

GOODYEAR INDIA LIMITED

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad) – 121004, Haryana, India

NOTICE

NOTICE is hereby given that the 52nd ANNUAL GENERAL MEETING of the Members of GOODYEAR INDIA LIMITED will be held on Friday, 7th day of June 2013 at 3.30 P.M. at Magpie Tourism Complex, Sector 16A, Faridabad – 121002, Haryana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at December 31, 2012 and the Statement of Profit and Loss for the year ended on that date along with the Reports of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a director in place of Mr C Dasgupta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr Yashwant Singh Yadav, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fixing their remuneration, M/s Price Waterhouse & Co., Bangalore (FRN 007567S), Chartered Accountants, the existing Auditors of the Company are eligible and offer themselves for re-appointment.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions:

6. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr Rajeev Anand as wholetime Managing Director of the Company with effect from May 1, 2013, as specified in detail, in the fifth supplemental agreement to be entered into between the Company and Mr Anand (a draft whereof was placed before the meeting) subject to the condition that the Board of Directors of the Company is authorized to revise, amend, alter or otherwise vary the terms and conditions of his appointment from time to time as it deems fit, but at no time the remuneration payable to Mr Anand shall exceed the maximum limit prescribed in Section I of Part II of Schedule XIII to the Companies Act, 1956 as existing or as may be amended and in the event of the Company not earning profit or inadequacy of profit in any financial year, Mr Anand would be entitled to receive the remuneration to the maximum extent prescribed in Section II of Part II of Schedule XIII to the Companies Act, 1956 as existing or as may be amended.”

7. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr Yashwant Singh Yadav as wholetime Director of the Company with effect from May 1, 2013, as specified in detail, in the third supplemental agreement to be entered into between the Company and Mr Yashwant Singh Yadav (a draft whereof was placed before the meeting) subject to the condition that the Board of Directors of the Company is authorized to revise, amend, alter or otherwise vary the terms and conditions of his appointment from time to time as it deems fit, but at no time the remuneration payable to Mr Yashwant Singh Yadav shall exceed the maximum limit prescribed in Section I of Part II of Schedule XIII to the Companies Act, 1956 as existing or as may be amended and

in the event of the Company not earning profit or inadequacy of profit in any financial year, Mr Yadav would be entitled to receive the remuneration to the maximum extent prescribed in Section II of Part II of Schedule XIII to the Companies Act, 1956 as existing or as may be amended.”

8. As a Special Resolution:

Post facto approval in terms of the Central Government approval no. 4/376/T-1/2012/D/5537 dated 17.10.2012 read with corrigendum dated 07.11.2012 for consultancy services taken from M/s Performance Capital Partners, LLP.

“RESOLVED THAT pursuant to section 297 of the Companies Act, 1956, approval of the Central Government no. 4/376/T-1/2012/D/5537 dated 17.10.2012 read with corrigendum issued by the Central Government dated 07.11.2012 and other applicable provisions, consent of members be and is hereby given to approve the contract and arrangement entered into by the Company with M/s Performance Capital Partners, LLP for availing consultancy services for a total sum of Rs 10.00 Lacs.

RESOLVED FURTHER THAT (a) the Contract entered into with M/s Performance Capital Partners, LLP is competitive, at arm's length, without conflict of interest and is not less advantageous to it as compared to similar contracts with other parties and the company has not made any default under section 297 of the Companies Act, 1956 in the past and there is no default in repayment of any of its debts (including public deposits) or debenture or interest payable thereon and has filed its up to date balance sheet and annual return with the registrar of companies; (b) the contract is falling within the provisions of section 297 of the Companies Act, 1956 and provisions of section 198, 269, 309, 314 and 295 are not applicable; and (c) the Company and its directors have complied with the provisions of section 173, 287, 299, 300, 301 and other applicable provisions of the Companies Act, 1956 with regard to the said contract.”

By Order of the Board

April 26, 2013
New Delhi

Pankaj Gupta
Company Secretary

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend, and, on a poll to vote instead of himself/herself and such proxy need not be a member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Register of Members and Share Transfer Books of the Company will remain closed from May 25, 2013 to June 7, 2013, both days inclusive.
3. Dividend on the shares, if declared by the Company at the meeting, will be paid on or after June 7, 2013 but within the statutory time limit, subject to the provisions of Section 206A of the Companies Act, 1956, to the members whose names appear on the Company's Register of Members as on May 24, 2013 or to their mandatees. In respect of shares held in dematerialized form, the dividend will be preferably paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
4. Members of the Company are informed that pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend which remains unclaimed/unpaid for a period of 7 years would be transferred to the Investor Education & Protection Fund (IEPF) constituted by the Central Government and the members would not be able to claim dividend so transferred to the Fund. As such, member who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company immediately claiming the Dividend(s) declared by the Company during the years 2007, 2008, 2009, 2010, 2011 & 2012.

