

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

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

GST No.: 06AAACA6990Q1Z2



ATL/SEC/21

May 27, 2020

1. The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	2. The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
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Dear Sir,

**Sub : Submission of Annual Secretarial Compliance Report for year ended March 31, 2020**

In compliance of Regulation 24A of SEBI (LODR) Regulations, 2015, the Annual Secretarial Compliance Report for the year ended March 31, 2020, conducted by PI & Associates, Practicing Company Secretaries is enclosed herewith.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For APOLLO TYRES LTD.**

A handwritten signature in blue ink that reads "Seema Thapar".

**(SEEMA THAPAR)**

**Company Secretary & Compliance Officer**

**Encl : As above**

**SECRETARIAL COMPLIANCE REPORT OF APOLLO TYRES LIMITED FOR THE YEAR ENDED MARCH 31, 2020**

To,  
Apollo Tyres Limited  
7 Institutional Area, Sector 32  
Gurugram - 122001, Haryana

We **PI & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **Apollo Tyres Limited** (“the listed entity/ Company”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2020 (“**Review Period**”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable to the Company during the period under review)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(not applicable to the Company during the period under review)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the Company during the period under review)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(not applicable to the Company during the period under review)*

Page 1 of 3

**CORPORATE OFFICE**

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**LOCATIONS**

Hyderabad | Trivandrum | Vadodara

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- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Adjudicating Officer of SEBI has passed an Order on November 22, 2018 for violation of the provisions of Regulations 4 (1), 5A and 19(7) of the Buy Back Regulations, 1998 pertaining to the buy – back scheme launched in the year 2003	N.A.	The Company has deposited Rs. 65,00,000/- (Rupees Sixty-Five Lakh Only) under protest with SEBI. However, the Company has also	The matter is still pending before the Securities Appellate Tribunal (SAT) and the next date of hearing is fixed in June,

	and imposed a penalty of 65,00,000 (Rupees Sixty Five Lakh Only) on the Company under Section 15 – HB of the SEBI Act, 1992.		filed an appeal before the Securities Appellate Tribunal (SAT) on January 07, 2019 against the said order which is pending for disposal.	2020.
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### 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: A020642B000254458**

**Date: May 19, 2020**

**Place: New Delhi**

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