

Goodyear India Limited

Corporate Office :

1st Floor, ABW Elegance Tower
Plot No. 8, Commercial Centre
Jasola, New Delhi - 110 025

Telephone

+91 11 47472727

Telefax

+91 11 47472715

email

gyi_info@goodyear.com

website

www.goodyear.co.in



SO-1536
September 01, 2016

To
The Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir,

Scrip Code: 500168

Sub: Goodyear India Limited - Result of the 55th Annual General Meeting ("AGM") held on Wednesday, August 31, 2016.

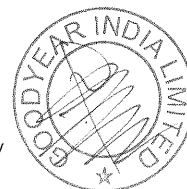
This is with reference of our 55th Annual General Meeting held on Wednesday, August 31, 2016 at 11:30 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road (Just after Toll Plaza), Faridabad, Haryana 121 003.

In this regard, Mr Devesh Pandey, Company Secretary in practice (Membership No. 27793) and Partner at CorpLex Advisors LLP, a legal and corporate consulting firm, was appointed as the scrutinizer for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner and has submitted his report dated September 01, 2016 to Mr Rajeev Anand, Vice-Chairman & Managing Director of the Company who is authorized by the chairman of the meeting to receive the consolidated report of the Scrutinizer on the remote e-voting and voting through Ballot Papers at the AGM.

In terms of the said report, members of the Company have passed all the resolutions as embodied, in the AGM Notice, with the requisite majority.

Based on the Scrutinizer's Report, the result of the meeting was announced by Mr Rajeev Anand, Vice -Chairman & Managing Director on Thursday, September 01, 2016 stating that the following resolutions have been passed by the requisite majority.

1. Ordinary Resolution to receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2016 (15 months i.e. from January 01, 2015 to March 31, 2016), the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 (15 months) along with the reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution to declare dividend @ Rs. 12 per Equity Share.
3. Ordinary Resolution to appoint a Director in place of Mr Yashwant Singh Yadav [DIN: 03288600], who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
4. Ordinary Resolution to appoint Statutory Auditors and fix their remuneration.
5. Ordinary Resolution to appoint Mr Christopher Raymond Delaney [DIN: 07348894] as a Director of the Company.



6. Ordinary Resolution to ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2017.
7. Special Resolution to appoint Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company and approve his remuneration effective November 01, 2015.
8. Special Resolution to approve the revised remuneration of Mr Yashwant Singh Yadav [DIN: 03288600] effective May 01, 2016.
9. Special Resolution to approve the revised remuneration of Mr Rajeev Anand [DIN: 02519876] effective May 01, 2016.

In this regard, please find enclosed herewith the following:

- i) Declaration of Result as **Appendix A.**
- ii) Voting result in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 as **Appendix B.**
- iii) A duly certified copy of Scrutinizer's Report as **Appendix C.**
- iv) Summary of proceedings of AGM in terms of Regulation 30 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 as **Appendix D.**

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking you,

Yours very truly,
For Goodyear India Limited



Pankaj Gupta
Company Secretary

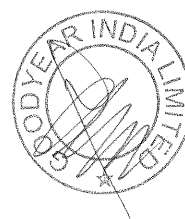
CC:

Central Depository Services (India) Ltd
17th Floor, P J Towers, Dalal Street, Fort,
Mumbai-400 001

National Securities Depository Ltd.,
4th Floor, 'A' Wing, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

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DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 55th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 31, 2016 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD (JUST AFTER TOLL PLAZA), FARIDABAD, HARYANA-121 003, INDIA.

The 55th Annual General Meeting ("AGM") of the Company was held on Wednesday, August 31, 2016 at 11:30 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road (Just after Toll Plaza), Faridabad, Haryana-121 003.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 ("LODR"), the Company has provided the facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in the Notice of AGM dated May 30, 2016 electronically. The Remote e-Voting was open for three days from Sunday, August 28, 2016 (9:30 a.m.) till Tuesday, August 30, 2016 (5:00 p.m.).

Further, in line with the provisions of the Companies Act, 2013 and the clarifications issued by the Ministry of Corporate Affairs, the voting at the venue of 55th AGM was conducted through Ballot Papers.

The Board of Directors have appointed Mr. Devesh Pandey, Company Secretary in practice (Membership No. 27793) and Partner at CorpLex Advisors LLP, a legal and corporate consulting firm for scrutinizing the voting process through Remote e-Voting as well as Ballot Paper in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated September 01, 2016 on the voting (Remote E-Voting and Ballot Paper) on the resolutions as set out in the Notice of AGM.