5. To protect the interest of investors in securities and to promote the development of and to regulate the security market, SEBI vide its circular no. CIR/MRD/DP/10/2013 dated March 21, 2013 advised the usage of following electronic payments modes for making cash payments to the investors;
- (i) For making cash payments to the investors, companies shall use, either directly or through Registrar and Share Transfer Agent (RTA), any RBI (Reserve Bank of India) approved electronic mode of payment such as ECS (Electronic Clearing Services), National Electronic Funds Transfer (NEFT) etc.
 - (ii) Further, in order to enable usage of electronic payment instruments, Companies shall maintain requisite bank details of their investors:
 - a) For investors that hold securities in demat mode, companies or their RTA shall seek relevant bank details from the depositories;
 - b) For investors that hold physical share(s), companies or their RTA shall take necessary steps to maintain updated bank details of the investors at its end; and
 - c) In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment are not available or the electronic payment instructions have been failed or rejected by the bank, Companies or their RTA may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

Accordingly, members are encouraged to claim payment of dividend in terms of above mentioned electronic payment modes, hence, to comply with the requirements of the above mentioned SEBI circular, Company hereby requests:

- (i) that members holding shares in demat mode should approach the Depository Participant with whom they are maintaining demat account and provide updated bank details; and
- (ii) that members holding physical share(s) should forward the following details immediately under the signature of named member via email as “Goodyear India Limited – Member Bank Details” at ‘goodyearindia_investorcell@goodyear.com’ and / or ‘info@skylinerta.com’ or by post at the Registered Office of the Company.
 - o Folio No
 - o No. of Share(s)
 - o Bank Account No.
 - o Nature of Bank Account
 - o Bank name, branch and address (with pin code)
 - o Nine digit MICR code of the Bank & Branch as appearing in the cheque book (also attach a photocopy of a cheque or a blank cancelled Cheque)
 - o IFSC

6. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of your Company is in compulsory de-materialized form. Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant (s) with whom they have opened the de-materialization account to the Company’s Registrar and Share Transfer Agent (RTA):

M/s Skyline Financial Services Pvt. Ltd.,
D – 153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020.
Tel.: +91 11 26812682-83, 64732681 Email Id.: info@skylinerta.com

7. As per Section 53 of the Companies Act, 1956, which provides for service of documents under 'Certificate of Posting' as one of the accepted mode of service, whereas the Department of Posts has discontinued the postal facility under 'Certificate of Posting' vide their letter dated February 23, 2011. The Information Technology Act, 2000 also permits service of documents etc., in electronic mode. Keeping this in view the Ministry of Corporate Affairs vide their circular no. 17/2011 dated April 21, 2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronic mode provided the Company has obtained email addresses of its members for sending the notice/documents through email by giving an advance opportunity to all members to register their email addresses and changes therein from time to time with the Company.

In view of the above, the Company requests all its members to provide their email addresses along with client ID / folio no. and number of shares as reference to the following email addresses with Subject as "Goodyear India Limited – Member Email Id" at 'goodyearindia_investorcell@goodyear.com' and / or 'info@skylinerta.com'.

In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send / service notice(s) / document(s) / Annual Report(s) etc. to its members through electronic mode, your Company hereby requests to all its members to provide email Id's, if not yet provided to promote Green Initiative.

8. The Members / Proxies are requested to produce at the Registration Counter(s) the attached attendance slip, duly completed and signed, for admission to the meeting hall. Photocopies of Attendance Slip will not be entertained for issuing Gate Pass for attending Annual General Meeting. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office or to the RTA for issuing the duplicate of the same.
9. In case you have any query relating to the enclosed Annual Accounts, you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id "goodyearindia_investorcell@goodyear.com", atleast 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
10. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.
11. All the documents referred to in the accompanying notice, explanatory statement and Register of Directors' Shareholding are open for inspection at the registered office of the Company on all working days between 11.30 A.M. to 1.30 P.M. upto the date of Annual General Meeting. Register of Directors' Shareholding shall be open for inspection upto 3 days after the Annual General Meeting.
12. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit the request in prescribed form 2B to the RTA.
13. Corporate members are requested to send a duly certified copy of the board of directors' resolution authorizing their representative to attend and vote at the Annual General Meeting.
14. Abridged and full version of the Annual Reports will also be available on the website of the Company at 'www.goodyear.co.in' in the Investor Relations section. Also, hard copies of the full annual reports will be sent to those members who will request the same.
15. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is given below:

