40640943	7.10	0.66
ii) Individuals shareholders holding nominal share capital in excess of ₹ 2 lakhs	1738370	0	1738370	0.30	1638370	0	1638370	0.29	(0.02)
b) Others (specify)									
NRI's	1790062	347300	2137362	0.37	2085404	347780	2433184	0.43	0.05
Foregin National	0	0	0	-	0	0	0	-	-
Investor Education and Protection Fund Authority	2615795	0	2615795	0.46	2583355	0	2583355	0.45	(0.01)
Unclaimed Suspense A/c	196920	0	196920	0.03	3130	0	3130	0.00	(0.03)
Trusts	24714454	0	24714454	4.32	25258355	0	25258355	4.42	0.10
Clearing Members	655199	0	655199	0.11	1614065	0	1614065	0.28	0.17
Bodies Corporates	22510153	203170	22713323	3.97	22908469	1562750	24471219	4.28	0.31
Others	627597	0	627597	0.11	904923	0	904923	0.16	0.05
Sub Total (B)(2):-	85717595	6546531	92264126	16.13	93212944	6334600	99547544	17.40	1.27
Total Public Shareholding (B)= (B)(1)+(B)(2)	329645068	8415781	338060849	59.10	329856999	8203850	338060849	59.10	-
C. SHARES HELD BY CUSTODIAN FOR ADRS AND GRDS	0	0	0	0	0	0	0	-	-
Grand Total (A+B+C)	563626749	8423231	572049980	100.00	563838680	8211300	572049980	100.00	



(ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Neeraj Consultants Pvt. Ltd.	73827161	12.91	1.14	73827161	12.91	0.99	0.00
2	Apollo Finance Ltd.	39778872	6.95	1.25	39778872	6.95	0.74	0.00
3	Sunrays Properties & Investment Co. Pvt. Ltd.	36307648	6.35	1.33	36307648	6.35	2.41	0.00
4	Sacred Heart Investment Co. Pvt. Ltd.	24435180	4.27	0	24435180	4.27	0	0.00
5	Motlay Finance Pvt. Ltd.	16942817	2.96	2.00	16942817	2.96	2.08	0.00
6	Classic Industries & Exports Ltd.	15523505	2.71	0	15523505	2.71	0	0.00
7	Ganga Kaveri Credit & Holding Pvt. Ltd.	7688380	1.34	0	7688380	1.34	0	0.00
8	Indus Valley Investment & Finance Pvt. Ltd.	5076040	0.89	0	5076040	0.89	0	0.00
9	Global Capital Ltd	3627158	0.63	0	3627158	0.63	0	0.00
10	PTL Enterprises Ltd.	3435000	0.60	0	3435000	0.60	0	0.00
11	Ms. Shalini Chand Kanwar	1977000	0.35	0	1977000	0.35	0	0.00
12	Kenstar Investment & Finance Pvt. Ltd.	1842280	0.32	0	1842280	0.32	0	0.00
13	Amit Deycham Pvt. Ltd.	1560595	0.27	0.27	1560595	0.27	0.27	0.00
14	Apollo International Ltd.	984485	0.17	0.17	984485	0.17	0.17	0.00
15	Mr. Neeraj Kanwar	671380	0.12	0	671380	0.12	0	0.00
16	Mr. Raaja R S Kanwar	180880	0.03	0	180880	0.03	0	0.00
17	Mr. Onkar S. Kanwar	100000	0.02	0	100000	0.02	0	0.00
18	Ms. Simran Kanwar	18500	0.00	0	18500	0.00	0	0.00
19	Ms. Taru Kanwar	12250	0.00	0	12250	0.00	0	0.00
Total		233989131	40.90	6.16	233989131	40.90	6.66	0

(iii) Change in Promoters' Shareholding

Sl. No.	Folio / DP-ID & Client ID	Name of Shareholder	Shareholding at the beginning of the year		Date of change in Shareholding	Increase/decrease in Shareholding	Reason for Increase/Decrease	Cumulative shareholding during the year	
			No. of Shares	% of total Shareholding				No. of Shares	% of total Shareholding
1	N-IN300118/10148832	Mr. Neeraj Kanwar	671380	0.12	01-04-2019	-	-	671380	0.12
					31-03-2020	-	-	671380	0.12
2	N-IN300118/10150311	Ms. Simran Kanwar	18500	0.00	01-04-2019	-	-	18500	0.00
					31-03-2020	-	-	18500	0.00
3	N-IN300118/10150320	Mr. Raaja R S Kanwar	180880	0.03	01-04-2019	-	-	180880	0.03
					31-03-2020	-	-	180880	0.03
4	N-IN300118/10150354	Mr. Onkar S. Kanwar	100000	0.02	01-04-2019	-	-	100000	0.02
					31-03-2020	-	-	100000	0.02
5	N-IN300118/11257309	Ms. Taru Kanwar	12250	0.00	01-04-2019	-	-	12250	0.00
					31-03-2020	-	-	12250	0.00
6	N-IN300118/11277023	Ms. Shalini Chand Kanwar	1977000	0.35	01-04-2019	-	-	1977000	0.35
					31-03-2020	-	-	1977000	0.35
7	P-0014890	Sunrays Properties & Investment Co. Pvt. Ltd.	6450	0.00	01-04-2019	-	-	6450	0.00
					31-03-2020	-	-	6450	0.00
8	P-0023027	Global Capital Ltd.	1000	0.00	01-04-2019	-	-	1000	0.00
					31-03-2020	-	-	1000	0.00
9	N-IN300095/10124640	Sunrays Properties & Investment Co. Pvt. Ltd.	36301198	6.35	01-04-2019	-	-	36301198	6.35
					31-03-2020	-	-	36301198	6.35
10	N-IN300095/10124658	Ganga Kaveri Credit & Holding Pvt. Ltd.	7688380	1.34	01-04-2019	-	-	7688380	1.34
					31-03-2020	-	-	7688380	1.34
11	N-IN300095/10124666	Global Capital Ltd.	3626158	0.63	01-04-2019	-	-	3626158	0.63
					31-03-2020	-	-	3626158	0.63

Sl. No.	Folio / DP-ID & Client ID	Name of Shareholder	Shareholding at the beginning of the year		Date of change in Shareholding	Increase/ decrease in Shareholding	Reason for Increase/ Decrease	Cumulative shareholding during the year	
			No. of Shares	% of total Shareholding				No. of Shares	% of total Shareholding
12	N-IN300118/10141089	Motlay Finance Pvt. Ltd.	16942817	2.96	01-04-2019	-	-	16942817	2.96
					31-03-2020	-	-	16942817	2.96
13	N-IN300118/10141101	Sacred Heart Investment Co. Pvt. Ltd.	24435180	4.27	01-04-2019	-	-	24435180	4.27
					31-03-2020	-	-	24435180	4.27
14	N-IN300118/10148066	Apollo International Ltd.	984485	0.17	01-04-2019	-	-	984485	0.17
					31-03-2020	-	-	984485	0.17
15	N-IN300118/10182874	Apollo Finance Ltd.	39778872	6.95	01-04-2019	-	-	39778872	6.95
					31-03-2020	-	-	39778872	6.95
16	N-IN300118/11621581	PTL Enterprises Ltd.	3435000	0.60	01-04-2019	-	-	3435000	0.60
					31-03-2020	-	-	3435000	0.60
17	N-IN301127/15045132	Neeraj Consultants Pvt. Ltd.	73827161	12.91	01-04-2019	-	-	73827161	12.91
					31-03-2020	-	-	73827161	12.91
18	N-IN301127/15399078	Indus Valley Investment & Finance Pvt. Ltd.	5076040	0.89	01-04-2019	-	-	5076040	0.89
					31-03-2020	-	-	5076040	0.89
19	N-IN302365/10866463	Classic Industries & Exports Ltd.	10423505	1.82	01-04-2019	-	-	10423505	1.82
					05-03-2020	5100000	Transfer	15523505	2.71
					31-03-2020	-	-	15523505	2.71
20	N-IN303559/10011002	Classic Industries & Exports Ltd.	5100000	0.89	01-04-2019	-	-	5100000	0.89
					05-03-2020	-5100000	Transfer	-	-
					31-03-2020	-	-	-	-
21	C-014100/1201410000007516	Kenstar Investment & Finance Pvt. Ltd.	1842280	0.32	01-04-2019	-	-	1842280	0.32
					31-03-2020	-	-	1842280	0.32
22	C-014100/1201410000017026	Amit Deycham Pvt. Ltd.	1560595	0.27	01-04-2019	-	-	1560595	0.27
					31-03-2020	-	-	1560595	0.27

(iv) Shareholding Pattern of top shareholders (other than Directors, Promoters) as on 31.03.2020

Sl. No.	DP-ID & Client ID	Name of Shareholder	Shareholding at the beginning of the year		Date of change in shareholding	Increase/ Decrease in shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year	
			No. Of shares	% of total shares of the Company				No. Of shares	% of total shares of the Company
1	IN30343810004305	Franklin Templeton Investment Funds	18991593	3.32	01-04-2019			18991593	3.32
					14-06-2019	-597397	Transfer	18394196	3.22
					28-06-2019	-589601	Transfer	17804595	3.11
					07-02-2020	-3604341	Transfer	14200254	2.48
					14-02-2020	-540376	Transfer	13659878	2.39
					21-02-2020	-1763000	Transfer	11896878	2.08
					28-02-2020	-278253	Transfer	11618625	2.03
					31-03-2020			11618625	2.03
2	IN30012611209306	Hdfc Trustee Company Ltd - A/C Hdfc Mid - Cap opportunities Fund	18434032	3.22	01-04-2019			18434032	3.22
					12-04-2019	120000	Transfer	18554032	3.24
					27-03-2020	672001	Transfer	19226033	3.36
					31-03-2020	440000	Transfer	19666033	3.44
3	IN30133019132926	Custodian A/C - Ashwin Shantilal Mehta	13507300	2.36	01-04-2019			13507300	2.36
					31-03-2020		No Change	13507300	2.36
4	IN30014210753517	Kotak Funds - India Midcap Fund	11255253	1.97	01-04-2019			11255253	1.97
					12-04-2019	-19168	Transfer	11236085	1.96
					11-10-2019	5168	Transfer	11241253	1.97
					20-12-2019	-396441	Transfer	10844812	1.90
					14-02-2020	-203980	Transfer	10640832	1.86
					16-03-2020	300000	Transfer	10940832	1.91
					31-03-2020			10940832	1.91



Sl. No.	DP-ID & Client ID	Name of Shareholder	Shareholding at the beginning of the year		Date of change in shareholding	Increase/Decrease in shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year	
			No. Of shares	% of total shares of the Company				No. Of shares	% of total shares of the Company
5	IN30005410009134	Hdfc Trustee Company Ltd. A/C Hdfc Balanced Advantage Fund	8981959	1.57	01-04-2019			8981959	1.57
					12-04-2019	200000	Transfer	9181959	1.61
					26-04-2019	1770000	Transfer	10951959	1.91
					03-05-2019	1263000	Transfer	12214959	2.14
					05-07-2019	2000000	Transfer	14214959	2.48
					20-09-2019	1510590	Transfer	15725549	2.75
					27-09-2019	410	Transfer	15725959	2.75
					18-10-2019	1028633	Transfer	16754592	2.93
					25-10-2019	615100	Transfer	17369692	3.04
					31-03-2020			17369692	3.04
6	IN30016710142910	Hdfc Life Insurance Company Limited	8205794	1.43	01-04-2019			8205794	1.43
					05-04-2019	12379	Transfer	8218173	1.44
					12-04-2019	32137	Transfer	8250310	1.44
					19-04-2019	97696	Transfer	8348006	1.46
					26-04-2019	228698	Transfer	8576704	1.50
					03-05-2019	13096	Transfer	8589800	1.50
					17-05-2019	244916	Transfer	8834716	1.54
					24-05-2019	13037	Transfer	8847753	1.55
					31-05-2019	-91992	Transfer	8755761	1.53
					07-06-2019	-360844	Transfer	8394917	1.47
					14-06-2019	-26269	Transfer	8368648	1.46
					21-06-2019	-86480	Transfer	8282168	1.45
					28-06-2019	-60000	Transfer	8222168	1.44
					05-07-2019	331278	Transfer	8553446	1.50
					12-07-2019	12259	Transfer	8565705	1.50
					24-07-2019	161	Transfer	8565866	1.50
					26-07-2019	100000	Transfer	8665866	1.51
					02-08-2019	-954948	Transfer	7710918	1.35
					09-08-2019	99144	Transfer	7810062	1.37
					23-08-2019	-215000	Transfer	7595062	1.33
					30-08-2019	-285000	Transfer	7310062	1.28
					06-09-2019	150000	Transfer	7460062	1.30
					13-09-2019	-96	Transfer	7459966	1.30
					20-09-2019	-120000	Transfer	7339966	1.28
					27-09-2019	36683	Transfer	7376649	1.29
					04-10-2019	503317	Transfer	7879966	1.38
					11-10-2019	100249	Transfer	7980215	1.40
					08-11-2019	30000	Transfer	8010215	1.40
					15-11-2019	280	Transfer	8010495	1.40
					06-12-2019	-9947	Transfer	8000548	1.40
					20-12-2019	101	Transfer	8000649	1.40
					28-02-2020	79790	Transfer	8080439	1.41
					05-03-2020	120574	Transfer	8201013	1.43
					13-03-2020	300000	Transfer	8501013	1.49
					27-03-2020	100000	Transfer	8601013	1.50
					31-03-2020			8601013	1.50
7	IN30016710010936	Franklin Templeton Mutual Fund A/C Franklin India Prima Fund	7794904	1.36	01-04-2019			7794904	1.36
					21-06-2019	-1000000	Transfer	6794904	1.19
					13-12-2019	-6794904	Transfer	0	0.00
					31-03-2020			0	0.00