The Authorized and paid up capital of the Company as on the date of AGM is Rs. 300,000,000 and Rs. 230,665,070 respectively. The voting rights were reckoned on Wednesday, August 24, 2016 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM.

The consolidated result of voting (Remote E-Voting and Ballot Paper) as per the Scrutinizer's report is as follows:

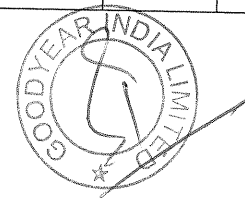
Resolution No.	Particulars of the Resolution	Resolution required (Ordinary/Special)	Total no. of votes casted	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes against	No. of invalid votes	Result
1.	To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2016 (15 months i.e. from January 01, 2015 to March 31, 2016), the statement of Profit and Loss, Cash	Ordinary	18980968	18810309	99.1009	170659	0.8991	Nil	Passed with requisite majority

ONE TEAM

No contract is valid unless signed by a duly authorised officer of the company

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

CIN : L25111HR1961PLC008578



	Flow Statement for the year ended on March 31, 2016 (15 months) along with the reports of the Board of Directors and Auditors thereon								
2.	To declare dividend @ Rs. 12 per Equity Share.	Ordinary	18981316	18980916	99.9979	400	0.0021	Nil	Passed with requisite majority
3.	To appoint a Director in place of Mr Yashwant Singh Yadav [DIN: 03288600], who retires by rotation at this AGM and being eligible, offers himself for re-appointment.	Ordinary	18980771	18979770	99.9947	1001	0.0053	Nil	Passed with requisite majority
4.	To appoint Statutory Auditors and fix their remuneration	Ordinary	18980367	17380367	91.5702	1600000	8.4298	Nil	Passed with requisite majority
5.	To appoint of Mr Christopher Raymond Delaney [DIN: 07348894] as a Director of the Company.	Ordinary	18980877	18980376	99.9974	501	0.0026	Nil	Passed with requisite majority
6.	To ratify of the remuneration of the Cost Auditors for the Financial Year ending March 31, 2017.	Ordinary	18980967	18980967	100.0000	0	0.0000	Nil	Passed with requisite majority
7.	To appoint Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company and approve his remuneration effective November 01, 2015	Special	18980968	18979967	99.9947	1001	0.0053	Nil	Passed with requisite majority
8.	To approve the revised remuneration of Mr Yashwant Singh Yadav [DIN: 03288600] effective May 01, 2016	Special	18980968	18979183	99.9906	1785	0.0094	Nil	Passed with requisite majority
9.	To approve the revised remuneration of Mr Rajeev Anand [DIN: 02519876] effective May 01, 2016	Special	18981318	18979678	99.9914	1640	0.0086	Nil	Passed with requisite majority

Based on the consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of the AGM have been duly approved and passed by the Shareholders with requisite majority.

Thanking you,

Yours very truly,

For Goodyear India Limited

Mr. Rajeev Anand
(Vice-Chairman & Managing Director)
DIN:02519876

Duly authorized by Mr. Christopher Raymond Delaney, the Chairman of 55th Annual General Meeting of the Shareholders of Goodyear India Limited.

Date: September 01, 2016

Place: New Delhi

ANNEXURE II

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 55th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 31, 2016 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA. PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM:

Wednesday, August 31, 2016 [Remote e-Voting period: Sunday, August 28, 2016 (9:30 a.m.) to Tuesday, August 30, 2016 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut off Date") (August 24, 2016)

30737 Shareholders holding 23066507 shares. (Including 67465 shares held by "Goodyear India Limited- Unclaimed Shares Suspense Account")

No. of shareholders present in the meeting either in person or through proxy:

Promoters & Promoter Group:

1 (one)

Public:

7011 (in person 6975 and by proxy 36)

No. of Shareholders attended the meeting through Video Conferencing:

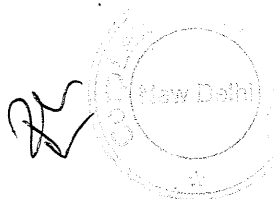
Not applicable

Promoters & Promoter Group:

-

Public:

-

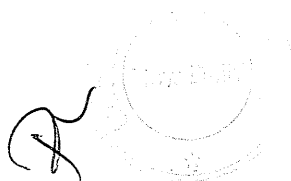


Agenda 1: To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2016 (15 months i.e. from January 01, 2015 to March 31, 2016), the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 (15 months) along with the reports of the Board of Directors and Auditors thereon.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1691008	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	7322	170659	4.1139	95.8861
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		220745	5.2953	50086	170659	22.6895	77.3105
Total		23066507	18980968	82.2880	18810309	170659	99.1009	0.8991

