

GOODYEAR INDIA LIMITED

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

NOTICE

NOTICE is hereby given that the 53rd ANNUAL GENERAL MEETING of the Members of GOODYEAR INDIA LIMITED will be held on Thursday, May 15, 2014 at 12:00 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 financial statement consisting of Balance Sheet as at December 31, 2013, the statement of Profit and Loss, Cash Flow Statement for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a director in place of Mr Rajiv Lochan, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr R V Gupta, who retires by rotation and, being eligible, offer 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 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and/or re- enactment thereof, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr Rajeev Anand, Vice Chairman & Managing Director effective May 1, 2013, in terms of agreement dated July 2, 2009 (effective February 20, 2009) read with fifth supplemental agreement dated June 25, 2013 (effective May 1, 2013) for his appointment till February 19, 2014, as specified in detail in the draft Sixth Supplemental Agreement (a draft of which was placed before the members) to be entered into between the Company and Mr Anand and 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/or re- enactment thereof 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 and/or re- enactment thereof.”

7. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and/or re- enactment thereof, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr Yashwant Singh Yadav, Director- HR & Corporate Affairs of the Company effective May 1, 2013, in terms of agreement dated July 7, 2011 (effective November 1, 2010) read with third supplemental agreement dated June 25, 2013 (effective May 1, 2013), as specified in detail, in the draft fourth supplemental agreement to be entered into between the Company and Mr Yadav (a draft whereof was placed before the members) and 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 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/or re- enactment thereof 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 and/or re- enactment thereof.”

8. As an Ordinary Resolution

“RESOLVED THAT Mr Rajeev Anand be and is hereby re- appointed as Vice Chairman & Managing Director of the Company w.e.f. February 20, 2014, whose period of office shall not be subject to retirement by rotation.”

9. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and/or re- enactment thereof, consent of the Members of the Company be and is hereby accorded to the re – appointment of Mr Anand as Vice Chairman & Managing Director of the Company for a period of 5 five years with effect from February 20, 2014 at a managerial remuneration as specified in detail along with other terms and conditions of his re - appointment in the draft agreement to be entered into between the Company and Mr Rajeev Anand (a draft of which was placed before the meeting) and the Board of Directors of the Company be and is hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of his re- 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/ or re- enactment thereof 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 and/or re- enactment thereof.”

10. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and/or re- enactment thereof, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr Rajeev Anand, Vice Chairman & Managing Director effective February 20, 2014, in terms of the draft agreement for his reappointment effective February 20, 2014 as approved by the Board of Directors in its meeting held on October 29, 2013, as specified in detail in the draft first supplemental agreement (a draft of which was placed before the members) to be entered into between the Company and Mr Anand and that the Board of Directors of the Company be and is hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of his re- 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/or re- enactment thereof 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 and/or re- enactment thereof.”

11. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 297 of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable, and pursuant to the approval of the Central Government vide approval letter no. 4/369/T-1/2013/D/5916 dated September 6, 2013 read with corrigendum letter no. 4/369/T-1/2012/D/10678 dated January 31, 2014; the following transaction with M/s. Goodyear South Asia Tyres Private Limited be and is hereby approved, confirmed and ratified:

Particular of transaction	Period for which approval under section 297 is granted by the Central Government	Previous limit sanctioned by Central Government	Additional Limit	Total enhanced limit approved by the Central Government
Availing and providing of services, i.e., sharing of employees, infrastructure, third parties services and charges for mixing and conversion of raw material into compound rubber from/ to M/s. Goodyear South Asia Tyres Private Limited.	04-07-2013 to 31-12-2013	Rs. 3.13 crores (From 01-01-2013 to 31-12-2013)	Rs. 3.87 crores	Rs. 7.00 crores
	01-01-2014 to 30-06-2014	Rs. 3.90 crores (From 01-01-2014 to 31-12-2014)	Rs. 2.05 crores	Rs. 5.95 crores

RESOLVED FURTHER THAT (a) the contract is competitive, at an 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 in the past and there is no default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon and has filed its up to date Balance Sheet and Annual Returns with the Registrar of Companies; (b) the contract is falling within the provisions of section 297 of the Act and provisions of section 198, 269, 309, 314 and 295 are not applicable in the aforesaid contract; 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 aforesaid contract.

12. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 297 of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable, and pursuant to the approval of the Central Government vide approval letter no. 4/368/T-1/2013/D/5917 dated September 6, 2013 read with corrigendum letter no. 4/368/T-1/2012/D/10677 dated January 31, 2014; the following transaction with M/s. Goodyear South Asia Tyres Private Limited be and is hereby approved, confirmed and ratified:

Particular of transaction	Period for which approval under section 297 is granted by the Central Government	Amount of transaction approved by the Central Government
Purchase of all kinds of tyres, tubes and flaps, raw materials, spare parts, components, store items, moulds and movable machineries by Goodyear India Limited from Goodyear South Asia Tyres Private Limited.	01-01-2014 to 30-06-2014	Rs. 300.00 crores

RESOLVED FURTHER THAT (a) the contract entered into with M/s Goodyear South Asia Tyres Private Limited is competitive, at an 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 in the past and there is no default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon and has filed its up to date Balance Sheet and Annual Returns with the Registrar of Companies; (b) the contract is falling within the provisions of section 297 of the Act and provisions of section 198, 269, 309, 314 and 295 are not applicable in the aforesaid contract; 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 aforesaid contract.

By Order of the Board

February 27, 2014
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. In terms of the applicable provisions of the Companies Act, 2013, a person can be appointed as a Proxy on behalf of a maximum of fifty members.
3. Register of Members and Share Transfer Books of the Company will remain closed from May 3, 2014 to May 15, 2014 both days inclusive.
4. Dividend on the shares, if declared by the Company at the meeting, will be paid on or after May 15, 2014 but within the statutory time limit, subject to the provisions of Section 206A of the Companies Act, 1956 or any amendments or statutory re-enactment thereof, to the members whose names appear on the Company's Register

of Members as on May 2, 2014 or to their mandates. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.

5. Members of the Company are informed that pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956 or any statutory re-enactment thereof, 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 from the company, the 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 pertaining to the years 2006, 2007, 2008, 2009, 2010, 2011 & 2012. The unclaimed dividend for the year 2006 was declared by the shareholders of the Company on June 15, 2007 and was later transferred to unpaid dividend account as per the provisions of applicable law. On expiry of a period of seven years on July 21, 2014, it will be due for transfer to IEPF.
6. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Member's bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. Accordingly, members are encouraged to claim payment of dividend in terms of above mentioned electronic payment modes by filling up the details required in attached ECS Mandate Form & sending the same as per the instructions given therein.
7. 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 Private Limited,
D – 153/A, Ist Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020.
Tel.: +91 11 26812682-83, 64732681, Email Id.: info@skylinerta.com
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. As permitted by Ministry of Corporate Affairs, we invite our members to participate in the Green Initiative by registering their email IDs with the Company to enable it to send the documents such as Annual Report, Notices of General Meetings etc. by email.
10. 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.
11. 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.
12. 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. up to the date of Annual General Meeting. Register of Directors' Shareholding shall be open for inspection upto 3 days after the Annual General Meeting.
13. 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 or any statutory re-enactment thereof, are requested to submit the request in prescribed form 2B to the RTA.

14. In terms of the applicable provisions of Companies Act, 2013, 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.
15. 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 shareholders who will request the same.
16. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (corresponding to Section 173 of the Companies Act, 1956) in respect of the Special business under the Item Nos. 6 to 12 are set out as below:

EXPLANATORY STATEMENT

The following Explanatory Statements, as required by Section 102 of the Companies Act, 2013 (corresponding to Section 173 of the Companies Act, 1956), set out all material facts relating to the business under Item Nos. 6 to 12 mentioned in the accompanying notice:

Item No. 6

As the Members are aware, the Board of Directors at its meeting held on April 26, 2013 had revised the remuneration payable to Mr Rajeev Anand, wholtime Managing Director, effective May 1, 2013 vide fifth supplemental agreement dated June 25, 2013. The said remuneration was also approved by the Members at the Annual General Meeting held on June 7, 2013.

Subject to the approval of shareholders, the Board of Directors of the Company, at its meeting held on February 27, 2014 approved the revision in the remuneration payable to Mr Rajeev Anand w.e.f. May 1, 2013 in terms of agreement dated July 2, 2009 (effective February 20, 2009) read with fifth supplemental agreement dated June 25, 2013 (effective May 1, 2013) for his appointment till February 19, 2014. The detail of revised remuneration of Mr Rajeev Anand, as unanimously approved by the Board of Directors on February 27, 2014 is appended below:

Pay for Performance Bonus (PRP) and Incentive(s) of any kind whatsoever payable annually upto Rs 27 million in place of Rs 20 million.