Sl. No.	DP-ID & Client ID	Name of Shareholder	Shareholding at the beginning of the year		Date of change in shareholding	Increase/ Decrease in shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year	
			No. Of shares	% of total shares of the Company				No. Of shares	% of total shares of the Company
8	IN30016710011040	Franklin Templeton Mutual Fund A/C Franklin India Equity Fund	7500000	1.31	01-04-2019			7500000	1.31
					03-05-2019	-65477	Transfer	7434523	1.30
					10-05-2019	-327934	Transfer	7106589	1.24
					21-06-2019	-2106589	Transfer	5000000	0.87
					28-06-2019	-500000	Transfer	4500000	0.79
					05-07-2019	-500000	Transfer	4000000	0.70
					20-09-2019	-45227	Transfer	3954773	0.69
					27-09-2019	-954773	Transfer	3000000	0.52
					13-12-2019	-3000000	Transfer	0	0.00
					31-03-2020			0	0.00
9	IN30343810004432	Templeton Global Investment Trust - Templetonemerging Markets Small Cap Fund	6432450	1.12	01-04-2019			6432450	1.12
					28-06-2019	-961836	Transfer	5470614	0.96
					07-02-2020	-1168200	Transfer	4302414	0.75
					14-02-2020	-240622	Transfer	4061792	0.71
					21-02-2020	-1514046	Transfer	2547746	0.45
					28-02-2020	-238222	Transfer	2309524	0.40
10	IN30016710000262	Reliance Capital Trustee Company Limited A/C Reliance Growth Fund	5869636	1.03	01-04-2019			5869636	1.03
					05-04-2019	450000	Transfer	6319636	1.10
					31-05-2019	500000	Transfer	6819636	1.19
					21-06-2019	-4000000	Transfer	2819636	0.49
					02-08-2019	200000	Transfer	3019636	0.53
					16-08-2019	300000	Transfer	3319636	0.58
					30-08-2019	-120000	Transfer	3199636	0.56
					06-09-2019	-1149000	Transfer	2050636	0.36
					20-09-2019	78000	Transfer	2128636	0.37
					04-10-2019	510000	Transfer	2638636	0.46
					11-10-2019	194799	Transfer	2833435	0.50
					18-10-2019	201	Transfer	2833636	0.50
					08-11-2019	486000	Transfer	3319636	0.58
					10-01-2020	811888	Transfer	4131524	0.72
					24-01-2020	700000	Transfer	4831524	0.84
					31-03-2020			4831524	0.84
11	IN30023910150207	Kerala State Industrial Development Corporation	5000000	0.87	01-04-2019			5000000	0.87
					31-03-2020	0	No Change	5000000	0.87
12	IN30023910664696	Governor of Kerala	5000000	0.87	01-04-2019			5000000	0.87
					31-03-2020	0	No Change	5000000	0.87
13	IN30005410028173	Dsp Midcap Fund	4410668	0.77	01-04-2019			4410668	0.77
					21-06-2019	-786000	Transfer	3624668	0.63
					05-07-2019	786000	Transfer	4410668	0.77
					23-08-2019	-225000	Transfer	4185668	0.73
					30-08-2019	-21000	Transfer	4164668	0.73
					06-09-2019	245889	Transfer	4410557	0.77
					20-09-2019	-837000	Transfer	3573557	0.62
					27-09-2019	363000	Transfer	3936557	0.69
					04-10-2019	474000	Transfer	4410557	0.77
					06-03-2020	-1192142	Transfer	3218415	0.56
					13-03-2020	-3218415	Transfer	0	0.00
					31-03-2020			0	0.00
14	IN30343810003257	Vanguard Total International Stock Index Fund	3979228	0.70	01-04-2019			3979228	0.70
					05-04-2019	242568	Transfer	4221796	0.74
					26-04-2019	-110440	Transfer	4111356	0.72
					24-05-2019	139558	Transfer	4250914	0.74



Sl. No.	DP-ID & Client ID	Name of Shareholder	Shareholding at the beginning of the year		Date of change in shareholding	Increase/Decrease in shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year	
			No. Of shares	% of total shares of the Company				No. Of shares	% of total shares of the Company
					07-06-2019	195107	Transfer	4446021	0.78
					26-07-2019	245152	Transfer	4691173	0.82
					27-09-2019	-361422	Transfer	4329751	0.76
					14-02-2020	177505	Transfer	4507256	0.79
					13-03-2020	267923	Transfer	4775179	0.83
					27-03-2020	263476	Transfer	5038655	0.88
					31-03-2020			5038655	0.88
15	IN30343810007517	T. Rowe Price New Asia Fund	3975697	0.69	01-04-2019			3975697	0.69
					19-07-2019	-148148	Transfer	3827549	0.67
					24-07-2019	-1717748	Transfer	2109801	0.37
					26-07-2019	-795240	Transfer	1314561	0.23
					02-08-2019	-1314561	Transfer	0	0.00
					31-03-2020			0	0.00
16	IN30014210756431	White Iris Investment Ltd	0	0.00	01-04-2019			0	0.00
					21-06-2019	27911255	Transfer	27911255	4.88
					09-08-2019	200000	Transfer	28111255	4.91
					16-08-2019	1341489	Transfer	29452744	5.15
					23-08-2019	2728256	Transfer	32181000	5.63
					30-08-2019	1440000	Transfer	33621000	5.88
					06-09-2019	2381511	Transfer	36002511	6.29
					13-09-2019	883739	Transfer	36886250	6.45
					20-09-2019	1826000	Transfer	38712250	6.77
					27-09-2019	1525107	Transfer	40237357	7.03
					04-10-2019	1220000	Transfer	41457357	7.25
					22-11-2019	524591	Transfer	41981948	7.34
					29-11-2019	2616065	Transfer	44598013	7.80
					06-12-2019	1606130	Transfer	46204143	8.08
					13-12-2019	3464267	Transfer	49668410	8.68
					20-12-2019	1386035	Transfer	51054445	8.92
					31-03-2020			51054445	8.92
17	IN30014210769438	Franklin India Prima Fund	0	0.00	01-04-2019			0	0.00
					13-12-2019	6794904	Transfer	6794904	1.19
					31-03-2020			6794904	1.19
18	IN30012611218322	Icici Prudential Balanced Advantage Fund	3061190	0.54	01-04-2019			3061190	0.54
					28-06-2019	-2481000	Transfer	580190	0.10
					10-01-2020	483771	Transfer	1063961	0.19
					05-03-2020	1388003	Transfer	2451964	0.43
					06-03-2020	1039796	Transfer	3491760	0.61
					13-03-2020	1082735	Transfer	4574495	0.80
					31-03-2020			4574495	0.80
19	IN30378610004755	Icici Prudential Top 100 Fund	3669183	0.64	01-04-2019			3669183	0.64
					14-06-2019	-18000	Transfer	3651183	0.64
					21-06-2019	-198000	Transfer	3453183	0.60
					19-07-2019	34361	Transfer	3487544	0.61
					02-08-2019	416000	Transfer	3903544	0.68
					09-08-2019	100000	Transfer	4003544	0.70
					20-12-2019	-67697	Transfer	3935847	0.69
					31-03-2020			3935847	0.69
20	IN30343810016654	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	3830897	0.67	01-04-2019			3830897	0.67
					12-04-2019	11523	Transfer	3842420	0.67
					10-05-2019	12024	Transfer	3854444	0.67
					21-06-2019	-27054	Transfer	3827390	0.67
					27-03-2020	-20995	Transfer	3806395	0.67
					31-03-2020			3806395	0.67

(v) Shareholding of Directors & KMPs

Sl. No.	Name of the Director/KMP	Shareholding at the beginning/end of the year		Cumulative Shareholding at the beginning/during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Onkar S. Kanwar - Chairman & Managing Director				
	At the beginning of the year (April 01, 2019)	100000	0.02	100000	0.02
	Transaction (Purchase/Sale) from April 01, 2019 upto March 31, 2020)	-	-	-	-
	At the end of the year (March 31, 2020)	100000	0.02	100000	0.02
2	Mr. Neeraj Kanwar - Vice Chairman & Managing Director				
	At the beginning of the year (April 01, 2019)	671380	0.12	671380	0.12
	Transaction (Purchase/Sale) from April 01, 2019 upto March 31, 2020)	-	-	-	-
	At the end of the year (March 31, 2020)	671380	0.12	671380	0.12
3	Mr. Vikram S Mehta - Director				
	At the beginning of the year (April 01, 2019)	6000	0.00	6000	0.00
	Transaction (Purchase/Sale) from April 01, 2019 upto March 31, 2020)	-	-	-	-
	At the end of the year (March 31, 2020)	6000	0.00	6000	0.00

The following Directors /Key Managerial Personnel (KMP) did not hold any shares during FY20:

(i) Mr. Akshay Chudasama, Director (ii) Ms. Anjali Bansal, Director (iii) Mr. Robert Steinmetz, Director (vi) Mr. Sunam Sarkar, Director (v) Ms. Pallavi Shroff, Director (vi) General Bikram Singh (Retd), Director (vii) Mr. Vinod Rai, Director (viii) Mr. Francesco Gori, Director (ix) Mr. Satish Sharma, Director (x) Mr. Gaurav Kumar, CFO-KMP and (xi) Ms. Seema Thapar, Company Secretary-KMP

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ Million)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.19)				
i) Principal Amount	25,478	1,902	-	27,380
ii) Interest Due but not paid	-	-	-	-
iii) Interest Accrued but not due	671	-	-	671
Total (i+ii+iii)	26,149	1,902	-	28,051
Change in indebtedness during the financial year				
i) Addition	14,239	84,650	-	98,889
ii) Reduction	(4,632)	(77,702)	-	(82,334)
Total	9,607	6,948	-	16,555
Indebtedness at the end of the financial year (31.03.20)				
i) Principal Amount	35,085	8,850	-	43,935
ii) Interest Due but not paid	-	-	-	-
iii) Interest Accrued but not due	695	-	-	695
Total (i+ii+iii)	35,780	8,850	-	44,630

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND/OR MANAGER:

(₹ Million)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total
1	Gross salary	Onkar S. Kanwar	Neeraj Kanwar	Satish Sharma	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax. 1961.	106.99	97.09	61.32	265.40
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.05	0.07	0.23	0.35
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	117.76	99.50	0.00	217.26
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	224.80	196.96	61.55	483.01
	Ceiling as per the Act	₹ 636.80 Million (being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)			

**B. REMUNERATION TO OTHER DIRECTORS:**

(₹ Million)

Sl. No.	Particulars of Remuneration	Name of the Directors						Total Amount
1	Independent Directors	Akshay Chudasama	Anjali Bansal	Gen.Bikram Singh(Retd.)	Francesco Gori	Nimesh N Kampani	Pallavi Shroff	
	(a) Fee for attending Board/ Committee Meetings	1.25	0.65	0.65	0.70	0.35	0.60	4.20
	(b) Commission	4.13	4.13	4.13	4.12	1.43	4.13	22.07
	(c) Others, please specify	-	-	-	-	-	-	-
	Total (1)	5.38	4.78	4.78	4.82	1.78	4.73	26.27
2	Other Non Executive Directors	Robert Steinmetz	Sunam Sarkar	Dr.S. Narayan	Vikram S.Mehta	Vinod Rai		
	(a) Fee for attending Board/ Committee Meetings	1.10	0.90	0.25	0.60	1.00		3.85
	(b) Commission	4.12	4.12	1.43	4.13	4.13		17.93
	(c) Others, please specify.	-	-	-	-	-		-
	Total (2)	5.22	5.02	1.68	4.73	5.13		21.78
	Total (B)=(1+2)							48.05
	Total Managerial Remuneration							531.06
	Overall Cieling as per the Act.	₹ 700.48 Million (being 11% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ Million)

Sl. No.	Particulars of Remuneration	Name of KMP	
1	Gross salary	CFO (Gaurav Kumar)	Company Secretary (Seema Thapar)
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	45.74	6.66
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.06	0.23
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others, specify	-	-
5	Others, please specify	-	-
	Total	45.80	6.89

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties/ punishment/ compounding of offences under Companies Act for the year ended March 31, 2020.

For and on Behalf of the Board of Directors

Date: May 19, 2020

Place: New Delhi

Onkar S. Kanwar
Chairman & Managing Director

CORPORATE GOVERNANCE REPORT

Apollo Tyres' governance framework enjoins the highest standards of ethical and responsible conduct of business to create value for all stakeholders. It continues to focus on good corporate governance, in line with emerging local and global standards. It understands and respects its fiduciary role in the corporate world. Besides adhering to the prescribed corporate governance practices as per Regulation 4(2) read with Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company voluntarily governs itself as per highest standards of ethical and responsible conduct of business in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, consumers, lenders and the community at large.

The prime focus of Companies Act, 2013, is on shareholders' democracy, higher transparency and more disclosures, E-Governance, investor protection/minority shareholders and on Professionals' enhanced role & accountability. The current annual report of your Company contains all the information and disclosures which are required to be given under Companies Act, 2013 / Listing Regulations.

This report, along with the report on Management Discussion and Analysis and additional shareholders information provides the details of implementation of the corporate governance code by your Company as contained in the Listing Regulations.

1. CORPORATE GOVERNANCE PHILOSOPHY

At Apollo Tyres Ltd ('Apollo'), corporate governance brings direction and control to the affairs of the Company in a fashion that ensures optimum return for stakeholders. Corporate governance is the broad framework which defines the way the Company functions and interacts with its environment. It is in compliance with laws and regulations in each of the markets the Company operates, leading to effective management of the organisation. Moreover, Apollo in its journey towards sustainability is integrating sustainability practices in its corporate governance system which goes beyond compliance.

The Company is guided by a key set of values for all its internal and external interactions.

Simultaneously, in keeping with the best practices, your Company seeks to execute the practices of corporate governance by maintaining strong business fundamentals and by delivering high performance through relentless focus on the following:

- (a) Transparency by classifying and explaining the Company's policies and actions to those towards whom it has responsibilities, including its employees. This implies the maximum possible disclosures without hampering the interests of the Company and those of its stakeholders. The Company believes in promotion of ethical values and setting up exemplary standards of ethical behaviour in

our conduct towards our business partners, colleagues, shareholders and general public;

- (b) Accountability is a key pillar, where there cannot be a compromise in any aspect of accountability and full responsibility, even as the management pursues profitable growth for the Company;
- (c) Professionalism ensures that management teams at all levels are qualified for their positions, have a clear understanding of their roles and are capable of exercising their own judgment, keeping in view the Company's interests, without being subject to undue influence from any external or internal pressures;
- (d) Trusteeship brings into focus the fiduciary role of the management to align and direct the actions of the organisation towards creating wealth and shareholder's value in the Company's quest to establish a global network, while abiding with global norms and cultures;
- (e) As part of Corporate Responsibility, the Company believes in working towards sustainable development - environmental and social. Though the journey on sustainability is recent, it is already a key pillar in its next five year growth journey;
- (f) Safeguarding integrity ensures independent verification and truthful presentation of the Company's financial position. For this purpose, the Company has also constituted an Audit Committee which pays particular attention to the financial management process;
- (g) Continuous focus on training and development of employees and workers to achieve the overall corporate objectives while ensuring employee integration across national boundaries.

Your Company is open, accessible and consistent with its communication. Apollo Tyres shares a long term perspective and firmly believes that good corporate governance practices underscore its drive towards competitive strength and sustained performance. Thus, overall corporate governance norms have been institutionalised as an enabling and facilitating business process at the Board, Management and at all operational levels.

2. BOARD OF DIRECTORS

At Apollo, we believe that an active, well-informed and independent Board is necessary to ensure highest standards of Corporate Governance. The Board of Directors of Apollo Tyres, being at the core of its Corporate Governance practice, plays the most pivotal role in overseeing how the management serves and protects the long term interests of all our stakeholders.