Agenda 2: To declare dividend @ Rs. 12 per Equity Share.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							



Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total	17069215	17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	178381	4.2791	177981	400	99.7758	0.2242
	Poll		42712	1.0246	42712	0	100.0000	0.0000
	Total	4168679	221093	5.3037	220693	400	99.8191	0.1809
Total		23066507	18981316	82.2895	18980916	400	99.9979	0.0021

Agenda 3: To appoint a Director in place of Mr Yashwant Singh Yadav [DIN: 03288600], who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	92.4749	1691008	0	100.0000
Public – Non Institutions	E-Voting	4168679	177784	4.2648	176783	4001	99.4370	0.5630



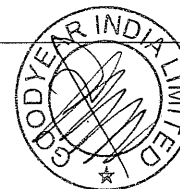
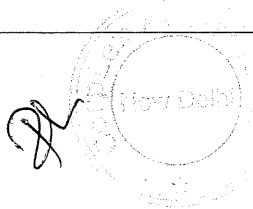
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total	4168679	220548	5.2906	219547	1001	99.5461	0.4539
Total		23066507	18980771	82.2871	18979770	1001	99.9947	0.0053

Agenda 4: To appoint Statutory Auditors and fix their remuneration.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	91008	1600000	5.3819	94.6181
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	92.4749	1600000	5.3819	94.6181
Public – Non Institutions	E-Voting	4168679	177380	4.2551	177380	0	100.0000	0.0000
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		4168679	220144	5.2809	220144	100.0000	0.0000
Total		23066507	18980367	82.2854	17380367	1600000	91.5702	8.4298

Agenda 5: To appoint Mr Christopher Raymond Delaney [DIN: 07348894] as a Director of the Company.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							

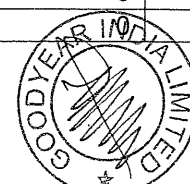


Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	92.4749	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177940	4.2685	177439	501	99.7184	0.2816
	Poll		42714	1.0246	42714	0	100.0000	0.0000
	Total		4168679	220654	5.2931	220153	99.7729	0.2271
Total		23066507	18980877	82.2876	18980376	501	99.9974	0.0026

Agenda 6: To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2017.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	92.4749	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	177981	0	100.0000	0.0000
	Poll		42763	1.0258	42763	0	100.0000	0.0000

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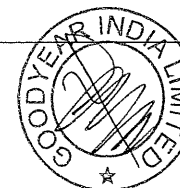
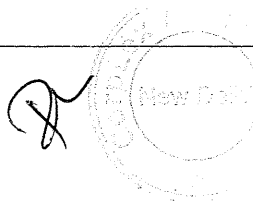
	Total	4168679	220744	5.2953	220744	0	100.0000	0.0000
Total		23066507	18980967	82.2880	18980967	0	100.0000	0.0000

Agenda 7: To appoint Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company and approve his remuneration effective November 01, 2015.

Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	176980	1001	99.4376	0.5624
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		4168679	220745	5.2953	219744	99.5465	0.4535
Total		23066507	18980968	82.2880	18979967	1001	99.9947	0.0053

Agenda 8: To approve the revised remuneration of Mr Yashwant Singh Yadav [DIN: 03288600] effective May 01, 2016.

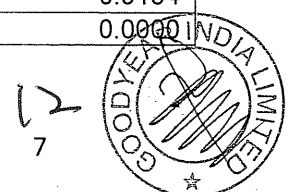
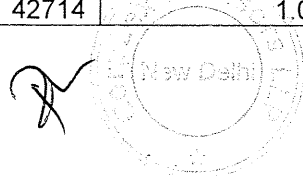
Resolution Required	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No




Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	176196	1785	98.9971	1.0029
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		4168679	220745	5.2953	218960	1785	99.1914
Total		23066507	18980968	82.2880	18979183	1785	99.9906	0.0094

Agenda 9: To approve the revised remuneration of Mr Rajeev Anand [DIN: 02519876] effective May 01, 2016.

Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	178381	4.2791	176741	1640	99.0806	0.9194
	Poll		42714	1.0246	42714	0	100.0000	0.0000



	Total	4168679	221095	5.3037	219455	1640	99.2582	0.7418
Total		23066507	18981318	82.2895	18979678	1640	99.9914	0.0086



Devesh Pandey
 Scrutinizer of 55th AGM of
 Goodyear India Limited
 (M. No. 27793)
 (C. P. No. 10021)

Date: September 01, 2016
 Place: New Delhi

CERTIFIED TRUE COPY
 For GOODYEAR INDIA LIMITED

 Company Secretary

SCRUTINIZER REPORT

To
The Chairman
55th Annual General Meeting of
Shareholders of Goodyear India Limited
held on Wednesday, August 31, 2016 at 11:30 A.M.
at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza)
Faridabad, Haryana 121 003

Re: Goodyear India Limited

Sub: Scrutinizer Report on the Voting at the 55th Annual General Meeting of the Goodyear India Limited (the "Company") held on Wednesday, August 31, 2016 at 11:30 A.M. at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza) Faridabad, Haryana 121 003 ("AGM")

Dear Sir,

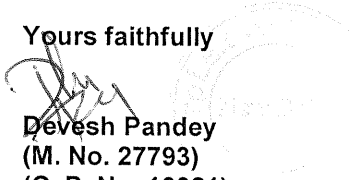
In relation to the 55th AGM of the Company, please find enclosed:

- (i) Our consolidated report on voting through Remote e-Voting and the Ballot Papers conducted at the Annual General Meeting of the shareholders of the Company as "Annexure I"
- (ii) Results of the voting in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 as "Annexure II".

Kindly acknowledge the receipt.

Thanking you

Yours faithfully


Devesh Pandey
(M. No. 27793)
(C. P. No. 10021)

Date: September 01, 2016
Place: Delhi

CorpLex Advisors LLP
[Corporate and Legal Advisors]

Corporate Office: 2nd Floor, 28, Mausam Vihar, New Delhi-110 051
Email: info@corplex.in, Phone: 011-22515051, Mobile: +91 9811237186, Web: www.corplex.in

ANNEXURE I

**CONSOLIDATED REPORT OF SCRUTINIZER ON VOTING THROUGH REMOTE
EVOTING AND BALLOT PAPER**

To
The Chairman
55th Annual General Meeting of the
Shareholders of Goodyear India Limited
held on Wednesday, August 31, 2016 at 11:30 A.M.
at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza)
Faridabad, Haryana 121 003

1. BACKGROUND

I, Devesh Pandey, Company Secretary in practice (Membership No. 27793) and Partner at CorpLex Advisors LLP, a legal and corporate consulting firm was appointed as scrutinizer for the purpose of scrutinizing the Remote e-Voting as well as voting to be conducted through ballot papers at the Annual General Meeting of the equity shareholders of the Goodyear India Limited held on Wednesday, August 31, 2016 at 11:30 A.M. at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza) Faridabad, Haryana 121 003 ("AGM") in a fair and transparent manner and ascertaining the requisite majority on the resolutions as set out in the notice of AGM dated May 30, 2016. I hereby submit my report as under:

2. DISPATCH OF NOTICE AND CONVENING OF THE MEETING

The Company has informed me that the Company has completed the dispatch of the said AGM notice on July 30, 2016 to all those members whose names were appearing as on July 22, 2016.

3. CUT OFF DATE

The voting rights were reckoned on Wednesday, August 24, 2016 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM.

4. REMOTE E-VOTING

- (a) The Company has provided Remote e-Voting facility to the members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 to enable them to cast their votes on all resolutions set forth in the notice of 55th AGM.
- (b) The Remote e-Voting was open for three days from Sunday, August 28, 2016 (9:30 a.m.) till Tuesday, August 30, 2016 (5:00 p.m.).
- (c) The Company has engaged National Securities Depository Limited ("NSDL") for providing the Remote e-Voting facility to the members.



CorpLex Advisors LLP
[Corporate and Legal Advisors]


Corporate Office: 2nd Floor, 28, Mausam Vihar, New Delhi-110 051
Email: info@corplex.in, Phone: 011-22515051, Mobile: +91 9811237186, Web: www.corplex.in

5. VOTING AT THE AGM

- (a) At the venue of the AGM the facility to vote through Ballot Papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
- (b) I have locked and sealed two empty ballot boxes in the presence of the members and proxies after showing the empty ballot boxes to the members. Thereafter, members have casted their votes and dropped the Ballot Papers in the ballot boxes.

6. COUNTING PROCESS

- (a) After the voting at AGM was concluded, 2 (two) ballot boxes kept for casting votes through Ballot Papers were locked in my presence with due identification marks placed by me.
- (b) The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses namely Mr. Yogesh Sharma and Mr. Sumit Khandelwal (who have signed below in confirmation of the votes being opened in their presence) and Ballot Papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the M/s Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.


