

Goodyear India Limited

Regd. Office : Mathura Road, Ballabgarh, Dist. Faridabad, Haryana - 121004

Code of Conduct

Clause 49 (1) (D) of the Listing Agreement stipulates that the Company must have a code of conduct for its Board Members and Senior Management of the Company.

Accordingly, to begin with the Board of Directors of Goodyear India Limited in its meeting held on March 22, 2005 has laid down the code of conduct as per Attachment.

All Board Members and Senior Management Personnel shall affirm compliance with the code on an annual basis i.e by December 31 of every year. First confirmation of compliance will be made by December 31, 2005.

Explanation :

For the purpose the term "senior management" shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management - one level below the Executive Directors, including all functional heads.

(For the implementation of the above code, the Chairman & Managing Director of the Company will determine as to who all would be treated as senior management) .

As required, the Annual Report of the Company shall contain a declaration affirming compliance with the code duly signed by the Chief Executive Officer i.e Chairman & Managing Director.

As required, the code of conduct would be put on the Company's Website.

By Order of the Board of the Directors

S K Jain
Company Secretary

March 22, 2005

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Code of Conduct

The basic principles for code of conduct as laid down by the Board of Directors in its meeting held on March 22, 2005 for Board Members and Senior Management of the Company are given below :

1. To have collective dedication to the core values that drive day to day activities i.e to conduct business with the highest applicable legal and ethical standards.
2. To do what is right for our customers, associates and shareholders and to provide the highest product quality and services to the consumers with a view to create value that can be sustained continuously.
3. To be truthful and honest in all financial transactions with the Company
4. To avoid conflict of interest and disclose to the Company any material transactions or relationship that reasonably could be expected to give rise to such a conflict
5. To prevent misuse of any share price sensitive information
6. To work for growth, value addition and financial gains for the company and its shareholders, in particular, and the society at large in general.
7. To institutionalize Corporate Governance as way of corporate life.
8. To realize and discharge social responsibility of the Company as a good corporate citizen .

The Company Secretary,
Goodyear India Limited
Ballabgarh

I confirm the compliance of the above code of conduct for the year ended December 2009.

Signature :
Name :
Designation :

Date :