Apollo's Board consists of an optimal combination of Executive Directors and Independent Directors, representing a judicious mix of professionalism, knowledge and experience. The Directors bring in expertise in the fields of strategy, management, human resource development, legal, finance and economics, among others. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

(a) Composition of Board: The size and composition of the Board meet the requirements of Regulation 17(1) of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's Board of Directors consists of 12 Executive and Non-Executive Directors, including leading professionals in their respective fields. The following is the percentage of Executive and Non-Executive Directors of the Company as on March 31, 2020:

Category of Directors	No. of Directors	% of Total no. of Directors
Executive	3	25
Non-Executive (including Independent Directors)	9	75
Total	12	100

The constitution of the Board and attendance record of Directors for FY20 are given below:

Name/Designation of Director	Executive/ Non-Executive /Independent	No. of positions held in Other Companies		Directorship in listed Company(s)		No. of Board Meetings Attended ⁽³⁾	Attendance at last AGM
		Board ⁽¹⁾	Committee ⁽²⁾	Name of the Company	Position Held		
Mr. Onkar S. Kanwar Chairman & Managing Director	Promoter – Executive	4	2	PTL Enterprises Ltd. Artemis Medicare Services Ltd.	Chairman Chairman	5	Yes
Mr. Neeraj Kanwar Vice Chairman & Managing Director	Executive	2	3	PTL Enterprises Ltd. Artemis Medicare Services Ltd.	NED NED	5	Yes
Mr. Akshay Chudasama	Non-Executive Independent	2	2	Bata India Ltd. Artemis Medicare Services Ltd.	ID ID	5	Yes
Ms. Anjali Bansal	Non-Executive Independent	7	2	Bata India Ltd. The Tata Power Co. Ltd. Voltas Ltd. Siemens Ltd.	ID ID ID ID	5	Yes
Gen. Bikram Singh (Retd.)	Non-Executive Independent	-	-	None	-	5	Yes
Mr. Francesco Gori	Non-Executive Non-Independent	-	-	None	-	5	No
Ms. Pallavi Shroff	Non-Executive Independent	5	1	Trident Ltd. Asian Paints Ltd. Inter Globe Aviation Ltd. PVR Ltd.	ID ID ID ID	3	Yes
Mr. Robert Steinmetz	Non-Executive Non-Independent	-	-	None	-	5	Yes
Mr. Sunam Sarkar	Non-Executive Non-Independent	-	-	None	-	5	Yes
Mr. Vikram S. Mehta	Non-Executive Independent	6	4	Colgate Palmolive I Ltd. Mahindra & Mahindra Ltd. HT Media Ltd. L & T Ltd. Jubilant Foodworks Ltd.	ID ID ID ID ID	5	Yes
Mr. Vinod Rai	Non-Executive Independent	3	3	IDFC Ltd.	ID	5	Yes
Mr. Satish Sharma	Executive	-	-	None		5	Yes

Name/Designation of Director	Executive/ Non-Executive /Independent	No. of positions held in Other Companies		Directorship in listed Company(s)		No. of Board Meetings Attended(3)	Attendance at last AGM
		Board(1)	Committee(2)	Name of the Company	Position Held		
Ceased to be Director							
Dr. M. Beena ⁽⁴⁾ Nominee Director – Govt. of Kerala (Equity Investor)	Non-Executive Non-Independent	4	-	None	-	-	N.A.
Mr. Nimesh N. Kampani ⁽⁵⁾ (Ceased to be Director w.e.f August 6, 2019)	Non-Executive Independent	7	5	Britannia Ind. Ltd. Deepak Nitrite Ltd. Chambal Fertilisers & Chemicals Ltd. JM Financial Ltd.	ID ID ID Chairman – NE NID	2	Yes
Dr. S. Narayan ⁽⁵⁾ (Ceased to be Director w.e.f August 6, 2019)	Non-Executive Independent	7	3	Dabur India Ltd. IIFL Finance Ltd. Seshasayee Paper & Boards Ltd. Artemis Global Life Sciences Ltd.	ID ID ID ID	1	No

(1) This includes Directorships held in Public Ltd. Companies and Subsidiaries of Public Ltd. Companies and excludes Directorships in Private Ltd. Companies and Overseas Companies.

(2) For the purpose of Committees of Board of Directors, only Audit and Stakeholders' Relationship Committees in other Public Ltd. Companies and Subsidiaries of Public Ltd. Companies are considered.

(3) During FY20, five Board Meetings were held.

(4) Pursuant to Section 149(6) of the Companies Act, 2013, Dr. M. Beena shall not be treated as an Independent Director. She ceases to be a Director w.e.f. May 9, 2019.

(5) Ceased to be Directors upon completion of their terms of appointment.

None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than 5 Committees across all the Companies in which he/she is a Director.

Ms. Pallavi Shroff and Mr. Akshay Chudasama are Managing Partners of M/s. Shardul Amarchand Mangaldas & Co., Solicitors and Advocates on record, to whom the Company has paid fee of ₹ 3.00 million during FY20 for professional advice rendered by the firm in which they are interested. The Board has determined that such payment in the context of overall expenditure by the Company is not significant and does not affect their independence.

As required under Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors was held on February 26, 2020. The Independent Directors at the meeting, inter alia, reviewed the following:-

- Performance of Non-Independent Directors and Board as a whole;
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

In addition to formal meetings, interactions outside the Board Meetings also take place between the Chairman and Independent Directors to discuss the issues and concerns, if any.

(b) Performance evaluation of Independent Directors

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors.

- (c) Board Functioning & Procedure:** Apollo Tyres' Board is committed to ensure good governance through a style of functioning that is self-governing. The members of the Board always have complete liberty to express their opinion and decisions are taken on the basis of consensus arrived at after detailed discussions. They are also free to bring up any matter for discussion at the Board Meetings.

Apollo Tyres' Board meets at least once in every quarter to discuss and review the quarterly results and other items of agenda, including the information required to be placed before the Board, as required under Regulation 17(7) read with Part A, Schedule II of the Listing Regulations and additional meetings are held as and when required. The meeting dates are usually finalized well before the beginning of the year. The Chairman/Vice Chairman of the Board, Chief Financial Officer and the Company Secretary discuss the items to be included in the agenda and the detailed agenda, management



reports and other explanatory statements are circulated well in advance of the meeting. Senior Management officials are called to provide additional inputs on the matters being discussed by the Board/Committee. Overseas operating subsidiaries are represented through President of respective regions who make detailed presentations about working of their respective Companies.

Paperless Board Meetings: With a view to leverage technology and reducing paper consumption, the Company has adopted a web-based application for transmitting Board/Committee Agenda. The Directors of the Company receive the Agenda in electronic form through this application, which can be accessed through Browsers or iPads. The application meets high standards of security and integrity that is required for storage and transmission of Board/Committee Agenda in electronic form.

Post Meeting follow up procedure: The Board has an effective post meeting follow up procedure. Items arising out of previous Board Meeting and their follow up action report are placed at the immediately succeeding meeting for information of the Board.

(d) Information placed before the Board of Directors

The Board has complete access to all the information available within the Company. The following information, inter-alia, is provided periodically by the management to the Board for its review:

- Quarterly/Half yearly/Yearly financial results (consolidated & standalone) and items arising out of Annual Accounts.
- Proceedings of various Committees of the Board (on quarterly basis).
- Minutes of the Subsidiaries (on quarterly basis).
- Internal/External Audit findings & recommendations (on quarterly basis).
- Report on Share Capital Audit (on quarterly basis).
- Secretarial Audit Report (on Annual basis).
- Related Parties Transactions (on quarterly basis).

- Information on Cost Audit (on Annual basis).
- Compliance certificates on applicable laws of ATL & its Subsidiaries (on quarterly basis).
- Compliance Reports: Investors Complaints, Corporate Governance, Transfer/Transmission /Demat of shares (on quarterly basis).
- Foreign Exchange exposure & steps taken to limit the risk (on quarterly basis).
- Material legal cases (on quarterly basis).
- Investment/deployment of funds & borrowings (on quarterly basis).
- Annual Report (on Annual basis).
- Capital and Revenue Budgets (on Annual basis).
- Overall business scenario, operations of the company (on quarterly basis).
- Growth & Expansion plans at various operations, capital spent, business/financial justification and time frame (as and when required).
- Sales Forecast, Margin outlook etc. (on quarterly basis).
- Banking facilities and its utilization (on quarterly basis).
- Review of Material Events and Transactions (on quarterly basis).
- Global growth plans (as and when required).
- Codes and Policies (as and when required).
- Investment in Subsidiary Companies & providing guarantee etc. (as and when required).
- Update on statutory compliance requirements and implementation process (as and when required).

The Chairman, Vice Chairman, CFO and Company Secretary keep the members of the Board informed about any material development/business update through various modes viz. emails, letters, telecon etc. from time to time.

(e) Core Skills /Expertise/ Competencies available with the Board

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified/ available with the Board for the effective functioning of the Company:

- Leadership / Operational experience.
- Legal Expertise.
- Expertise in Strategy, Human Resource Development and Administration.
- Building effective Sales and Marketing strategies.
- Expertise in International Tyre Business and Technical Operations.
- Expertise in sourcing of Raw Materials, IT and Business Operations.
- Expertise in Auditing, Banking, Finance and Corporate Governance.
- Expertise in Manufacturing, Projects and R&D.

While all the Board members possess the skills identified, their area of core expertise is given below:

Sl. No.	Name of the Director	Expertise/ Skills
1	Mr. Onkar S. Kanwar	Leadership/ Operational experience, expert in Strategy, Tyre Business and Management.
2	Mr. Neeraj Kanwar	Leadership/ Operational experience, expert in Strategy, Tyre Business and Management.
3	Mr. Akshay Chudasama	A lawyer, specialized in Mergers and Acquisitions, Joint Ventures, Cross Border Investments, Private Equity etc.
4	Ms. Anjali Bansal	Expert in Strategy, International Finance and Business and Human Resource Development.
5	Gen. Bikram Singh (Retd.)	Former Chief of Indian Army and an expert in Administration and Strategy.
6	Mr. Francesco Gori	Expert in the field of International Strategy, Product Development & Management, Sales and Marketing.
7	Ms. Pallavi Shroff	A lawyer, with an expertise in ad-hoc arbitrations and institutional arbitrations and handling legal disputes.
8	Mr. Robert Steinmetz	Expert in International Tyre Business and Technical Operations.
9	Mr. Sunam Sarkar	Expert in sourcing of Raw Materials, HR, IT, Business Operations and Corporate Strategy.
10	Mr. Satish Sharma	Expert in the field of key functions like manufacturing, sales and marketing, projects and R&D.
11	Mr. Vikram S. Mehta	Expert in the field of Sales/ Marketing, Strategy and Management.
12	Mr. Vinod Rai	Ex-Comptroller and Auditor General of India. Expert in Audit, Banking, Finance and Corporate Governance.

(f) **Relationship amongst Directors:** Mr. Neeraj Kanwar, Vice Chairman & Managing Director is the son of Mr. Onkar S. Kanwar, Chairman & Managing Director. None of the other Directors are related to each other.

(g) **Profile of the Chairman & Managing Director:** As the Chairman of Apollo Tyres Ltd, Mr. Onkar S. Kanwar is the chief architect of the Company's vision and value-driven business strategy. Under his able leadership, Apollo became a professionally managed and a globally recognised tyre manufacturer. As a visionary entrepreneur, he plays a critical role in the articulation of Company's business philosophy.

Modernisation, excellence and quality are his guiding principles. Registered in 1972, Apollo Tyres under his guidance transformed itself from an Indian manufacturer of commercial vehicle tyres, to a global entity with a full-fledged product portfolio. Mr. Onkar S. Kanwar is highly regarded for his constant emphasis on bettering the lives of people – be it employees, customers, business partners, shareholders or any other stakeholder – and responsiveness to change and continuous learning.

He is the Past President of the Federation of Indian Chambers of Commerce and Industry (FICCI) and a former Chairman of the Automotive Tyre Manufacturers' Association. Currently, he is the Chairman of BRICS Business Council, India.

Mr. Onkar S. Kanwar has a keen interest in the field of education and health care. Artemis Health Sciences, promoted by him, is an enterprise focusing on state-of-the-art medical care and runs a cutting edge multi-specialty medical facility which focuses on holistic treatment. An initiative close to his heart is Apollo Tyres' HIV-AIDS awareness and prevention programme for the commercial vehicle driver community, implemented through Apollo Tyres Foundation's Health Care centres located in large transshipment hubs across India.

A Science and Administration graduate from the University of California, Mr. Onkar S. Kanwar is a widely travelled individual. He devotes a large part of his time to reading and is passionate about learning modern management practices and their successful application in business.

He has been conferred with 'Ernst & Young Entrepreneur of the Year Award – Manufacturing' for the year 2012. He has recently been awarded with Hungarian 'Order of Merit', and Government of Japan's 'Order of Rising Sun, Gold and Silver Star'.

Profile of the Vice Chairman & Managing Director: As the Vice Chairman & Managing Director of Apollo Tyres, Mr. Neeraj Kanwar plays a pivotal role in Apollo's journey towards becoming one of the most admired automotive tyre brands. Mr. Neeraj Kanwar has pioneered key initiatives in enhancing the competitiveness of the Company's Operations and Products across the Board. He is responsible for crafting Apollo's growth story taking the Company from US\$450 million to US\$2 billion within a 5-year time span. Under his able leadership, Apollo acquired Dunlop Tyres International in South Africa and Zimbabwe in 2006, Vredestein Banden B V in the Netherlands in 2009, and the latest in the list is, the setting up of a Greenfield facility in Hungary, thereby transforming itself into a Company with operations across geographies.

Mr. Neeraj Kanwar began his career with Apollo Tyres as Manager, Product & Strategic Planning, where he played a crucial role in creating a bridge between the two key functions of Manufacturing and Marketing. In 1998, he joined the Board of Directors and was promoted to Chief, Manufacturing and Strategic Planning. His people management skills helped him bring overarching changes in Industrial Relations, upgradation of technology and benchmarking on product and efficiency parameters.

In 2002, he took over as the Chief Operating Officer of the organisation, wherein he introduced value-driven process improvements in Human Resources and Information Technology. Mr. Neeraj Kanwar was appointed Joint Managing Director in 2006 and elevated to Vice Chairman in 2008, and soon after took over as the Managing Director in 2009 for his initiatives in establishing the Company in the global arena.

As a business leader, Mr. Neeraj Kanwar is associated with leading industry associations and was recently the Chairman of the Automotive Tyre Manufacturer's Association, India.



Mr. Neeraj Kanwar is a people-centric leader and believes in empowering employees to undertake effective and efficient decisions at all times. Within Apollo, he is known for his affable management style, and combine work with liberal doses of fun.

An engineering graduate from Lehigh University in Pennsylvania, USA, Mr. Neeraj Kanwar is an avid sportsman. He prefers to spend his leisure time with his family or playing tennis, swimming and travelling.