EXPLANATORY STATEMENT

Pursuant to Section 173 (2) of the Companies Act, 1956;

Item No. 6

As the Members are aware, Mr Rajeev Anand was appointed as wholetime Managing Director of the Company for a period of five years, effective February 20, 2009 and the Members had also accorded their approval for Mr Anand's appointment and payment of remuneration in the Annual General Meeting held on June 19, 2009. Thereafter, the Board of Directors revised Mr Anand's remuneration from time to time during the period from July 2009 to March 2012. The said remuneration was also approved by the Members at the Annual General Meetings held during the period from June 2010 to May 2012. Subsequent thereto, the Board of Directors at its meeting held on April 26, 2013 had further revised the remuneration payable to Mr Rajeev Anand, wholetime Managing Director, effective May 1, 2013. The detail of revised remuneration of Mr Rajeev Anand, as unanimously approved by the Board of Directors is appended below:

Expenditure on gas, electricity, water and furnishings upto ceiling of Rs 3,85,000/- in a year; Recreation/holiday trip once in a year for self and family in accordance with the rules of the Company subject to a ceiling of Rs 2,50,000/- in a year or Rs 5,00,000/- in a block of two years in terms of applicable Income Tax Act and Rules.

All other terms and conditions with respect to the remuneration of Mr Anand including basic salary (monthly), performance bonus, special allowance, housing facility, club fee, personal accident insurance, medical reimbursement, insurance, contribution to provident fund and superannuation fund, gratuity, encashment of leave, car with driver for use of Company's business and telephone at residence, reimbursement of expenses for running and maintenance of personal car, other perquisites shall remain under the limits, as approved, by Members in the Annual General Meeting held on May 25, 2012.

The above terms have been incorporated in the fifth supplemental agreement to be entered into with Mr Rajeev Anand as referred to in the resolution vide Item No. 6 of the Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time, as it deems fit, but at no time, the remuneration payable to Mr Rajeev Anand shall exceed the maximum limit stipulated in Schedule XIII to the Companies Act, 1956, as existing or as may be amended. The fifth supplemental agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 1956, in the event of the company not earning profit or inadequacy of profit in any financial year, Mr Anand would be entitled to receive the above remuneration as minimum remuneration. The revision of remuneration payable to Mr Rajeev Anand is subject to the approval of the Members of the Company and the approval, as required, is hereby sought.

The fifth supplemental agreement referred to in resolution No. 6 would be available for inspection by the members at the Registered Office of the Company on any working day between 11.30 A.M. to 1.30 P.M.

The explanatory Statement, together with the accompanying notice, may also be treated as abstract under section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr Rajeev Anand, wholetime Managing Director to the extent of revision in remuneration vide item No. 6 may deem to be interested or concerned in the said resolution.

Your Board of Directors recommends for passing of the above resolution.

Item No. 7

As the Members are aware, Mr Yashwant Singh Yadav was appointed as wholetime Director of the Company designated as Director – HR & Corporate Affairs for a period of five years, effective November 1, 2010 and the Members had also accorded their approval for Mr Yadav's appointment and payment of remuneration in the Annual General Meeting held on June 21, 2011. Thereafter, the Board of Directors revised Mr Yadav's remuneration from time to time during the period from May 2011 to March 2012. The said remuneration was also approved by the Members at the Annual General Meetings held during the period from June 2011 to May 2012. Subsequent thereto, the Board of Directors at its meeting held on April 26, 2013 had revised the remuneration payable to Mr Yashwant Singh Yadav, wholetime Director of the Company designated as Director – HR & Corporate Affairs, effective May 1, 2013.

The detail of revised remuneration of Mr Yashwant Singh Yadav, as unanimously approved by the Board of Directors is appended below:

Monthly basic salary – Rs 3,56,000/-; Monthly Special Allowance - Rs. 3,21,000/-; Performance Bonus including incentives – subject to board approval, restricted to Rs 8.84 million; Expenditure on gas, electricity, water and furnishings upto ceiling of Rs 2,70,000/- in a year.