Mr. Sumit Khandelwal


Mr. Chetan Gupta

- (c) No Ballot Papers, were found defective or otherwise invalid in my opinion.
- (d) After counting the votes casted by members and proxy holders present at the AGM through Ballot Papers, the votes casted through Remote e-Voting were unlocked from the website of NSDL on August 31, 2016 at around 2:00 P.M. in the presence of two witnesses as named above.
- (e) I, then duly complied the results of Remote e-Voting carried out by the members and the voting done through Ballot Papers at the venue of the AGM the details of which is given below and on the basis of which this Report has been issued on the date and place mentioned at the end of this Report.

7. CONSOLIDATED RESULT

The consolidated report on the results of voting through Ballot Papers and Remote e-Voting is as follows:

- a) **Resolution 1: Ordinary Resolution to receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2016 (15 months i.e. from January 01, 2015 to March 31, 2016), the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 (15 months) along with the reports of the Board of Directors and Auditors thereon.**



Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
114	114	18980968	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them in favour
Ballot Paper	72	17111979	100.0000
Remote e-Voting	40	1698330	90.8689
Total	112	18810309	99.1009

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	2	170659	9.1311
Total	2	170659	0.8991

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18810309 votes constituting 99.1009% of the total casted votes) was more than the number of votes cast against (170659 votes constituting 0.8991% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

b) **Resolution 2: Ordinary Resolution to declare dividend @ Rs. 12 per Equity Share.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
112	112	18981316	0	0

[Handwritten signature]



(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	69	17111927	100.0000
Remote e-Voting	42	1868989	99.9786
Total	111	18980916	99.9979

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	1	400	0.0214
Total	1	400	0.0021

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18980916 votes constituting 99.9979% of the total casted votes) was more than the number of votes cast against (400 votes constituting 0.0021% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.


c) **Resolution 3: Ordinary Resolution to appoint a Director in place of Mr Yashwant Singh Yadav [DIN: 03288600], who retires by rotation at this AGM and being eligible, offers himself for re-appointment.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
112	112	18980771	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	72	17111979	100.0000
Remote e-Voting	36	1867791	99.9464
Total	108	18979770	99.9947

* Includes only valid votes



(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	4	1001	0.0536
Total	4	1001	0.0053

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18979770 votes constituting 99.9947% of the total casted votes) was more than the number of votes cast against (1001 votes constituting 0.0053% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

d) **Resolution 4: Ordinary Resolution to appoint Statutory Auditors and fix their remuneration.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
112	112	18980367	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	72	17111979	100.0000
Remote e-Voting	38	268388	14.3647
Total	110	17380367	91.5702

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	2	1600000	85.6353
Total	2	1600000	8.4298

* Includes only valid votes



(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (17380367 votes constituting 91.5702% of the total casted votes) was more than the number of votes cast against (1600000 votes constituting 8.4298% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

e) **Resolution 5: Ordinary Resolution to appoint Mr Christopher Raymond Delaney [DIN: 07348894] as a Director of the Company.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
112	112	18980877	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	71	17111929	100.0000
Remote e-Voting	39	1868447	99.9732
Total	110	18980376	99.9974

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	2	501	0.0268
Total	2	501	0.0026

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18980376 votes constituting 99.9974% of the total casted votes) was more than the number of votes cast against (501 votes constituting 0.0026% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

f) **Resolution 6: Ordinary Resolution to ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2017.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
113	113	18980967	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	71	17111978	100.0000
Remote e-Voting	42	1868989	100.0000
Total	113	18980967	100.0000

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	0	0	0.0000
Total	0	0	0.0000

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18980967 votes constituting 100.0000% of the total casted votes) was more than the number of votes cast against (0 votes constituting 0.0000% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

g) **Resolution 7: Special Resolution to appoint Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company and approve his remuneration effective November 01, 2015.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
114	114	18980968	0	0

[Handwritten signature]

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	72	17111979	100.0000
Remote e-Voting	38	1867988	99.9464
Total	110	18979967	99.9947

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	4	1001	0.0536
Total	4	1001	0.0053

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18979967 votes constituting 99.9947% of the total casted votes) was more than the number of votes cast against (1001 votes constituting 0.0053% of the total casted votes), we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

h) **Resolution 8: Special Resolution to approve the revised remuneration of Mr Yashwant Singh Yadav [DIN: 03288600] effective May 01, 2016.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
114	114	18980968	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	72	17111979	100.0000
Remote e-Voting	36	1867204	99.9045
Total	108	18979183	99.9906

* Includes only valid votes



(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	6	1785	0.0955
Total	6	1785	0.0094