- (h) **No. & Dates of Board Meetings held:** During the FY20, 5 (five) Board Meetings were held on May 9, 2019, July 31, 2019, November 5, 2019, February 5, 2020 and February 26, 2020. The gap between any two meetings never exceeded 120 days as per the requirements of Regulation 17(2) of the Listing Regulations.
- (i) **Statutory Compliance of Laws:** The Board periodically reviews the compliance report of the laws applicable to the Company as well as steps taken by the Company to rectify the instances of non-compliance, if any.
- (j) **Recommendation of Committees:** During the FY20, the Board has accepted all the recommendations of the Committees, which were mandatorily required.
- (k) **Compliance by Independent Directors:** In the opinion of the Board, the Independent Directors fulfill the conditions specified in regulations and are independent of the management.
- (l) **Independent Director Databank Registration:** Pursuant to a notification dated October 22, 2019, issued by the Ministry of Corporate Affairs (MCA), all the Independent Directors, subject to the guidelines prescribed by the MCA, were required to register online with the Indian Institute of Corporate Affairs (IICA) within the stipulated time for inclusion of their names in the Independent Directors Databank. Accordingly, all our Independent Directors have completed the registration with the Independent Directors Databank.
- (m) **Resignation by Independent Director:** During the year, no Independent Director has resigned.
- (n) **Total fee paid to Statutory Auditors on consolidated basis:** An amount of ₹ 14.56 million was paid/ payable to Statutory Auditors (excluding out of pocket expenses) for all services provided to the Company and its Subsidiaries during FY20, on a consolidated basis and all entities in the network firm/ network entity of which the Statutory Auditor is a part.

3. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with a view to ensuring accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the internal auditors and the

independent auditor, and notes the processes and safeguards employed by each. All possible measures are taken by the Committee to ensure the objectivity and independence of the independent auditor.

(a) Composition & Terms of Reference of Committee

The Board of Directors constituted an Audit Committee in the year 1992. The powers, role and terms of reference of the Audit Committee cover the areas as contemplated under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee comprises of four Directors viz. Mr. Vinod Rai, Mr. Akshay Chudasama, Mr. Robert Steinmetz and Ms. Pallavi Shroff, with two-thirds of the members as Independent Directors. Mr. Vinod Rai, Independent Director, acts as the Chairman of the Committee. All the members are financially literate and possess the requisite financial/business acumen to specifically look into the internal controls and audit procedures. Members have discussions with the Statutory Auditors during the meetings of the Committee and the quarterly/half-yearly and annual audited financials of the Company are reviewed by the Audit Committee before consideration and approval by the Board of Directors. The Committee also reviews Internal Control Systems and IT systems.

As per Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013, the Audit Committee has been entrusted with the following responsibilities:-

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- Reviewing changes, if any, in accounting policies and practices and reasons for the same;
- Reviewing major accounting entries involving estimates based on the exercise of judgment by management;
- Reviewing significant adjustments made in the financial statements arising out of audit findings;
- Reviewing compliance with listing and other legal requirements relating to financial statements;

- Reviewing disclosure of any related party transactions;
- Reviewing modified opinion(s) in the draft audit report;
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Review of the functioning of Whistle Blower Mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate;
- Review of investments made by the unlisted Subsidiary;

- Reviewing the utilisation of loans and/or advances from/ investment by the Holding Company in the Subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the Subsidiary, whichever is lower including existing loans/ advances/investments;
- Review of Management Discussion and Analysis of financial condition and results of operations;
- Review statement of significant related party transactions submitted by Management;
- Review of management letters/letters of internal control weaknesses issued by the statutory auditors;
- Review of internal audit reports relating to internal control weaknesses and the appointment, removal and terms of remuneration of the internal auditor;
- Review of statement of deviations, if any:-
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

The Chairman of the Audit Committee has confirmed to the Board that the Audit Committee during the year under review has complied with all the roles assigned to it pursuant to the Companies Act, 2013 and Listing Regulations.

(b) Meetings of Audit Committee and attendance of members during the year

During the FY20, 4 (four) Audit Committee Meetings were held on May 8, 2019, July 30, 2019, November 4, 2019 and February 4, 2020.

Name of Director	Designation	Category of Director	No. of meetings attended
Mr. Vinod Rai (appointed member w.e.f. May 9, 2019)	Chairman	Non- Executive Independent	3
Mr. Akshay Chudasama	Member	Non- Executive Independent	4
Ms. Pallavi Shroff (appointed member w.e.f. May 9, 2019)	Member	Non- Executive Independent	2
Mr. Robert Steinmetz	Member	Non- Executive Non-Independent	4
Mr. Nimesh N. Kampani (ceased to be member w.e.f. May 9, 2019)	Member	Non- Executive Independent	1
Dr. S. Narayan (ceased to be member w.e.f. May 9, 2019)	Chairman	Non- Executive Independent	1



The Committee was reconstituted on May 9, 2019 and comprises of Mr. Vinod Rai (Chairman), Ms. Pallavi Shroff (Member), Mr. Akshay Chudasama (Member) and Mr. Robert Steinmetz (Member).

In addition to the members of the Audit Committee, these meetings were attended by Vice Chairman & Managing Director, Chief Financial Officer, President (APMEA), President (Europe), Group Head (Corporate Accounts), Internal Auditor, Cost Auditor and Statutory Auditor of the Company, wherever necessary, and those executives of the Company who were considered necessary for providing inputs to the Committee.

The Company Secretary acts as Secretary of the Committee.

The Chairman of the Audit Committee, Mr. Vinod Rai, was present at the Annual General Meeting of the Company held on July 31, 2019.

The Committee invites the Directors who are not the members of the Committee, to attend the meeting as an invitee.

(c) Role of Internal Auditor

Internal Audit is an independent function within the Company, which provides assurance to the management, on design and operating effectiveness of internal controls and systems, as well as suggest improvements to systems and processes. Internal Audit assesses and promotes strong ethics and values within the organisation and facilitates in managing changes in the business and regulatory environment. Internal Audit responsibilities encompass all locations, operating entities and geographies of the Company, in which all aspect of business, viz. operational, financial, information systems and regulatory compliances are reviewed periodically.

The Internal Audit has a well laid down internal audit methodology, which emphasis on risk based internal audits using data analytics. The Internal Audit prepares a rolling annual internal audit plan, comprising of operational, financial, compliance and information systems audits, covering all the locations, operations and geographies of the Company. The audit plan for the year is reviewed and approved by the Audit Committee at the beginning of each financial year.

The Internal Auditor reports to both, the Chairman and the Audit Committee of the Company. On quarterly basis, the Internal Auditor reports to the Audit Committee, the key internal audit findings, and action plan agreed with the management, the status of audits vis-à-vis the approved annual audit plan and status of open audit issues. Direct reporting to the Chairman and the Audit Committee establishes Internal Audit as a function independent from the business.

(d) Subsidiary Companies

The Company does not have any material non-listed Indian Subsidiary Company. However, the Company has 5 material non-listed overseas Subsidiaries.

The Audit Committee of the Company reviews the financial statements, in particular, the investments made by all

unlisted overseas Subsidiary Companies. Significant issues pertaining to Subsidiary Companies are also discussed at Audit Committee meetings. A summarised statement of important matters reflecting all significant transactions and arrangements entered into by the Subsidiary Companies, included in the minutes of the above overseas Subsidiary Companies are placed before the Board of Directors of the Company and are duly noted by it. The performance of all its Subsidiaries is also reviewed by the Board periodically.

4. NOMINATION AND REMUNERATION COMMITTEE

(a) Constitution and Composition of the Committee

The Board of Directors had constituted a Remuneration Committee in the year 2003. The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of three members which are Non-Executive Independent Directors viz. Mr. Vinod Rai, Mr. Akshay Chudasama and Ms. Pallavi Shroff. Mr. Vinod Rai is the Chairman of the Committee.

The Nomination and Remuneration Committee has devised a policy on Board diversity in terms with the requirement under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company Secretary acts as the Secretary of the Committee.

(b) Brief description of the Terms of Reference

The Nomination and Remuneration Committee has been entrusted with the responsibilities to review and grant annual increments, vary and/or modify the terms and conditions of appointment/re-appointment including remuneration and perquisites, commission etc. payable to Managing Directors within the overall ceiling of remuneration as approved by the members.

The Committee in its meeting held on May 15, 2014, had noted the following terms of reference pursuant to Section 178 of the Companies Act, 2013 & Regulation 19(4) read with Part D Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and Other Employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.

- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- To see that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- To see that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To see that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

(c) Policy for appointment and remuneration

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. The salient features of the aforesaid policy is given as below:

1. Criteria for Appointment of Director and Senior Management

The Committee shall consider the following factors for identifying the persons who are qualified to becoming Director and who can be appointed in Senior Management:

- 1.1 The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or at Senior Management level and recommend to the Board his/her appointment.
- 1.2 A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- 1.3 An Independent Director shall mainly possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

1.4 The Company may appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years subject to the approval of shareholders by passing a special resolution. The explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

1.5 The Company should ensure that the person so appointed as Director/Independent Director/Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

1.6 The Director/Independent Director/Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other enactment for the time being in force.

1.7 Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and/or as specified in Regulation 16(b) & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The term "Senior Management" means the officers/ personnel of the Company who are members of its core management team excluding Board of Directors, comprising of all members of management one level below the Chief Executive Officer/Managing Director/ Whole Time Director/ Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

2. Criteria for Determining Positive Attributes & Independence of Directors

Criteria for determining positive attributes:

The Committee shall consider the following factors for determining positive attributes of Directors (including Independent Directors):

- 2.1 Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- 2.2 Actively update their knowledge and skills with the latest developments in the Tyre/ Automobile industry, market conditions and applicable legal provisions.
- 2.3 Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- 2.4 To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of



strategy, performance, risk management, resources, key appointments and standards of conduct.

2.5 Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

2.6 To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

Criteria for determining Independence:

The Independent Director shall qualify the criteria of independence mentioned in Section 149(6) of the Companies Act, 2013 and rules related thereto and in Regulation 16(b) & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Remuneration of Directors, Key Managerial Personnel (KMP) and Other Employees

On the appointment or re-appointment of Managing Director, Whole-time Director and KMPs, the Committee will recommend to the Board for their approval, the remuneration to be paid to them. The Committee shall recommend to the Board, all remuneration to be paid to the Senior Management Personnel. The remuneration to all other employees shall be as per HR policy of the Company.

The annual increment of remuneration for Managing Director/Whole-time Directors shall be made on the basis of the resolution approved by the shareholders. The annual increment in Salary of KMP (other than Managing Director/Whole-time Directors), Senior Management Personnel shall be recommended by the Committee to the Board. The annual increment in Salary for all other employees shall be made as per HR policy of the Company.

The level and composition of remuneration as determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully.

The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

3.1 General

3.1.1 Nomination and Remuneration Committee shall recommend to the Board for its approval, the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole-time Director and other Executive Directors. The remuneration shall be subject to the prior/post

approval of the shareholders of the Company and Central Government, wherever required.

3.2 Remuneration to Whole-time/Executive/Managing Director

3.2.1 Fixed pay:

The Whole-time Director shall be eligible for remuneration as may be approved by the shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders.

3.2.2 Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of the Companies Act, 2013.

3.2.3 Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval required under the Act, he / she shall refund such sums to the Company, within two years or such lesser period as may be allowed by the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the Company by special resolution within two years from the date the sum becomes refundable.

3.3 Remuneration to Non- Executive Independent/Non-Independent Director:

3.3.1 Sitting Fees:

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed One lakh per meeting of the Board or Committee. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Further, the boarding and lodging expenses shall be reimbursed to the Directors.

3.3.2 Commission:

The profit-linked Commission shall be paid within the monetary limit approved by the Board/Shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act.

3.3.3 Stock Options:

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company. Only such employees of the Company and its Subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

Criteria of making payments to Non- Executive Directors is disseminated on the website and same can be viewed at:-<https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies>

3.4 Remuneration to KMP, Senior Management Personnel and Other Employees

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and/or as may be approved by the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

This Remuneration Policy shall apply to all future/continuing employment/engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board.

(d) Meetings of Nomination and Remuneration Committee and Attendance of members during the year

During FY20, 4 (four) Nomination and Remuneration Committee Meetings were held on May 8, 2019, July 31, 2019, November 5, 2019 and February 4, 2020.

Name of Director	Designation	Category of Director	No. of meetings attended
Mr. Vinod Rai (appointed member w.e.f. May 9, 2019)	Chairman	Non- Executive Independent	3
Mr. Onkar S. Kanwar (ceased to be member w.e.f. May 9, 2019)	Member	Executive	1
Mr. Akshay Chudasama	Member	Non- Executive Independent	4
Ms. Pallavi Shroff (appointed member w.e.f. May 9, 2019)	Member	Non- Executive Independent	2
Mr. Nimesh N. Kampani (ceased to be member w.e.f. May 9, 2019)	Member	Non- Executive Independent	1
Dr. S. Narayan (ceased to be member w.e.f. May 9, 2019)	Chairman	Non- Executive Independent	1

The Committee was reconstituted on May 9, 2019 and comprises of Mr. Vinod Rai (Chairman), Ms. Pallavi Shroff (Member) and Mr. Akshay Chudasama (Member).

(e) Payment of remuneration/sitting fee to the Directors etc.

The details of remuneration paid to Directors during FY20 are given below.

(i) Executive Directors/CFO/Company Secretary:

(₹ Million)

Particulars	Mr. Onkar S. Kanwar, Managing Director	Mr. Neeraj Kanwar, Managing Director	Mr. Satish Sharma, Whole-time Director
Salary	45.00	39.48	13.09
Contribution to PF/ Superannuation/ Gratuity	14.31	12.56	4.16
Commission/ Performance Bonus	117.76	99.50	13.09
Perquisites	55.48	51.94	27.80
Total Remuneration	232.55	203.48	58.14
Stock Option	N.A	N.A	N.A
Service contracts, notice period, severance fees	N.A	N.A	N.A

As per Section 198 of the Companies Act, 2013, Net Profit of the Company is amounting to ₹ 6,368.03 Million.

(₹ Million)

Particulars	Mr. Gaurav Kumar, Chief Financial Officer	Ms. Seema Thapar, Company Secretary
Salary	10.00	1.76
Contribution to PF/ Superannuation/Gratuity	2.70	0.48
Commission/Performance Bonus	14.05	1.68
Perquisites	20.40	3.33
Total Remuneration	47.15	7.25
Stock Option	N.A	N.A
Service contracts, notice period, severance fees	N.A	N.A

Disclosure pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended:

- 1) Managing Director(s)/Whole-time Director are entitled to performance linked incentive in the form of commission as approved by the members.
- 2) The ratio of remuneration of each Director to the median remuneration of the employees of the Company for FY20 was as follows: Mr. Onkar S. Kanwar- 268, Mr. Neeraj Kanwar- 234 and Mr. Satish Sharma- 67.
- 3) The percentage decrease in the remuneration of Mr. Onkar S. Kanwar and Mr. Neeraj Kanwar was 42% during FY20 over the previous financial year, due to voluntary surrender of partial remuneration and



reduction in profits. Mr. Satish Sharma was appointed as a Whole-time Director w.e.f. April 1, 2019.

The percentage increase in the remuneration of Mr. Gaurav Kumar, Chief Financial Officer, was 28% and Ms. Seema Thapar, Company Secretary, was 19% during FY20 over the previous financial year.

The amount of total commission provided to Non-Executive Directors in FY20 was ₹ 40 million against ₹ 60 million paid in the FY19. There was 15% decrease in the remuneration by way of commission of Non-Executive Directors to be distributed amongst 12 Directors in proportion to their tenure of Directorship.