Other Perquisites/Benefits: Personal Accident Insurance Premium not to exceed Rs 5,000/- p. a., a club fee, Medical reimbursement for self and family subject to a ceiling of four months' basic salary for each completed year of service or twelve months' basic salary over a period of three completed years of service, Medical Insurance as per the rules applicable for other senior management staff of the Company, the Company's car with driver for use on company's business and telephone at residence, House Rent Allowance/Leased Accommodation restricted to 60% of the basic salary.

Contribution to Provident Fund as per the applicable Income Tax Act and rules. Recreation/holiday trip once in a year for self and family in accordance with the rules of the Company subject to a ceiling of Rs 2,50,000/- in a year. Gratuity of One half months' basic salary for each completed year of service in the Company and Encashment of leave as at the end of the tenure, as per the rules of the Company, Personal driver salary reimbursement not exceeding Rs. 2,50,000/- in a year.

The above terms have been incorporated in the third supplemental agreement to be entered into with Mr Yashwant Singh Yadav as referred to in the resolution vide Item No. 7 of the Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time, as it deems fit, but at no time, the remuneration payable to Mr Yashwant Singh Yadav shall exceed the maximum limit stipulated in Schedule XIII to the Companies Act, 1956, as existing or as may be amended. The third supplemental agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 1956, in the event of the company not earning profit or inadequacy of profit in any financial year, Mr Yadav would be entitled to receive the above remuneration as minimum remuneration. The revision of remuneration payable to Mr Yashwant Singh Yadav is subject to the approval of the Members of the Company and the approval, as required, is hereby sought.

The third supplemental agreement referred to in resolution No. 7 would be available for inspection by the members at the Registered Office of the Company on any working day between 11.30 A.M. to 1.30 P.M.

The explanatory Statement, together with the accompanying notice, may also be treated as abstract under section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr Yashwant Singh Yadav, wholtime Director designated as Director – HR & Corporate Affairs to the extent of revision in remuneration vide item No. 7 may deem to be interested or concerned in the said resolution.

Your Board of Directors recommends for passing of the above resolution.

Item No. 8

Basis the prior approval of the Central Government, your Company executed an engagement letter of M/s Performance Capital Partners, LLP ("PCP") for availing consultancy services ("contract") and paid professional fees of Rs 10 lac, where Mr. Rajiv Lochan Jain, an independent director of the company was an executive chairman. The Central Government in its approval had, inter-alia, prescribed that the Company shall take post-facto approval of the shareholders of the Company by way of Special Resolution, hence, this resolution no. 8.

The contract and Central Government approvals, referred to in resolution no. 8, would be available for inspection by the members at the Registered Office of the Company on any working day between 11.30 A.M. to 1.30 P.M.

None of the Directors of the Company except Mr Rajiv Lochan Jain is concerned or interested in the above resolution.

Your Board of Directors recommends for passing of the above resolution.

By Order of the Board

April 26, 2013
New Delhi

Pankaj Gupta
Company Secretary

GOODYEAR INDIA LIMITED

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad) – 121004, Haryana, India

DP Id :
Client Id :

PROXY FORM

Folio No. :
No of Shares :

I/We.....
of.....being a Member of GOODYEAR INDIA LIMITED

hereby appoint.....of.....
or failing him.....of.....
or failing him.....of.....
as my/our proxy to vote for me/us and on my/our behalf at the Fifty Second Annual General Meeting of the Company to be held on Friday, the 7th day of June 2013 and at any adjournment thereof.

As witness my/our hand (s) this.....Day of.....2013.

Signature.....

Affix
15 paise
Revenue
Stamp

- Note: 1. Those holding shares in electronic form are requested to fill in DP Id and Client Id also.
2. The proxy form duly completed, signed & stamped must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

ATTENDANCE SLIP

I, hereby record my presence at the Fifty Second Annual General Meeting of the Members of Goodyear India Limited held at Magpie Tourism Complex, Sector 16A, Faridabad – 121002, Haryana on Friday, the 7th day of June 2013 at 3.30 P.M.

DP Id :
Client Id :

Folio No. :
No of Shares :

Full Name of
Member(s).....
.....

Full Name of
Attending Member/proxy.....
.....

Signature of Member/Proxy

- Note: Please fill in block letters and sign at the Reception.
Please fill up DP Id and Client Id also if shares are held in electronic/demat form.
Please bring your copy of the Annual Report.