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18979183 votes constituting 99.9906% of the total casted votes) was more than the number of votes cast against (1785 votes constituting 0.0094% of the total casted votes), we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

i) **Resolution 9: Special Resolution to approve the revised remuneration of Mr Rajeev Anand [DIN: 02519876] effective May 01, 2016.**

Total no. of members voted (including e-Voting and ballot paper)	Total No. of members whose votes are valid (including e-Voting and ballot paper)	Total No. of Valid Votes casted (including e-Voting and ballot paper)	Total No. of members whose votes are invalid (including e-Voting and ballot paper)	Total No. of invalid votes
114	114	18981318	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	71	17111929	100.0000
Remote e-Voting	38	1867749	99.9123
Total	109	18979678	99.9914

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000
Remote e-Voting	5	1640	0.0877
Total	5	1640	0.0086

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: As the number of votes cast in favour of the resolution (18979678 votes constituting 99.9914% of the total casted votes) was more than the number of votes cast against (1640 votes constituting 0.0086% of the total casted votes), we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Note: % has been calculated to the approximate value.

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The Register, all the papers and relevant records relating to the Remote e-Voting as well as the Ballot voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the aforesaid AGM. After signing of the minutes, the same shall be handed over to the authorized person of the Company for safe custody.

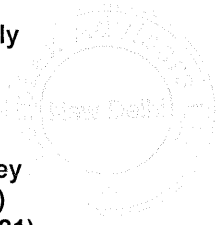
Thanking you

Yours faithfully



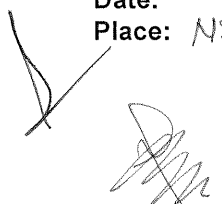
Devesh Pandey
(M. No. 27793)
(C. P. No. 10021)

Date: September 01, 2016
Place: Delhi



Counter signed by
Mr. Rajeev Anand
Vice Chairman & Managing
Director
(DIN: 02519876)
Authorized by Chairman of the
55th AGM

Date: 01.09.2016
Place: NEW DELHI



ANNEXURE II

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 55th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 31, 2016 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA. PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM:

Wednesday, August 31, 2016 [Remote e-Voting period: Sunday, August 28, 2016 (9:30 a.m.) to Tuesday, August 30, 2016 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut off Date") (August 24, 2016)

30737 Shareholders holding 23066507 shares. *(Including 67465 shares held by "Goodyear India Limited- Unclaimed Shares Suspense Account")*

No. of shareholders present in the meeting either in person or through proxy:

Promoters & Promoter Group:

1 (one)

Public:

7011 (in person 6975 and by proxy 36)

No. of Shareholders attended the meeting through Video Conferencing:

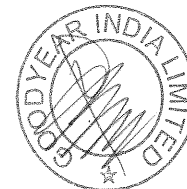
Not applicable

Promoters & Promoter Group:

-

Public:

-

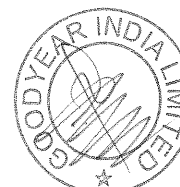


Agenda 1: To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2016 (15 months i.e. from January 01, 2015 to March 31, 2016), the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 (15 months) along with the reports of the Board of Directors and Auditors thereon.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	7322	170659	4.1139	95.8861
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		4168679	220745	50086	170659	22.6895	77.3105
Total		23066507	18980968	82.2880	18810309	170659	99.1009	0.8991

Agenda 2: To declare dividend @ Rs. 12 per Equity Share.

Resolution Required	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No



Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	178381	4.2791	177981	400	99.7758	0.2242
	Poll		42712	1.0246	42712	0	100.0000	0.0000
	Total		4168679	5.3037	220693	400	99.8191	0.1809
Total		23066507	18981316	82.2895	18980916	400	99.9979	0.0021

Agenda 3: To appoint a Director in place of Mr Yashwant Singh Yadav [DIN: 03288600], who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177784	4.2648	176783	1001	99.4370	0.5630



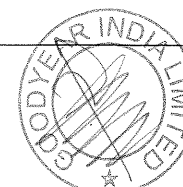
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total	4168679	220548	5.2906	219547	1001	99.5461	0.4539
Total		23066507	18980771	82.2871	18979770	1001	99.9947	0.0053

Agenda 4: To appoint Statutory Auditors and fix their remuneration.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	91008	1600000	5.3819	94.6181
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	92.4749	1600000	5.3819	94.6181
Public – Non Institutions	E-Voting	4168679	177380	4.2551	177380	0	100.0000	0.0000
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		4168679	220144	5.2809	220144	100.0000	0.0000
Total		23066507	18980367	82.2854	17380367	1600000	91.5702	8.4298

Agenda 5: To appoint Mr Christopher Raymond Delaney [DIN: 07348894] as a Director of the Company.