The ratios of remuneration of Non-Executive Directors to median remuneration of employees are as under:-

Name of Director	Remuneration for FY20 (₹ Million)	Ratio to median remuneration of employees
Mr. Akshay Chudasama	4.13	4.76
Ms. Anjali Bansal	4.13	4.76
Gen. Bikram Singh (Retd)	4.13	4.76
Mr. Francesco Gori	4.12	4.76
Mr. Nimesh N. Kampani*	1.43	N.A.
Ms. Pallavi Shroff	4.13	4.76
Mr. Robert Steinmetz	4.12	4.76
Dr. S. Narayan*	1.43	N.A.
Mr. Sunam Sarkar	4.12	4.76
Mr. Vikram S. Mehta	4.13	4.76
Mr. Vinod Rai	4.13	4.76

*Ceased as Director w.e.f. August 6, 2019.

- 4) The percentage increase in the median remuneration of employees was 15.7%.
- 5) The total number of employees of Company as on March 31, 2020, were 14,170 out of which 7,773 were permanent employees on the rolls of the Company.
- 6) Average percentage increase made in the salaries of employees other than the managerial personnel in FY20 was 17% whereas there was 8% increase in the managerial remuneration in FY19.
- 7) Remuneration paid to the Directors is in accordance with the remuneration policy of the Company.

ii) Non-Executive Directors:

Sitting fees and commission paid/to be paid to the Non-Executive Directors is in pursuance of the resolution passed by the Board.

Name of Director	Sitting fee (₹ Million)	Commission provided for FY20 (₹ Million)	No. of Shares held as on March 31, 2020
Mr. Akshay Chudasama	1.25	4.13	-
Ms. Anjali Bansal	0.65	4.13	-

Name of Director	Sitting fee (₹ Million)	Commission provided for FY20 (₹ Million)	No. of Shares held as on March 31, 2020
Gen. Bikram Singh (Retd)	0.65	4.13	-
Mr. Francesco Gori	0.70	4.12	-
Mr. Nimesh N. Kampani*	0.35	1.43	-
Ms. Pallavi Shroff	0.60	4.13	-
Mr. Robert Steinmetz	1.10	4.12	-
Dr. S. Narayan*	0.25	1.43	-
Mr. Sunam Sarkar	0.90	4.12	-
Mr. Vikram S. Mehta	0.60	4.13	6,000
Mr. Vinod Rai	1.00	4.13	-

*Ceased as Director w.e.f. August 6, 2019.

An amount of ₹ 40 million be paid and disbursed amongst the Directors of the Company (other than Managing Directors) equally in proportion to their tenure of Directorship for the financial year ended March 31, 2020, provided they have attended Board Meeting(s) during FY20.

No convertible instruments of the Company were outstanding as on March 31, 2020.

Apart from receiving Directors Remuneration, none of the Non-Executive Directors has any pecuniary relationships or transactions vis-a-vis the Company. However, the Company has paid a fee of ₹ 3.00 million during FY20 to M/s. Shardul Amarchand Mangaldas & Co., Solicitors & Advocates, in which Ms. Pallavi Shroff & Mr. Akshay Chudasama are Managing Partners.

4. Directors and Officers Liability Insurance (D&O)

As per the provisions of the Companies Act, 2013, the Company has taken a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including Independent Directors, Officers, Managers and Employees of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee oversees, inter-alia, redressal of shareholder and Investor grievances, transfer/ transmission of Shares, non-receipt of dividend declared, dematerialisation/ rematerialisation of shares and other related matters. The roles and responsibilities of the Stakeholders Relationship Committee as prescribed under Companies Act, 2013 and (Listing Obligations and Disclosure Requirements) Regulations, 2015 are mentioned under the terms of reference of the Committee.

a) Constitution and Composition of the Committee

The present Stakeholders Relationship Committee comprises of three Directors viz. Mr. Onkar S. Kanwar, Mr. Sunam Sarkar and Mr. Akshay Chudasama. Mr. Sunam Sarkar, Non-

Executive Non-Independent Director, acts as the Chairman of the Committee.

Pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Seema Thapar, Company Secretary, acts as the Compliance Officer of the Company and Secretary to the Committee.

(b) Terms of reference

This Committee has been formed with a view to undertake the following: -

- Approval of transfer/transmission of shares/debentures issued by the Company, issue of duplicate certificates and certificates after split/consolidation/replacement.
- Looking into the redressal of shareholders' and investors' complaints and other areas of investor services.
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.

(c) Meetings of Stakeholders Relationship Committee and attendance of members during the year

During FY20, 1(one) meeting of the Stakeholders Relationship Committee was held on February 4, 2020.

Name of Director	Designation	Category of Director	No. of meetings attended
Mr. Onkar S. Kanwar	Member	Executive	1
Mr. Sunam Sarkar	Chairman	Non-Executive Non-Independent	1
Mr. Akshay Chudasama	Member	Non-Executive Independent	1

(d) No. of shareholders' complaints received

During FY20, the Company received 13 complaints. As on date, no complaints are pending other than those, which are under litigation, disputes or court orders. All other complaints were attended and resolved to the satisfaction of the shareholders.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

(a) A brief outline of the Company's CSR Policy

The Company is committed to incorporating policies, systems and approaches to achieve its positive impact growth objectives. Deeply inherent in our vision statement are the principles of sustainability. The CSR approach stems from our vision statement focusing on "continuously enhancing stakeholder value", which includes the larger society and environment in which the Company operates. The CSR philosophy of the Company rests on the principle of sustainability and self reliance. It also embeds a dimension of philanthropy. At the core of Apollo's responsibility belief is stakeholder engagement. Consequently, all the projects the Company has link to its stakeholders, the issues they face and the issues organization has identified to support on philanthropy front.

(b) Composition of CSR Committee

The Board of Directors had constituted a Corporate Social Responsibility Committee in the year 2014. The present Corporate Social Responsibility Committee comprises of following four Directors viz. Mr. Onkar S. Kanwar, Ms. Anjali Bansal, Mr. Sunam Sarkar and General Bikram Singh (Retd.). Mr. Onkar S. Kanwar acts as the Chairman of the Committee.

(c) Meeting of CSR Committee and attendance of members during the year

During FY20, 2(two) meetings of CSR Committee were held on May 9, 2019 and February 26, 2020.

Name of Director	Designation	Category of Director	No. of meetings attended
Mr. Onkar S. Kanwar	Chairman	Executive	2
Ms. Anjali Bansal	Member	Non-Executive Independent	2
Mr. Sunam Sarkar	Member	Non-Executive Non-Independent	2
Gen. Bikram Singh (Retd.)	Member	Non-Executive Independent	2

Your Company has also laid down a CSR Policy in order to execute its various CSR Initiatives.

The Company Secretary acts as the Secretary to the Committee.

7. BUSINESS RESPONSIBILITY (BR) COMMITTEE

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates the top 1000 listed Companies by market capitalisation to provide Business Responsibility Report ("BR Report") in their Annual Report describing the initiatives taken by the Company from an environmental, social and governance perspective in the format specified by the SEBI.



The Company follows following nine core principles as prescribed by SEBI and the entire BR Report is based on actions taken by the Company for the adoption of these principles:

- Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- Businesses should promote the wellbeing of all employees.
- Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- Businesses should respect and promote human rights.
- Business should respect, protect, and make efforts to restore the environment.
- Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- Businesses should support inclusive growth and equitable development.
- Businesses should engage with and provide value to their customers and consumers in a responsible manner.

The Board of Directors at the meeting held on May 10, 2016, had constituted a Business Responsibility (BR) Committee.

(a) Composition of BR Committee

The BR Committee comprises of four Directors viz. Mr. Onkar S. Kanwar, Mr. Neeraj Kanwar, Mr. Sunam Sarkar and Mr. Akshay Chudasama. Mr. Onkar S. Kanwar acts as the Chairman of the Committee.

(b) Meeting of BR Committee and attendance of members during the year

During FY20, a meeting of BR Committee was held on May 8, 2019.

Name of Director	Designation	Category of Director	No. of meetings attended
Mr. Onkar S. Kanwar	Chairman	Executive	1
Mr. Neeraj Kanwar	Member	Executive	1
Mr. Sunam Sarkar	Member	Non-Executive Non-Independent	1
Mr. Akshay Chudasama	Member	Non-Executive Independent	1

The Company Secretary acts as the Secretary to the Committee.

8. RISK MANAGEMENT COMMITTEE

The Board at its meeting held on February 5, 2019, had constituted a Risk Management Committee (RMC) of the Board comprising of Directors and Senior Executives of the Company.

During FY20, 4(four) meetings of RMC Committee were held on May 8, 2019, July 30, 2019, November 4, 2019 and February 4, 2020.

Name of Director/ Official	Designation	Category of Director/ Official	No. of meetings attended
Mr. Sunam Sarkar	Chairman	Non-Executive Non-Independent	4
Mr. Francesco Gori	Member	Non-Executive Non-Independent	4
Mr. Robert Steinmetz	Member	Non-Executive Non-Independent	4
Mr. Satish Sharma	Member	Executive	4
Mr. Vikram S. Mehta (appointed as member w.e.f. July 31, 2019)	Member	Non-Executive Independent	1
Mr. Benoit Rivallant	Member	President (Europe)	4
Mr. Gaurav Kumar (appointed as member we.f. May 9, 2019)	Member	Chief Financial Officer	3

The Committee was reconstituted on May 9, 2019 & July 31, 2019, by inducting Mr. Gaurav Kumar, Chief Financial Officer and Mr. Vikram S. Mehta, Independent Director as Members.

Ms. Seema Thapar, Company Secretary, acts as Secretary to the Committee.

The roles and responsibilities of the Risk Management Committee are as follows:-

- Develop and maintain Risk Management charter and policies.
- Advise business units and corporate functions on risk initiatives.
- Spearhead Risk Management initiative within the Company.
- Monitor emerging issues and share best practices.
- Improve Risk Management techniques and enhances awareness.
- Set standards for risk documentation and monitoring.
- Recommend training programs for relevant official with specific Risk Management responsibilities.
- Assess and manage risk for Company as a whole at global level.

- Review and approve the Risk Register prepared by the Chief Risk Officers.
- Any other role or responsibility as may be delegated by the Board of Directors from time to time.

The Chairman of the Risk Management Committee makes the presentation before the Board on the major high risks of APMEA, Europe Region and Corporate Functions.

9. CEO/CFO CERTIFICATION

The Chairman & Managing Director and CFO have submitted certificate, in terms of Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Board.

10. GENERAL BODY MEETINGS

(a) The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue	Special Resolution Passed
2018-19	July 31, 2019	10:00 AM	Kerala Fine Arts Theatre, Fine Arts Avenue, Foreshore Road, Ernakulam, Kochi (Kerala)	1) Appointment of Mr. Robert Steinmetz (DIN: 00178792) as a Director. 2) Re-appointment of Mr. Akshay Chudasama (DIN: 00010630) as an Independent Director. 3) Re-appointment of Mr. Vikram S. Mehta (DIN: 00041197) as an Independent Director. 4) Authorization for Private Placement of NCDs
2017-18	August 1, 2018	-do-	-do-	1) Authorization for Private Placement of NCDs
2016-17	July 5, 2017	-do-	-do-	1) Re-appointment of Mr. Onkar S. Kanwar as Managing Director. 2) Authorization for Private Placement of NCDs.

(b) Resolutions passed last year through Postal Ballot:

Resolution passed during FY20: Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had conducted the following voting through Postal Ballot (Including Electronic Voting) and sent the Postal Ballot form to members. The following resolutions were passed through Postal Ballot:-

(1) Resolutions passed on September 29, 2019

Last Date of Dispatch of Postal Ballot Forms	Item approved by the shareholders	Date of passing of Resolution	Ordinary/Special Resolution
August 30, 2019	Re-appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director.	September 29, 2019	Special Resolution

Voting Pattern of the resolution passed through Postal Ballot, is as follows:

Re-appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	61	979	1,040
Total number of votes	16,305	446,531,824	446,548,129
Total number of valid votes	16,305	446,531,824	446,548,129
Votes cast in favour of the Resolution	15,745	443,843,953	443,859,698
Votes cast against the Resolution	560	2,687,871	2,688,431
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

- Mr. P.P. Zibi Jose, Practicing Company Secretary, was appointed as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
- Procedure for Postal Ballot:- Where a Company is required or decides to pass any resolution by way of Postal Ballot, it shall send a notice to all the shareholders, along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a Postal Ballot because Postal Ballot means voting by post or through electronic means within a period of thirty days from the date of dispatch of the notice. Your Company has followed the aforesaid procedure stipulated in the Companies Act, 2013 and has carried out Postal Ballot for the item mentioned above.



(2) Resolutions passed on December 22, 2019

Last Date of Dispatch of Postal Ballot Forms	Item approved by the shareholders	Date of passing of Resolution	Ordinary/Special Resolution
November 22, 2019	<ul style="list-style-type: none"> Increasing the Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013 Creation of Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company 	December 22, 2019	Special Resolution

Voting Pattern of the resolutions passed through Postal Ballot, are as follows:

Increasing the Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	77	704	781
Total number of votes	23,150	468,218,741	468,241,891
Total number of valid votes	23,150	468,218,741	468,241,891
Votes cast in favour of the Resolution	22,625	468,203,544	468,226,169
Votes cast against the Resolution	525	15,197	15,722
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

Creation of Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	77	522	599
Total number of votes	23,150	460,064,618	460,087,768
Total number of valid votes	23,150	460,064,618	460,087,768
Votes cast in favour of the Resolution	22,625	460,057,252	460,079,877
Votes cast against the Resolution	525	7,366	7,891
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

- i. Mr. P.P. Zibi Jose, Practicing Company Secretary, was appointed as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
- ii. Procedure for Postal Ballot:- Where a Company is required or decides to pass any resolution by way of Postal Ballot, it shall send a notice to all the shareholders, along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a Postal Ballot because Postal Ballot means voting by post or through electronic means within a period of thirty days from the date of dispatch of the notice. Your Company has followed the aforesaid procedure stipulated in the Companies Act, 2013 and has carried out Postal Ballot for the item mentioned above.

As on date of this report, your Company does not propose to pass any Special Resolution for the time being by way of Postal Ballot.

(c) Resolutions passed in the Extraordinary General Meeting:

Financial Year	Date	Time	Venue	Resolution Passed
2019-20	March 23, 2020	1:00 PM	Apollo Tyres Ltd., Kalamassery Plant, Alwaye, Kochi (Kerala)	<p>The following resolutions were passed:-</p> <p>Ordinary Resolution Increase and alteration of the authorized share capital and consequent amendment of the capital clause in the memorandum of association.</p> <p>Special Resolution Issuance of compulsorily convertible preference shares by way of preferential issue on a private placement basis.</p>

11. DISCLOSURES

(a) Related Party Transactions

In Compliance with Section 188 of the Companies Act, 2013, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules as applicable, the Company has framed a Policy on Related Party Transactions including policy on materiality of related party transactions. The policy is to regulate transactions between the Company and its related parties based on the laws and regulations applicable to the Company. The policy had become effective from October 1, 2014.

During the year, no transaction of material nature has been entered into by the Company with its Promoters, the Directors or the Management, their subsidiary or relatives etc. that may have a potential conflict with the interests of the Company. Related Parties transactions with them as required under Indian Accounting Standard (Ind AS-24) are furnished under Notes on Accounts attached with the financial statements for the year ended March 31, 2020.

