

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Goodyear India Limited (Scrip Code: 500168)

2. Quarter ending: March 31, 2022

I. Composition of Board of Directors													
Title (Mr./ Ms.)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/Non-Executive/independent/ Nominee)	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of directorship in listed entities including this listed entity [in reference to Reg 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Reg 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sandeep Mahajan	ABFPM2797J	08627456	Chairperson-Executive	01-06-2020		-	NA	26-10-1964	1	0	2	0
Mr.	Rajiv Lochan Jain	ACYPJ1455E	00161022	Non-Executive Independent	12-03-2018		-	48	01-01-1951	2	2	4	4
Ms.	Sudha Ravi	ATCPS4815L	06764496	Non-Executive Independent	07-06-2014	07-06-2019	-	93	31-05-1955	2	2	4	0
Ms.	Nicole Amanda Nuttall	BVYPN5119H	08164858	Non-Executive Non-Independent	23-06-2018		-	NA	14-10-1979	1	0	0	0
Mr.	Rajeev Kher	AAVPK0845J	01192524	Non-Executive Independent	06-03-2020		-	24	28-06-1955	1	1	2	0
Mr.	Manish Mundra	AEZPM7821A	08724646	Executive	13-07-2021*		-	NA	14-02-1974	1	0	0	0

Note:

II. Composition of Committees					
Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Sandeep Mahajan	Member (Executive)	01-01-2021	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
2. Nomination & Remuneration Committee					
	Yes	Ms. Sudha Ravi	Chairperson (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajiv Lochan Jain	Member (Non-Executive-Independent)	12-03-2018	-
		Ms. Nicole Amanda Nuttall	Member (Non- Executive Non-Independent)	23-06-2018	-
3. Stakeholders Relationship Committee					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-
4. Corporate Social Responsibility Committee					
	Yes	Mr. Sandeep Mahajan	Chairperson (Executive)	01-01-2021	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
		Mr. Manish Mundra	Member (Executive)	13-07-2021	-
5. Risk Management Committee					
	Yes	Ms. Sudha Ravi	Chairperson (Non-Executive-Independent)	01-06-2020	-
		Mr. Rajiv Lochan Jain	Member (Non-Executive-Independent)	01-06-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-
		Mr. Manish Mundra	Member (Executive)	13-07-2021	-

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present*</i>	<i>No. of Independent Directors present*</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
11-11-2021	01-02-2022	Yes	6	3	81 days
IV. Meeting of Committees					
A. Audit Committee					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present*</i>	<i>No. of Independent Directors present*</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives meetings in number of days</i>
01-02-2022	Yes	4	3	11-11-2021	81 days
B. Nomination and Remuneration Committee					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present*</i>	<i>No. of Independent Directors present*</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives meetings in number of days</i>
01-02-2022	Yes	3	2	24-11-2021	68 days
C. Corporate Social Responsibility Committee					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present*</i>	<i>No. of Independent Directors present*</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives meetings in number of days</i>
-	-	-	-	-	-
D. Stakeholders Relationship Committee					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present*</i>	<i>No. of Independent Directors present*</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives meetings in number of days</i>
-	-	-	-	11-11-2021	-
E. Risk Management Committee					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present*</i>	<i>No. of Independent Directors present*</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives meetings in number of days</i>
-	-	-	-	11-11-2021	-
<i>* to be filled in only for the current quarter meetings</i>					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered in to pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
VI. Affirmations	
Subject	Compliance status (Yes/No/NA)
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: a. Audit Committee; b. Nomination & remuneration Committee; c. Stakeholders relationship Committee d. Risk management Committee	Yes Yes Yes Yes
3. The Committee members have been made aware of their powers role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
5. This report and/or the report submitted in the previous quarter had been placed before Board of Directors	Yes
6. Any comments / observations/ advice of Board of Directors may be mentioned here	None
For Goodyear India Limited	
Anup Karnwal Company Secretary & Compliance Officer	

Format to be submitted by listed entity at the end of the Financial Year (i.e. April 1, 2021 to March 31, 2022)

I. Disclosure on website in items of Listing Regulations		
Item	Compliance status (Yes/ No/ NA)	If Yes provide link to website. If No/ NA provide reasons
As per regulation 46(2) of the LODR		
a) Details of Business	Yes	www.goodyear.co.in
b) Terms and conditions of appointment of Independent Directors	Yes	www.goodyear.co.in/investor-relations
c) Composition of various committees of board of directors	Yes	www.goodyear.co.in/investor-relations
d) Code of conduct of board of directors and senior management personnel	Yes	www.goodyear.co.in/investor-relations
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.goodyear.co.in/investor-relations
f) Criteria of making payments to non-executive directors	Yes	www.goodyear.co.in/investor-relations
g) Policy on dealing with related party transactions	Yes	www.goodyear.co.in/investor-relations
h) Policy for determining 'material' subsidiaries	NA	Company has no material subsidiaries
i) Details of familiarization programmes imparted to independent directors	Yes	www.goodyear.co.in/investor-relations
j) Contact Information of the Designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.goodyear.co.in/investor-relations
k) Email address for grievance redressal and other relevant details	Yes	www.goodyear.co.in/investor-relations
l) Financial results	Yes	www.goodyear.co.in/investor-relations
m) Shareholding Pattern	Yes	www.goodyear.co.in/investor-relations
n) Details of agreements entered into with the media companies and/or their associates	NA	There are no agreements with any media companies
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	No	There has been no analyst and institutional investor meet during the FY 2021-22
p) New name and the old name of the listed entity	NA	Company has not changed its name during the FY 2021-22
q) Advertisements as per Regulation 47(1)	Yes	www.goodyear.co.in/investor-relations
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	Company has no outstanding instruments

s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	Company has no subsidiaries
As per other regulations of the LODR		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.goodyear.co.in/investor-relations
b) Materiality Policy as per Regulation 30	Yes	www.goodyear.co.in/investor-relations
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.goodyear.co.in/investor-relations

It is certified that these contents on the website of the listed entity are correct.

II. Annual Affirmations

Particulars	Regulation Number	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 directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21 (3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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)	NA
Disclosure of related party transactions on consolidated basis	23(9)	NA
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other corporate governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
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
Directors and Officers insurance	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
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Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **NOT APPLICABLE**

For Goodyear India Limited

Anup Karnwal
Company Secretary & Compliance Officer

VIII. Additional Half-yearly Affirmations

Applicability of Disclosure

Not Applicable

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate Amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfortletter etc.)	Aggregate amount ofissuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (includingrelatives) or any other entity controlled by them	Nil	Nil	Nil

KMPs or any other entity controlled by them	Nil	Nil	Nil
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debtavailed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Goodyear India Limited

**Anup Karnwal
Company Secretary & Compliance Officer**

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*