Resolution Required	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No



Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1691008	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177940	4.2685	177439	501	99.7184	0.2816
	Poll		42714	1.0246	42714	0	100.0000	0.0000
	Total		220654	5.2931	220153	501	99.7729	0.2271
Total		23066507	18980877	82.2876	18980376	501	99.9974	0.0026

Agenda 6: To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2017.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1691008	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	177981	0	100.0000	0.0000
	Poll		42763	1.0258	42763	0	100.0000	0.0000



	Total	4168679	220744	5.2953	220744	0	100.0000	0.0000
Total		23066507	18980967	82.2880	18980967	0	100.0000	0.0000

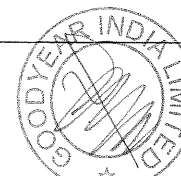
Agenda 7: To appoint Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company and approve his remuneration effective November 01, 2015.

Resolution Required	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1828613	1691008	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	176980	1001	99.4376	0.5624
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		4168679	220745	5.2953	219744	99.5465	0.4535
Total		23066507	18980968	82.2880	18979967	1001	99.9947	0.0053

Agenda 8: To approve the revised remuneration of Mr Yashwant Singh Yadav [DIN: 03288600] effective May 01, 2016.

Resolution Required	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

(Handwritten signature)



Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1691008	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	177981	4.2695	176196	1785	98.9971	1.0029
	Poll		42764	1.0258	42764	0	100.0000	0.0000
	Total		220745	5.2953	218960	1785	99.1914	0.8086
Total		23066507	18980968	82.2880	18979183	1785	99.9906	0.0094

Agenda 9: To approve the revised remuneration of Mr Rajeev Anand [DIN: 02519876] effective May 01, 2016.

Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.0000	0	0	0.0000	0.0000
	Poll		17069215	100.0000	17069215	0	100.0000	0.0000
	Total		17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutions	E-Voting	1828613	1691008	92.4749	1691008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1691008	92.4749	1691008	0	100.0000	0.0000
Public – Non Institutions	E-Voting	4168679	178381	4.2791	176741	1640	99.0806	0.9194
	Poll		42714	1.0246	42714	0	100.0000	0.0000

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	Total	4168679	221095	5.3037	219455	1640	99.2582	0.7418
Total		23066507	18981318	82.2895	18979678	1640	99.9914	0.0086




Devesh Pandey
Scrutinizer of 55th AGM of
Goodyear India Limited
(M. No. 27793)
(C. P. No. 10021)

Date: September 01, 2016
Place: New Delhi

CERTIFIED TRUE COPY
For GOODYEAR INDIA LIMITED


Company Secretary



PROCEEDINGS OF THE 55th ANNUAL GENERAL MEETING ("AGM") OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 31, 2016 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA.

Day	Wednesday
Date	August 31, 2016
Time	Commenced at 11:30 A.M. and concluded at 1:00 P.M.
Venue	Vibe Hotel By the Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003, India

Sitting on the Dais

Mr. Christopher Raymond Delaney	Chairman
Mr. Rajeev Anand	Vice-Chairman & Managing Director
Mr. Yashwant Singh Yadav	Director, HR and Corporate Affairs
Ms. Sudha Ravi	Independent Non-Executive Director
Mr. R V Gupta	Independent Non-Executive Director
Mr. Leopoldo Estefano Maggiolo Gonzalez	Chief Financial Officer
Mr. Pankaj Gupta	Company Secretary

Members Present

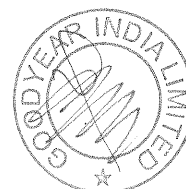
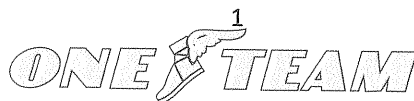
Total 7012 members (including 36 represented through proxies) have recorded their presence at the meeting.

Mr. Christopher Raymond Delaney, Chairman of the Company welcomed the members present in the meeting. Requisite quorum being present, the Chairman called Meeting in order. He briefly spoke about the affairs of the Company. He, then, thanked members for their continued support and trust that they have shown in our company and requested Mr. Rajeev Anand, Vice Chairman & Managing Director of the Company to take the proceedings forward on his behalf.

Mr. Anand introduced the members of the Board on the dais. He has briefed members about performance of the Company. Thereafter with the consent of the members, notice of AGM together with the Directors report were taken as read. With the consent of the members, the auditors report was also taken as read.