(b) Disclosure of accounting treatment

There has not been any change in accounting policies of the Company during the year.

(c) Risk Management

The Company has a well laid out Risk Management Policy, covering the process of identifying, assessing, mitigating, reporting and reviewing critical risks impacting the achievement of Company's objectives. During the year under review, the risk assessment and mitigation procedures are periodically updated to the Board through the Risk Management Committee.

The Company has formed Internal Risk Committees (IRCs), which review risk registers for Asia Pacific Middle East Africa (APMEA), Europe region and Corporate Functions headed by President (APMEA), President (Europe) and Chief Financial Officer as Chairman of the respective Committees and represented by the functional heads as Chief Risk Officers. The Committees review each risk on a quarterly basis and evaluate its impact and plans for mitigation. The risks duly aligned with the organisation objectives, documented in form of risk register are placed before Risk Management Committee. The Risk Management Committee of the Company reviews the risks of APMEA and Europe region, corporate functions and provides its directions to the management, if any.

In the opinion of the Board, there has been no identified element of risk that may threaten the existence of the Company.

(d) Compliance by the Company

The Company has materially complied with the requirements of the SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company

by the stock exchanges, SEBI or any other statutory authority. The Company has developed an integrated compliance dashboard which provides reasonable assurance to the Management and the Board of Directors regarding effectiveness of timely compliances. All the Compliances applicable to the Company have been captured in the Dashboard and are mapped amongst the respective users. The timelines are fixed based on the legal requirement and the system is aligned in such a manner that it alerts the users on a timely manner.

The Company in order to further strengthen its compliance reporting and management system for its overseas subsidiaries, had also rolled out a Global Regulatory Compliance System ("Compliance Management System/Tool").

The Compliance Dashboard captures the compliances applicable to the Company at Indian level as well as the international laws applicable to the overseas subsidiaries. The Compliance dashboard also covers the compliances relating to the codes and policies.

The dashboard has been documented to provide a comprehensive view of:

- applicable laws to the Company;
- key control points;
- allocation of responsibilities.

(e) Transfer of Unclaimed/ Undelivered Shares

In terms with the provisions of Regulation 39(4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the unclaimed/undelivered shares lying in the possession of the Company are required to be dematerialised and transferred into a "Unclaimed Suspense Account" held by the Company. The status of unclaimed shares as on March 31, 2020 lying in "Unclaimed Suspense Account"/"Transferred to IEPFA Account" is as under:-

Particulars	No. of Shareholders	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year, i.e. April 1, 2019	217	196,920
Number of shareholders who approached to the Company for transfer of shares from suspense account during the year	5	6,950
Number of shareholders to whom shares were transferred from suspense account during the year	5	6,950
Shares transferred to IEPFA Account	191	186,840
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year, i.e. March 31, 2020	21	3,130

In terms of Section 124(6) of the Companies Act, 2013 ("Act") read with Rule 6 of Investors Education and Protection Fund



Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) ("Rules"), members whose dividend amount has not been paid or claimed for seven consecutive years or more, shares held by them shall be credited to the DEMAT Account of the Investor Education and Protection Fund Authority (IEPFA). During FY20, 309,809 shares held by aforesaid members, were transferred to the DEMAT Account of IEPFA constituted in accordance with the Rules, on October 7 & 9, 2019.

The unclaimed or unpaid dividend which have already been transferred and the shares which are transferred, can be claimed back by the shareholders from IEPFA by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html>.

Shareholders who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing aforesaid details to enable the Company to credit/issue the shares to the rightful owner.

It may be noted that all the corporate benefits accruing on these shares like bonus, splits etc. also will be credited to the said "Unclaimed Suspense Account"/"Demat Account" and the voting rights on these shares shall remain frozen until the rightful owner has claimed the shares.

Nodal Officer:- Pursuant to Rule 7(2A) of the IEPF Rules, Ms. Seema Thapar, Company Secretary & Compliance Officer, is appointed as Nodal Officer of the Company.

(f) Disclosure in terms of Regulation 34(3) read with Schedule V Part C of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

There are no inter-se relationships between the Board members except Mr. Onkar S. Kanwar and Mr. Neeraj Kanwar being father and son.

12. MEANS OF COMMUNICATION

- As per Regulation 47(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an extract of the detailed format of Quarterly/Annual Financial Results is filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results in prescribed format are published in the Newspapers viz. Financial Express (National Daily) and Mangalam/Kerala Kaumudi (Regional Daily). The Quarterly/Annual Financial Results are also available on the Company's website and Stock Exchange websites www.nseindia.com and www.bseindia.com.
- All material information about the Company is promptly sent to the stock exchanges and the Company regularly updates the media and investor community about its financial as well as other organisational developments.
- The transcript of the Analyst/Investor Conference Call is posted on the website of the Company.

- This year in view of the outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated May 5, 2020, directed the Companies to send the Annual Report only by e-mail to all the Members of the Company. Therefore, the Annual Report for FY20 and Notice of the AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars. The Annual Report containing, inter-alia, Notice of Annual General Meeting, Audited Financial Statement, Consolidated Financial Statement, Board's Report, Management Discussion and Analysis, Corporate Governance Report, Auditors' Report and other important information are also displayed on the Company's website (www.apollotyres.com).
- NSE Electronic Application Processing System (NEAPS)- is a web-based application designed by NSE for Corporates. All periodical and other compliance filings are filed electronically on NEAPS.
- BSE Listing Centre (Listing Centre)- BSE's Listing Centre is a web-based application designed for corporates. All periodical and other compliance related filings are filed electronically on the listing centre.
- SEBI Complaints Redress System (SCORES): The investors' complaints are also being processed through the centralised web-based complaint redressal system. The salient features of SCORES are availability of centralised database of the complaints and uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints. In its efforts to improve ease of doing business, SEBI has launched a mobile app "SEBI SCORES", making it easier for investors to lodge their grievances with SEBI, as they can now access SCORES at their convenience of a smart phone.

- Investor Relations (IR)- Your Company continuously strives for excellence in its IR engagement with International and Domestic investors. Structured conference calls and periodic investor/analyst interactions, quarterly earnings calls and analyst meets were organised during the year. Your Company always believes in leading from the front with emerging best practices in IR and building a relationship of mutual understanding with investor/analysts.

13. GENERAL SHAREHOLDER INFORMATION

(a) Registered Office

3rd Floor
Areekal Mansion, Near
Manorama Junction,
Panampilly Nagar,
Kochi- 682036, Kerala, India
Ph:-91 484 4012046, 4012047
Fax: 91 484 4012048

(b) Annual General Meeting (AGM):

The ensuing AGM of the Company will be held on Thursday, August 20, 2020, at 3:00 PM, through video conferencing or other audio visual means. Notice of the ensuing AGM is separately provided along with the Annual Report.

(c) Financial Calendar for FY21

Quarter	Period ending	Date / Period
First quarter	June 30, 2020	On or before August 14, 2020
Second quarter/ half yearly	September 30, 2020	On or before November 14, 2020
Third quarter	December 31, 2020	On or before February 14, 2021
Fourth quarter/year	March 31, 2021	On or before May 30, 2021

(d) Trading window closure

The trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

(e) Dates of Book-Closure

The dates of the book closure shall be from August 14, 2020 to August 20, 2020 (both days inclusive).

(f) Dividend Payment

The Board of Directors at its meeting held on February 26, 2020, had declared an Interim Dividend of ₹ 3/- (300%) per share of ₹ 1/- each on Equity Share Capital of the Company. The Interim Dividend was paid to the Members of the

Company whose name appeared in the Register of Members as on Record Date i.e. March 5, 2020.

(g) Unclaimed Dividends

In terms of Section 124(5) of the Companies Act, 2013 ("Act") if a member does not claim the dividend amount for a consecutive period of seven years or more, the unclaimed amount shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

During the year, the Company had transferred ₹ 2,322,317/- lying unclaimed in Unpaid Dividend Account in respect of Dividend for the year 2011-12 to the said Fund on October 7, 2019.

(h) Listing at Stock Exchanges

1. National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051 T: +91 22 26598100-14 F: +91 22 26598237-38 E: cm1ist@nse.co.in	2. BSE Ltd Phirojee Jeejeebhoy Towers, 1st Floor, Dalal Street Mumbai 400 001 T: +91 22 22721233/34 F: +91 22 22721919/3027 E: corp.relations@bseindia.com
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The annual listing fee for FY20 has been paid to all the aforesaid stock exchanges.

(i) Stock Code

BSE Ltd.	500877
National Stock Exchange of India Ltd.	APOLLOTYRE

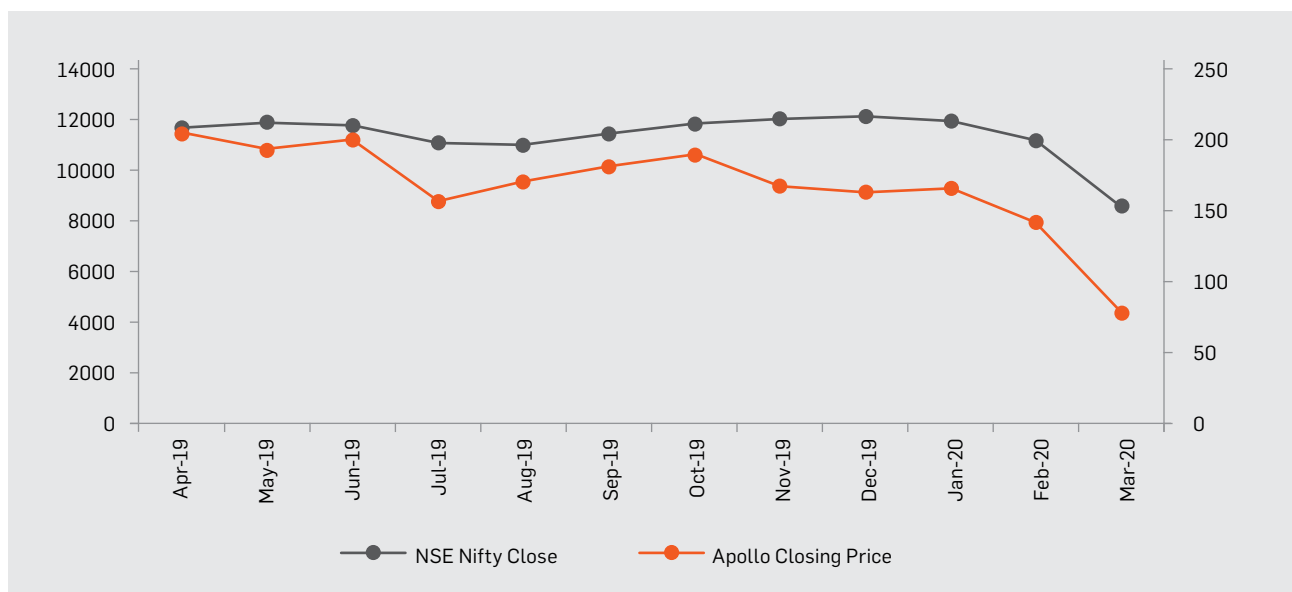
(j) Stock Market Price Data for FY20:

The Company's share price on NSE and Nifty Index

Month	NSE			Nifty Index	
	High (₹)	Low (₹)	Volume (in million)	High	Low
April, 2019	227.65	204.30	44.66	44.66	11,856.15
May, 2019	206.60	174.00	60.27	60.27	12,041.15
June, 2019	205.50	183.90	87.83	87.83	12,103.05
July, 2019	204.60	148.40	62.49	62.49	11,981.75
August, 2019	173.00	144.05	59.83	59.83	11,181.45
September, 2019	192.45	167.50	49.48	49.48	11,694.85
October, 2019	194.40	162.55	43.59	43.59	11,945.00
November, 2019	196.75	161.90	63.54	63.54	12,158.80
December, 2019	177.50	159.25	48.66	48.66	12,293.90
January, 2020	182.35	158.45	50.44	50.44	12,430.50
February, 2020	170.80	141.00	80.46	80.46	12,246.70
March, 2020	145.80	73.40	101.61	101.61	11,433.00



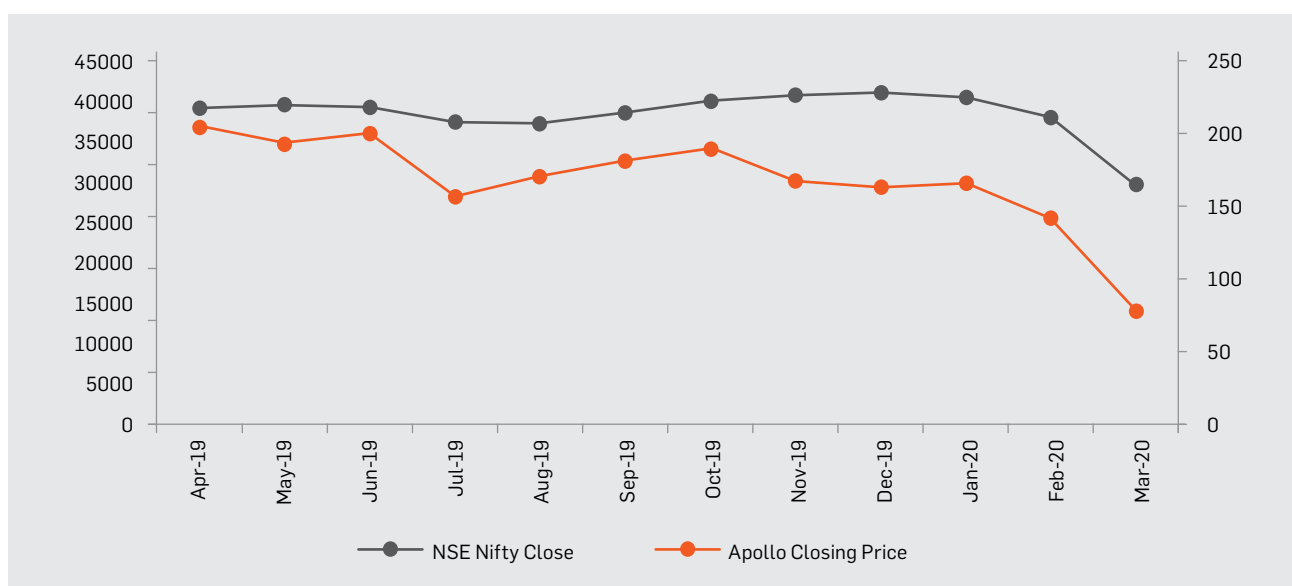
Apollo Tyres Shares Closing Price (₹) vis-à-vis NSE Nifty Close



The Company's share price on BSE and Sensex

Month	BSE			SENSEX	
	High (₹)	Low (₹)	Volume (in million)	High	Low
April, 2019	227.50	204.35	1.78	39,487.45	38,460.25
May, 2019	206.60	174.20	2.98	40,124.96	36,956.10
June, 2019	205.50	184.00	12.95	40,312.07	38,870.96
July, 2019	204.55	145.30	4.31	40,032.41	37,128.26
August, 2019	174.00	144.05	3.59	37,807.55	36,102.35
September, 2019	192.20	167.80	2.90	39,441.12	35,987.80
October, 2019	194.40	162.70	3.05	40,392.22	37,415.83
November, 2019	196.70	161.95	4.03	41,163.79	40,014.23
December, 2019	178.15	159.35	2.32	41,809.96	40,135.37
January, 2020	182.30	158.55	1.83	42,273.87	40,476.55
February, 2020	171.05	141.00	2.78	41,709.30	38,219.97
March, 2020	145.80	73.55	4.89	39,083.17	25,638.90

Apollo Tyres Shares Closing Price vis-à-vis BSE Sensex Close



(k) Shares Traded during April 1, 2019 to March 31, 2020

Particulars	BSE	NSE
No. of shares traded (in million)	47.41	752.86
Highest Share Price (in ₹)	227.50	227.65
Lowest Share Price (in ₹)	73.55	73.40
Closing Share Price (as on March 31, 2020)	79.35	79.40
Market Capitalisation (as on March 31, 2020) (₹ in million)	45,392.17	45,420.77

(l) Elimination of Duplicate Mailing

The shareholders who are holding physical shares in more than one folio in identical name, or in joint holder's name in similar order, may send the Share Certificate(s), along with request for consolidation of holding in one folio, to avoid mailing of multiple annual reports.

in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

(m) Share Transfer System

SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares

As per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained the half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities.

