

GOODYEAR**GOODYEAR INDIA LIMITED**

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh (Dist: Faridabad) -121 004, Haryana, India.
 Corporate Office: 1st Floor, ABW Elegance Tower, Plot No: 8, Commercial Centre, Jasola, New Delhi - 110 025, India.
 Telephone: 0129-6611000, Fax: 0129-2305310
 E-mail: gy_linfo@goodyear.com, Website: www.goodyear.co.in

NOTICE OF THE ANNUAL GENERAL MEETING, REMOTE E-VOTING & CLOSURE OF REGISTER OF MEMBERS

NOTICE is hereby given that the 54th Annual General Meeting ("AGM") of the Members of GOODYEAR INDIA LIMITED will be held on Friday, the 26th day of June 2015 at 11:30 A.M. at Magpie Tourism Complex, Sector 16A, Faridabad-121 002, Haryana, to transact the ordinary and special business as set out in the Notice of AGM. The Notice of the AGM along with the Explanatory Statement thereto and the annual report for the year ended December 31, 2014 has been separately sent to all the members. The Abridged and Full Annual Reports and a copy of the Notice of AGM is also available at the website of the Company (www.goodyear.co.in) in the "Investors Relations" section. The dispatch of the Notice has been completed on May 29, 2015. In this regard, Members may note that:

- (i) the cut-off date for the purpose of determining shareholders for voting through Remote E-voting and at the venue of AGM is June 19, 2015 and Members holding share either in physical or dematerialized form, as on the cut-off date of June 19, 2015 may either cast their votes electronically through electronic voting system of National Securities Depositories Limited (NSDL) from a place other than the venue of AGM ("Remote e-voting") or at AGM venue through Ballot Paper;
- (ii) the Remote e-voting shall commence from June 23, 2015 at 09:00 A.M. and end on June 25, 2015 at 05:00 P.M.;
- (iii) any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut off date of June 19, 2015, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent (RTA) or NSDL by connecting to the NSDL or RTA at the following contacts:
 RTA - Tel.: +91 11 26812682-83, 64732681; Email Id. srikant@skylinerta.com
 NSDL - Phone No.: +91 22 24994600/24994738, Toll free No.: 1800222990
 Email ID: evoting@nsdl.co.in
- (iv) the Remote E-voting facility shall be disabled by NSDL after June 25, 2015 at 05:00 P.M. and no voting shall be allowed beyond the said date and time;
- (v) the facility of voting at the venue of AGM shall be provided through Ballot Paper to be provided at the venue;
- (vi) a Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again in the AGM;
- (vii) a person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of Remote e-voting as well as voting at the general meeting through Ballot Paper.

The notice of the AGM is also available on the website of the Company at www.goodyear.co.in in the Investor Relations section and at the website of NSDL at <https://www.evoting.nsdl.com/>.

In case of any queries, members may refer the 'Frequently Asked Questions (FAQs) for members and e-voting user manual for members' available at the 'downloads' section of www.evoting.nsdl.com. For any further grievance related to the Remote e-voting, members may call on the toll free no: 1800222990 or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at the designated e-mail ids: evoting@nsdl.co.in or rajivr@nsdl.co.in or at telephone no: +91 22 24994600/24994738.

The Register of the Members and Share Transfer Books of the Company will remain closed from Saturday June 13, 2015 to Friday June 26, 2015 (both days inclusive) for the purpose of payment of dividend and AGM.

Dividend, if declared at the AGM will be payable to those Members whose names would appear on the Register of Members of the Company as on June 12, 2015.

In compliance of applicable provisions of Companies Act, 2013 and as a part of the Green Initiative, the Company encourages the Members to provide / update their e-mail address to enable the servicing of notice(s)/ documents(s)/ Annual Report(s) electronically. Members are encouraged to register their ECS / NEFT mandates so that the Dividend(s) can be directly credited to their bank account in future. The request for updation of records for members holding shares in physical mode should be sent to the Company or RTA and to the Depository Participant in case of members holding shares in dematerialized mode.

For GOODYEAR INDIA LIMITED

Sd/-

Pankaj Gupta

(Company Secretary)

Date: May 29, 2015
 Place: New Delhi