Mr. Anand thereafter, answered the queries already received from the members and also invited the members present in person to submit their written questions, or to make their comments, give suggestions or seek clarifications, if any on the agenda items as set out in the Notice. Clarifications were provided to the queries raised by the members.

After answering all the queries received from the members, he then proceeded with the business to be transacted and explained members that as per the provisions of Companies Act, 2013 and rules made thereunder, the Company has provided the facility of Remote e- Voting to the members entitled to cast their vote and also it is obligatory to provide similar voting rights to the



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members present in the meeting in person or proxy. Accordingly, voting at the AGM was provided through ballot papers. He informed that the members present in the meeting who have not been able to cast their votes through remote e-voting may cast their votes through ballot papers. He also informed that the members who have already voted through Remote e-Voting shall not cast their vote again and if they vote the same shall be treated as invalid and the vote casted through e-voting shall be taken as valid.

He further informed that Mr. Devesh Pandey, Company Secretary in practice (membership No. 27793) and Partner in CorpLex Advisors LLP, has been appointed as Scrutinizer for scrutinizing the voting process. He also informed that the results of voting will be intimated to BSE and displayed on website of the Company and NSDL alongwith the Scrutinizer's report and that the results will also be available at the registered office of the Company."

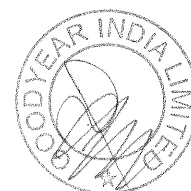
Thereafter, Mr. Delaney, the Chairman has formally ordered poll. He thanked members for attending the Meeting and invited Mr. Pankaj Gupta, Company Secretary of the Company to explain the poll procedure and start the poll proceedings.

Mr. Pankaj Gupta has briefly stated poll procedure to the members and invited Mr. Devesh Pandey to supervise the poll proceedings. Mr. Devesh Pandey came on stage and shown a empty ballot paper to the members and explained them how to fill the ballot papers.

Mr. Pankaj Gupta then thanked all the members for attending the Company's Meeting and requested them to cooperate with the scrutinizer and have a smooth polling.

Poll was conducted through ballot papers on all the agenda items as set forth in the notice of 55th AGM and voting was closed at 1:00 PM. All the members present till the closing of voting were requested to cast their votes. The Scrutinizer's report was received on September 01, 2016 and accordingly all the resolutions as set forth in the notice of 55th AGM were declared as duly passed with requisite majority. The brief details of items deliberated at the AGM and their results thereof is as follows:

Resolution No.	Particulars of the Resolution	Resolution required (Ordinary/Special)	Total no. of votes casted	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes against	No of invalid votes	Result
1.	To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2016 (15 months i.e. from January 01, 2015 to March 31, 2016), the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 (15 months) along with the reports of the Board of Directors and Auditors thereon	Ordinary	18980968	18810309	99.1009	170659	0.8991	Nil	Passed with requisite majority
2.	To declare dividend @ Rs. 12 per Equity Share.	Ordinary	18981316	18980916	99.9979	400	0.0021	Nil	Passed with requisite majority
3.	To appoint a Director in place of Mr Yashwant Singh Yadav [DIN: 03288600], who retires by rotation at this AGM and being eligible, offers himself for re-appointment.	Ordinary	18980771	18979770	99.9947	1001	0.0053	Nil	Passed with requisite majority



4.	To appoint Statutory Auditors and fix their remuneration	Ordinary	18980367	17380367	91.5702	1600000	8.4298	Nil	Passed with requisite majority
5.	To appoint of Mr Christopher Raymond Delaney [DIN: 07348894] as a Director of the Company.	Ordinary	18980877	18980376	99.9974	501	0.0026	Nil	Passed with requisite majority
6.	To ratify of the remuneration of the Cost Auditors for the Financial Year ending March 31, 2017.	Ordinary	18980967	18980967	100.0000	0	0.0000	Nil	Passed with requisite majority
7.	To appoint Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company and approve his remuneration effective November 01, 2015	Special	18980968	18979967	99.9947	1001	0.0053	Nil	Passed with requisite majority
8.	To approve the revised remuneration of Mr Yashwant Singh Yadav [DIN: 03288600] effective May 01, 2016	Special	18980968	18979183	99.9906	1785	0.0094	Nil	Passed with requisite majority
9.	To approve the revised remuneration of Mr Rajeev Anand [DIN: 02519876] effective May 01, 2016	Special	18981318	18979678	99.9914	1640	0.0086	Nil	Passed with requisite majority

Thanking you,
Yours very truly,

For Goodyear India Limited

Pankaj Gupta
Company Secretary