(n) Distribution of Shareholding

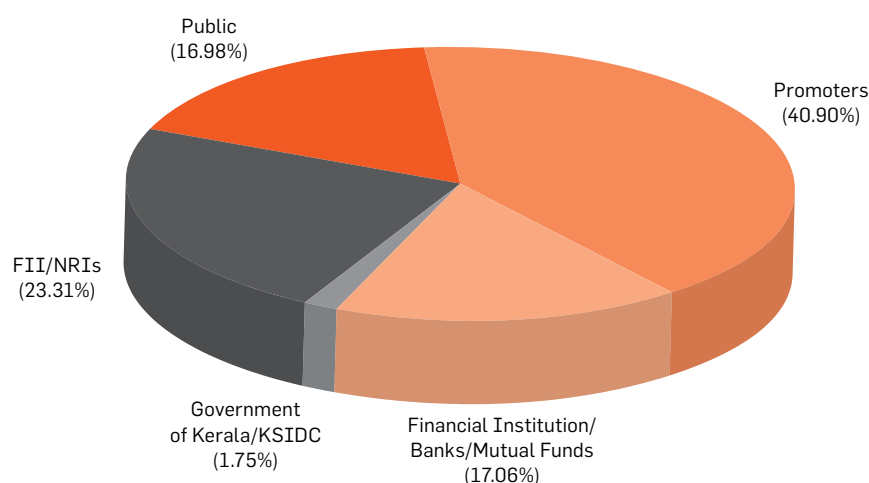
The following is the distribution of shareholding of equity shares of the Company as on March 31, 2020:-

Category	No. of Shareholders	% of Shareholders	No. of Shares Held	% of shareholding
UPTO 5000	192,342	99.51	39,313,053	6.87
5001 - 10000	458	0.24	3,390,109	0.59
10001 - 20000	172	0.09	2,511,064	0.44
20001 - 30000	56	0.03	1,377,109	0.24
30001 - 40000	30	0.01	1,057,881	0.19
40001 - 50000	20	0.01	923,823	0.16
50001 - 100000	50	0.02	3,553,558	0.62
100001 AND ABOVE	168	0.09	519,923,383	90.89
Grand-Total	193,296	100.00	572,049,980	100.00

The Promoter and Promoter group hold 233.99 million shares constituting 40.90% of the share capital of the Company as on March 31, 2020.

Categories of shareholders as on March 31, 2020

Category	No. of shares	%
Promoters	233,989,131	40.90
Financial Institutions/Banks/Mutual Funds	97,599,203	17.06
Government of Kerala/KSIDC	10,000,000	1.75
FII/NRIs	133,347,286	23.31
Public	97,114,360	16.98
Total	572,049,980	100.00



(o) Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary in practice conducts the Reconciliation of Share Capital Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories, i.e. NSDL and CDSL, and the total issued and listed capital of the Company.

The Company Secretary in practice conducts such audit in every quarter and issues a Reconciliation of Share Capital Audit Certificate to this effect to the Company. A copy of such audit report is submitted to the stock exchanges, where the Company's shares are listed and is also placed before the Board.

(p) Dematerialisation of Shares and Liquidity

The equity shares of the Company are being traded under compulsorily demat form as per SEBI notification. The Company's shares are tradable compulsorily in electronic form and are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL, is INE438A01022.

As on March 31, 2020, 98.56% of the share capital stands dematerialised. BSE and NSE have permitted trading of Apollo Tyres' share into future and option (F&O) segment w.e.f. February 19, 2010.

(q) Share Transfer/Demat Registry work

All share transfers/demat are being processed in house. The Company has established direct connectivity with NSDL/CDSL for carrying out demat completely in house.

(r) Share Transfer Department

All communications regarding change of address for shares held in physical form, dividend etc. should be sent at the Company's Corporate Office at:-

Apollo Tyres Ltd
 Apollo House, 7, Institutional Area
 Sector-32, Gurgaon-122 001(Haryana)
 T: +91 124 2721000
 F: +91 124 238 3351
 E: investors@apolloytyres.com

(s) ECS Mandate

All shareholders are requested to update their bank account details with their respective depositories urgently. This would facilitate transfer of dividend directly to the bank account of the shareholders.

(t) Participation & Voting at AGM

Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI, the 47th AGM of the Company will be held through video-conferencing and the detailed instructions for participation and voting at the meeting is available in the notice of the 47th AGM.

Register e-mail address

To contribute towards greener environment, the Company proposes to send documents like shareholders meeting notice/other notices, audited financial statements board's report, auditors' report or any other document, to members in electronic form at the e-mail address provided by them and/or available to the Company by the Depositories.

Members who have not yet registered their e-mail address (including those who wish to change their already registered e-mail address) may get the same registered/updated either with their depository participants or by writing to the Company.

(u) Plant Location:

1. Perambra, P O Chalakudy,
Trichur 680 689, Kerala
2. Limda, Taluka Waghodia,
Dist. Vadodara 391 760, Gujarat
3. SIPCOT Industrial Growth Centre,
Oragadam, Chennai, Tamil Nadu
4. Kalamassery,
Alwaye,
Kerala – 683 104
5. Chinnapandur Village,
Varadaiahpalem Mandal, Near Sricity,
Chittoor District- 517541
Andhra Pradesh
6. Ir. Schiffstraat 370,
7547 RD Enschede, The Netherlands
7. H-3212 Gyöngyöshalász,
Road no.: 3210, Plot no.: 0106, Hungary

- (v) Address for correspondence for share transfer/demat of shares, payment of dividend and any other query relating to shares.
- Secretarial Department
Apollo Tyres Ltd.
Apollo House, 7, Institutional Area,
Sector 32, Gurgaon 122001
Tel: +91 124 2721000

- (w) As on March 31, 2020, there were no outstanding GDRs/ ADRs/Warrants or any convertible instruments.

(x) Adoption of mandatory and discretionary requirements of Corporate Governance as specified in Regulations 17 to 27 and Regulation 34(3) read with Schedule V (C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all mandatory requirements of corporate governance with respect to Regulations 17 to 27 and clauses (b) to (i) of Sub- Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CG Compliances

Particulars	Regulation	Compliance Status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of Board of Directors	17(2)	YES
Quorum of Board Meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of Board	17(11)	YES
Maximum number of Directorships	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 and Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
Meeting of Stakeholders 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) & (8)	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



Particulars	Regulation	Compliance Status (Yes/No/NA)
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)	N.A.
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

The Company has adopted following discretionary requirements of Regulation 27 read with Schedule II Part E of the Listing Regulations:-

Modified Opinion(s) in audit report

The Company is in the regime of financial statements with unmodified audit opinion.

Reporting of internal auditor

The internal auditor is reporting directly to the Audit Committee.

- (y) As on March 31, 2020, our shares were not suspended from trading.
- (z) Commodity price risk or foreign exchange risk and hedging activities during the FY20.

The Company enters into a variety of derivative financial instruments like options, forwards & futures contract and currency & interest rate swaps, to hedge foreign exchange rate risk and interest rate risk. The hedging is done as per the Board approved policy. The Company, at all the times, comply with all the RBI hedging guidelines that are prescribed from time to time.

The Company's exchange rate risk arises mainly from import (of raw material and capital items) and export (of finished goods) and follows a policy of matching of import and export exposures (natural hedge) to reduce the net exposure in any foreign currency. Whenever the natural hedge is not available or is not fully covering the foreign currency exposure of the Company, the Company uses the above mentioned derivative instruments to manage its exposure.

The Company's interest rate risk arises as the Company borrows funds at both fixed and floating interest rates. Some amount of this risk is managed by the Company through maintaining an appropriate mix of fixed and floating rate borrowings and also through an appropriate amount of interest rate swaps, especially, to hedge the floating rate borrowings to fixed one.

14. ADDITIONAL INFORMATION

(a) Investor Relations Section

The Investors Relations Section is located at the Corporate Office of the Company.

Contact person : Ms. Seema Thapar, Compliance Officer
 Time : 10:00 AM to 6:00 PM on all working days of the Company (except Saturdays and Sundays)
 Tel No.: : +91 124 2721000
 Fax No.: : +91 124 2383351
 E-mail: : investors@apolloyres.com

(b) Bankers

Axis Bank Ltd.
 Bank of India
 BNP Paribas
 Canara Bank
 Citibank N.A.
 Federal Bank
 ICICI Bank Ltd.
 IDBI Bank Ltd.
 Kotak Mahindra Bank Ltd.
 Mizuho Bank Ltd
 Standard Chartered Bank
 State Bank of India
 Sumitomo Mitsui Banking Corporation
 The Bank of Nova Scotia
 MUFG Bank Ltd.
 The Hongkong and Shanghai Banking Corporation Limited
 Union Bank of India
 RBL Bank Ltd.

(c) Credit Rating

During the year, the following rating agencies, rated our bank facilities and other debt programs as under:-

- i) On March 31, 2020, CRISIL has reaffirmed its 'CRISIL AA+/Stable/CRISIL A1+' ratings on the bank facilities and debt instruments of the Company.

- ii) On March 4, 2020, India Ratings and Research (Ind-Ra) has affirmed the Company's Long-Term Issuer Rating and Commercial Paper Rating at 'IND AA+' (with stable outlook) and A1+ respectively.

(d) Auditors

M/s. Walker Chandio & Co LLP, Chartered Accountants.

(e) Cost Auditors

M/s. N.P. Gopalakrishnan & Co., Cost Accountants.

With reference to the General Circular No. 15/2011 – 52/5/ CAB-2011 dated April 11, 2011, issued by the Government of India, Ministry of Corporate Affairs, Cost Audit Branch, New Delhi, following are the details of Cost Auditor and filing of cost audit report with Central Government:

Particulars of the Cost Auditor	Details of Cost Audit Report filed for the period ended March 31, 2019
Mr. N. P. Sukumaran (M No.4503) Apartment No.311, 4th Floor, D.D.Vyapar Bhawan, K.P.Vallon Road, Kadavanthra P O, Kochi - 682 020(Kerala) E-mail: npgco@gmail.com	Filing date: December 27, 2019

(f) Code of Conduct for Prevention of Insider Trading

In compliance with the SEBI regulations on prevention of insider trading, the Company has formulated a comprehensive Code of Conduct for 'Prevention of Insider Trading' in the securities of the Company. This Code of Conduct is applicable to Promoters, Directors, Chiefs, Group Heads, Heads and such other employees of the Company and others who are expected to have access to unpublished price sensitive information.

The Board at its meeting held on May 12, 2015, has approved the Code of Conduct for Prevention of Insider Trading, in terms with the SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from May 15, 2015.

The Code of Conduct lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of the Company, and cautioning them of consequences of violations. The Company Secretary of the Company is the Compliance Officer.

Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which was effective from April 1, 2019, the existing Code of Conduct to Regulate, Monitor and Report Trading by Insiders was amended to align with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The revised Code of Conduct to Regulate, Monitor and Report Trading by Designated persons was approved/ratified by the Board on May 9, 2019.

(g) Code of Conduct for Directors and Senior Management

The Board of Directors of Apollo Tyres Ltd. has laid down a code of business conduct called "The Code of Conduct for Directors and Senior Management". The Code envisages that Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.

The Company has put in place, all the systems and procedures to ensure the compliances of Insider Trading Regulations. In order to create more awareness on the "SEBI Prohibition on Insider Trading Regulations" amongst the designated persons, various training sessions were conducted during FY20.

The Code is applicable to all the Directors and Senior Management of the Company. The Company Secretary of the Company is the Compliance Officer.

Declaration Affirming Compliance of provisions of the Code of Conduct

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board members and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ended March 31, 2020.

ONKAR S. KANWAR

Chairman & Managing Director

(h) Whistle Blower Policy/Vigil Mechanism

Apollo Tyres Ltd. believes in the conduct of its business affair in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. In order to inculcate accountability and transparency in its business conduct, the Company has been constantly reviewing its existing systems and procedures. Your Company has approved a Whistle Blower Policy which will enable all employees, Directors and other stakeholders to raise their genuine concerns internally in a responsible and effective manner if and when they discover information which they believe shows serious malpractice or irregularity within the Company and/or to report to the management instances of unethical behavior, actual or suspected, fraud or violation of Company's Code of Conduct or Ethics Policy. The Audit Committee of the Company periodically reviews the functioning of whistle blower mechanism.

In terms with the policy, an Internal Grievance Redressal Committee (IC) has been constituted by the Company, which is headed by the Chairman of the Audit Committee of the Board. Company Secretary of the Company acts as an Ombudsman who, on receipt of complaint, examines the possible intentions



and genuineness of the disclosure in advance before referring it to the IC for investigations. The IC, after investigation, submits a report to the Audit Committee.

No personnel of the Company has been denied access to the Audit Committee.

No complaint under whistle blower policy has been received during FY20.

(i) Code of Practices and Procedures for Fair Disclosure

The Board at its meeting held on May 12, 2015, has approved the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in terms with the SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from May 15, 2015.

The Code lays down broad standards of compliance and ethics, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations. The Code is required to be complied in respect of all corporate disclosures in respect of the Company and/or its Subsidiary Companies, including Overseas Subsidiaries.

The Company Secretary of the Company is the Compliance Officer.

Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which was effective from April 1, 2019, the existing Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was amended to align with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was approved/ratified by the Board on May 9, 2019.

The Board has also approved/ratified the Policy and Procedure for reporting and inquiry in case of leak or suspected leak of unpublished price sensitive information as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

(j) Policy to prevent and deal with sexual harassment

The Company is an equal employment opportunity employer and is committed to creating a healthy and productive work environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company believes that an act of sexual harassment results in the violation of the fundamental rights. Such acts violate the right to equality, right to life and to live with dignity and right to practice any profession or to carry on any occupation, trade or business, which also includes a right to have a safe and healthy work environment free from sexual harassment.

In keeping with its belief and in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition

and Redressal) Act, 2013 and Rules thereof, the Company adopts the policy to prevent and deal with sexual harassment at the workplace. The Company is committed to provide to all employees who are present at the workplace, a work environment free from sexual harassment, intimidation and exploitation.

Status of the Complaint received relating to Sexual harassment during FY20:-

Particulars	No. of Complaints
Number of complaints filed during the financial year	Nil
Number of complaints disposed off during the financial year	N.A.
Number of complaints pending as on end of the financial year	N.A.

(k) Familiarisation Programme for Independent Directors

The Company has adopted a familiarisation programme for Independent Directors with an objective of making the Independent Directors of the Company accustomed with the business and operations of the Company through various structured oriented programme. The familiarisation programme also intends to update the Directors on a regular basis on any significant changes therein so as to be in a position to take well informed and timely decision.

The details of familiarisation programme imparted to Independent Directors during FY20 are available on the website of the Company. The weblink is <https://staticcdn.apollotyres.com/CMSOriginal/3984/details-of-familiarisation-programme-fy2020.pdf>

(l) Succession Policy

In terms with the Nomination & Remuneration Policy of the Company, the Nomination & Remuneration Committee reviews the succession policy from time to time and assists the Board to ensure that the plans are in place for succession for appointments to the Board and to Senior Management.

(m) Shareholders Satisfaction Survey

An online survey is posted on the Company's website at <https://s3.eu-central-1.amazonaws.com/apolloproducts/3985/shareholder-satisfaction-survey.pdf>. Shareholders who have not yet participated in the survey can go to the above link and take part in the survey and provide us their valuable feedback.

(n) Integrated Reporting

The Company being one of the top 500 Companies in the Country in terms of market capitalization, has adopted Integrated Reporting describing initiatives undertaken by the Company for enhancing stakeholders' value in the long term. The report on Integrated Reporting is provided in a separate section forming part of this Annual Report.

(o) Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

(p) Dividend Distribution Policy

The Company has formulated a Dividend Distribution Policy in compliance of Regulations 43A of Listing Regulations which inter-alia specifies the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend. Dividend Distribution Policy is attached as Annexure A to the Corporate Governance Report.

The dividend declared in last five years are as follows:

Period	Dividend (%)
FY20*	300
FY19	325
FY18	300
FY17	300
FY16	200
FY15	200

* The Board of Directors at its meeting held on February 26, 2020 had declared an Interim Dividend of ₹ 3/- (300%) per share of ₹ 1/- each on Equity Share Capital of the Company.

(q) Global Code of Conduct

The Company has designed a global "Code of Conduct Policy" ("Code") to conduct its business with honesty and integrity and in compliance with all applicable legal and regulatory requirements. This Code sets out the fundamental standards to be followed by all employees of the Company including Associates, Subsidiaries and Joint Ventures. The Company has rolled out mandatory online training of all the employees for successful implementation of the Code.

(r) Governance of Subsidiary Companies

The Company has a well-established corporate governance framework to create sound governance practices and promote best practices for its various Subsidiaries in multiple jurisdictions across the world. The Company ensures that the governance of Subsidiaries especially the material Subsidiaries reflect the same values, ethics, controls and processes as being followed at the parent Company level.

The Company maintains close relationship with the Subsidiaries Board and regularly review and encourage regular feedback on the operation of subsidiary governance framework. The Company follows a fair, transparent and ethical governance practices for its overseas Subsidiaries which is essential for achieving long term corporate goals and to enhance stakeholder's value.

(s) General Data Protection Regulation (GDPR)

We have analysed the regulations, their applicability and impact on our organization and have a roadmap to ensure we address any gaps which require remediation to ensure compliance. We have updated our policies and are in process on preparing/updating various processes to ensure compliance to the EU GDPR requirements.

(t) Declaration by Independent Directors under sub-section (6) of Section 149 & Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During FY20, the Company received declaration in terms of the provisions of Section 149(6) & 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from the following Independent Directors viz. Mr. Akshay Chudasama, Ms. Anjali Bansal, Gen. Bikram Singh (Retd.), Ms. Pallavi Shroff, Mr. Vinod Rai and Mr. Vikram S. Mehta.

(u) Name of the Debenture Trustee

Vistra ITCL (India) Limited
The IL&FS Financial Centre,
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
Tel No. (022) 26533535
Fax No. (022) 26533297



(v) Web link for various documents

The following documents/information are linked with the website of the Company, i.e. www.apollotyres.com:-

Particulars	Web link
Familiarization programme for Independent Directors	https://corporate.apollotyres.com/en-in/investors/directors-information/?filter=FamiliarisationProgramme
Policy for determining 'material' subsidiaries	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Policy on Related Party Transactions	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
CSR policy	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Code of Conduct for Directors and Senior Management	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Whistle Blower Policy/Vigil Mechanism	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Policy on preservation and archival of documents	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Policy on determination of materiality of events or information	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Code of Practices and Procedures for Fair Disclosure of UPSI	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Dividend Distribution Policy	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=CodesPolicies
Annual Return under Section 92(3) of the Companies Act, 2013	https://corporate.apollotyres.com/en-in/investors/corporate-governance/?filter=Others

(w) Certificate from Practicing Company Secretary

The Company has received a certificate from M/s. PI & Associates, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such authority.

The Certificate is attached as Annexure B to the Corporate Governance Report.

Declaration Affirming Compliance of Whistle Blower Policy

To the best of my knowledge and belief, I hereby affirm that no personnel of the Company has been denied access to the Audit committee during FY20.

For and on behalf of the Board of Directors

Place: New Delhi
Date: May 19, 2020

ONKAR S. KANWAR
Chairman & Managing Director

DIVIDEND DISTRIBUTION POLICY

The Board of Directors (the "**Board**") of Apollo Tyres Ltd (the "**Company**") has adopted the Dividend Distribution Policy (the "**Policy**") of the Company as required in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") at its meeting held on November 9, 2016.

1. EFFECTIVE DATE

The Policy shall become effective from the date of its adoption by the Board i.e. November 9, 2016.

2. PURPOSE, OBJECTIVES AND SCOPE

The Securities and Exchange Board of India ("**SEBI**") vide its Notification dated July 8, 2016 has amended the Listing Regulations by inserting Regulation 43A in order to make it mandatory to have a Dividend Distribution Policy in place by the top five hundred listed companies based on their market capitalization calculated as on the 31st day of March of every financial year. Considering the provisions of the aforesaid Regulation 43A, the Board of the Company recognizes the need to lay down a broad framework for considering decisions by the Board, with regard to distribution of dividend to its shareholders and/or retaining its profits. The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking such decisions of distribution or of retention of profits, in the interest of providing transparency to the shareholders.

Declaration of dividend on the basis of parameters in addition to the elements of this Policy or resulting in amendment of any element of the Policy will be regarded as deviation. Any such deviation on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, along with the rationale will be disclosed in the manner set out in paragraph 9 below.

The Policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for future growth of the Company. The Company shall pursue this Policy, to pay, subject to the circumstances and factors enlisted hereon, progressive dividend, which shall be consistent with the performance of the Company over the years.

The Policy shall not apply to distribution of Dividend by Subsidiaries/Associates/Joint Ventures of Apollo Tyres Ltd.

3. APPLICABLE LAWS

The Company will adhere with the requirements of all the applicable provisions of Companies Act, 2013 (the "**Act**") and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other act, rules or regulations which provides for distribution of dividend.

4. DECLARATION AND PAYMENT OF DIVIDEND

The declaration and payment of dividend shall be in accordance with the provisions of the Listing Regulations, Section 123 to 127 of the Act and any other provisions as may be applicable. The Company shall declare dividend for any financial year subject to the following:

- out of the profits of the Company for that year arrived after providing for depreciation; or
- out of the profits of the Company for any previous financial year(s) arrived at after providing for depreciation and remaining undistributed; or
- out of both (a) and (b).

The dividend shall be declared or paid by the Company out of its free reserves.

5. FINANCIAL PARAMETERS

The Dividend payout may be in the range of 15% to 30% of Consolidated Net Profit every year:

- In line with the trend of Global Tyre Industry and Indian auto component industry;
- Higher than trend of the Indian Tyre Industry.

The Board shall consider the following parameters, while taking decisions for declaration and payment of dividend during a particular year-

- Balance sheet strength;
- Overall economic scenario;
- Near future cash flow needs of the Company; and
- Any other relevant factors and material events.

6. FACTORS FOR DECLARATION OF DIVIDEND

The Board shall also consider the following internal and external factors before declaring or recommending the dividend to the shareholders:

6.1 Internal Factors

- Mid-term growth projects before the Company;
- Agreements with lending institutions;
- Debt payments coming up next year;
- Expectations of major stakeholders, including small shareholders; and
- Any other prudential requirements

6.2 External Factors

- Prevailing statutory provisions under Companies Act, 2013, tax laws including dividend distribution tax and other regulatory concerns;
- Macroeconomic conditions/overall economic/ business scenario;
- Capital market conditions;
- Relevant industry practice; and
- Any other factor as deemed fit by the Board.



7. MANNER OF UTILISATION OF RETAINED EARNINGS

The Board may retain its earnings in order to make alternative use of the available funds and increase the value of the shareholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- i. Growth projects;
- ii. Modernization plan;
- iii. Diversification of business;
- iv. Long term strategic plans;
- v. Replacement of capital assets;
- vi. Anticipation of future capital being difficult to raise or being costly; and
- vii. Other such criteria as the Board may deem fit from time to time.

8. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Board shall consider the factors provided above before determination of any dividend after analyzing the prospective opportunities and threats, viability of the options of dividend distribution or retention etc. The decision of dividend may be based on the aforesaid factors considering the balanced interest of the shareholders and the Company.

Under the following circumstances, the dividend may not be expected by the shareholders:

- a) Whenever the Company proposes to utilize surplus cash for buyback of securities;
- b) In the event of loss or inadequacy of profits;
- c) Whenever the Company undertakes or proposes to undertake a large expansion project requiring higher allocation of capital.

9. PARAMETERS WITH REGARDS TO VARIOUS CLASSES OF SHAREHOLDERS

At present the Company has only one class of shareholder i.e. equity shareholders. The Policy shall be reviewed and amended if the Company issues shares to any other class of shareholders.

10. MANNER OF DIVIDEND

In case of final dividend

- i. Recommendation, if any, shall be done by the Board, usually in the Board meeting that considers and approves the annual financial statements, subject to approval of the shareholders of the Company;

- ii. The dividend as recommended by the Board shall be approved/declared at the annual general meeting of the Company;
- iii. The payment of dividend shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable law.

In case of interim dividend

- i. Interim dividend, if any, shall be declared by the Board;
- ii. Before declaring interim dividend, the Board shall consider the financial position of the Company whether it allows the payment of such dividend;
- iii. The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable laws;
- iv. The dividend as declared by the Board shall be confirmed at the annual general meeting of the Company. In case no final dividend is declared, interim dividend will be regarded as final dividend in the annual general meeting.

11. DISCLOSURE

The Company shall make appropriate disclosures as per the Listing Regulations and/or other applicable laws.

The Company shall disclose this Policy on its website (www.apollotyres.com) and in its Annual Report and shall also update the Policy on its website and in its Annual Report, as and when any changes are made in the Policy.

If the Company proposes to declare dividend on the basis of any additional parameters, it shall disclose such changes along with the rationale for the same on its website and in its Annual Report.

12. REVIEW

This policy shall be reviewed periodically (every 3 years) to factor in the industry trend / Company needs.

13. CONFLICT OF POLICY

In the event of Policy being inconsistent with any regulatory provision, such regulatory provision shall prevail upon the corresponding provision of this Policy.

14. AMENDMENT

The Board may review and amend the Policy, as and when required to give effect to any changes/amendments notified by any regulator under the applicable law from time to time.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

Apollo Tyres Limited

3rd Floor, Areekal Mansion, Panampilly Nagar,
Kochi -682036, Kerala

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Apollo Tyres Limited** having CIN: L25111KL1972PLC002449 and having registered office at 3rd Floor, Areekal Mansion, Panampilly Nagar, Kochi-682036, Kerala (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and the respective Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	DIN	Name of Director	Date of appointment in the Company*
1.	00058921	Mr. Onkar S. Kanwar	03.06.1982
2.	00058951	Mr. Neeraj Kanwar	28.05.1999
3.	00010630	Mr. Akshay N. Chudasama	11.11.2013
4.	00207746	Ms. Anjali Bansal	01.11.2017
5.	07259060	Gen. Bikram Singh (Retd.)	11.08.2015
6.	07413105	Mr. Francesco Gori	09.02.2016
7.	00013580	Ms. Pallavi Shardul Shroff	15.05.2014
8.	00178792	Mr. Robert Steinmetz	10.09.1999
9.	07527148	Mr. Satish Sharma	01.04.2019
10.	00058859	Mr. Sunam Sarkar	28.01.2004
11.	00041197	Mr. Vikram Singh Mehta	06.02.2013
12.	00041867	Mr. Vinod Rai	09.02.2016

*The date of appointment is the original date of appointment as per the MCA portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Limitations

It is to be that due to lockdown and social distancing guidelines issued by the Ministry of Home Affairs (MHA) on different dates vide orders dated March 29, 2020, April 15, 2020 and May 01, 2020 for containment of spread of Covid-19, the abovementioned documents, registers, forms, etc. have not been physically verified by us, as being maintained by the Company at their offices. While we have taken all possible steps to verify the records as made available to us by the Company through electronic medium and taken confirmation from the Company, wherever required but the audit was done subject to limitation of availability of documents.

For **PI & Associates**

Company Secretaries

Ankit Singhi

Partner

ACS No.: 20642

C P No.: 16274

UDIN: A020642B000285478

Date: May 27, 2020



INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Apollo Tyres Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 31 July 2019.
2. We have examined the compliance of conditions of corporate governance by Apollo Tyres Limited ('the Company') for the year ended on 31 March 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

AUDITOR'S RESPONSIBILITY

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered

Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2020.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

RESTRICTION ON USE

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No. 001076N/N500013

per **David Jones**

Partner

Membership No.: 98113

Place: Gurgaon

Date: 19 May 2020

CEO AND CFO CERTIFICATE

[Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors,
Apollo Tyres Ltd.,
3rd Floor, Areekal Mansion,
Near Manorama Junction,
Panampilly Nagar,
Kochi- 682036 (Kerala)

We hereby certify that:-

- a) We have reviewed the financial statements including the cash flow statement of the Company for the year ended as on March 31, 2020 and that to the best of our knowledge and belief:
 - i these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii these statements including cash flow statement present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors. Further, no deficiencies have been observed in design or operation of such internal controls for the period covered by this report.
- d) During the period under review, no significant changes were observed in the internal controls over financial reporting and accounting policies of the Company. Furthermore, no instance of fraud found by management or employees having a significant role in the Company's internal control system over financial reporting.

For **Apollo Tyres Limited**

Date: May 12, 2020
Place: New Delhi

Onkar S Kanwar
(Chairman & Managing Director)

Gaurav Kumar
(Chief Financial Officer)