All other terms and conditions with respect to the remuneration of Mr Anand including basic salary (monthly), Expenditure on gas, electricity, water and furnishings, Recreation/holiday trip, 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 etc. shall remain under the limits, as approved, by Members in the Annual General Meeting held on June 7, 2013 etc.

The above terms have been incorporated in the draft sixth 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 and/or re-enactment thereof. The draft sixth supplemental agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 1956 and/or re-enactment thereof, 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 draft sixth 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.

None of the Directors and Key Managerial Personnel of the Company except Mr Rajeev Anand, Vice Chairman & Managing Director to the extent of revision in remuneration vide item No. 6 may be deemed 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, the Board of Directors at its meeting held on April 26, 2013 had revised the remuneration payable to Mr Yashwant Singh Yadav, wholetime Managing Director, effective May 1, 2013 vide third supplemental agreement dated June 25, 2013. The said remuneration was also approved by the Members at the Annual General Meetings held on June 7, 2013.

Subject to the approval of Shareholders, the Board of Directors of the Company, at its meeting held on February 27, 2014 approved the revision in the remuneration payable to Mr Yashwant Singh Yadav w.e.f. May 1, 2013 in terms of agreement dated July 7, 2011 (effective November 1, 2010) read with third supplemental agreement dated June 25, 2013 (effective May 1, 2013). The detail of revised remuneration of Mr Yashwant Singh Yadav, as unanimously approved by the Board of Directors on February 27, 2014 is appended below:

Pay for Performance Bonus (PRP) and Incentive(s) of any kind whatsoever payable annually upto Rs 9.5 million in place of Rs 8.4 million.

All other terms and conditions with respect to the remuneration of Mr Yadav including basic salary (monthly), Expenditure on gas, electricity, water and furnishings, Recreation/holiday trip, special allowance, housing facility, club fee, personal accident insurance, medical reimbursement, insurance, contribution to provident fund gratuity, encashment of leave, car with driver for use of Company's business and telephone at residence, other perquisites etc. shall remain under the limits, as approved, by Members in the Annual General Meeting held on June 7, 2013.

The above terms have been incorporated in the draft fourth 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 and/or re- enactment thereof. The draft fourth supplemental agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 1956 and/or re- enactment thereof, 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 draft fourth 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.

None of the Directors and Key Managerial Personnel of the Company except Mr Yashwant Singh Yadav, to the extent of revision in remuneration vide item No. 7, may be deemed to be interested or concerned in the said resolution.

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

Item No. 8 & 9

As the Members are aware, the Board of Directors of your Company, in its meeting held on October 29, 2013, re-appointed Mr Rajeev Anand as Vice Chairman & Managing Director of the Company for a further period of five years with effect from February 20, 2014. Mr Anand, aged about 53 years, has been associated with the Company for over 32 years, in various executive capacities. He was last appointed as Vice Chairman & Managing Director of the Company w.e.f. February 20, 2009 for a period of five years.

The Board of Directors of the Company, in its meeting held on October 29, 2013 also approved the remuneration payable to Mr Rajeev Anand, with effect from February 20, 2014.

All terms and conditions with respect to the managerial remuneration of Mr Anand shall remain under the limits as approved by Members in the Annual General Meeting held on June 7, 2013. The remuneration agreed with Mr Anand is as under:

The detail of remuneration of Mr Rajeev Anand, as unanimously approved by the Board of Directors is appended below:

Monthly basic salary – Rs 5,28,000/-; Monthly Special Allowance - Rs. 4,48,000/-; Performance Bonus including incentives – subject to board approval, restricted to Rs 20 million; Expenditure on gas, electricity, water and furnishings upto ceiling of Rs 3,85,000/- 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, Reimbursement of running and maintenance of personal car and telephone at residence, House Rent Allowance/Leased Accommodation restricted to 60% of the basic salary.

Contribution to Provident Fund and Superannuation 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 or Rs. 5,00,000/- in a block of two years. 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. 3,00,000/- in a year.

The above terms have been incorporated in the draft agreement to be entered into with Mr Rajeev Anand as referred to in the resolution vide Item No. 9 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 and/or re-enactment thereof. The draft agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 1956 and/or re-enactment thereof, 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 draft agreement referred to in resolution No. 9 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 and Key managerial Personnel of the Company except Mr Rajeev Anand, Vice Chairman & Managing Director to the extent of his re-appointment & revision in remuneration vide item No. 9 may be deemed to be interested or concerned in the said resolution.

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

Item No. 10

As the Members are aware, the Board of Directors of your Company, in its meeting held on October 29, 2013, re-appointed Mr Rajeev Anand as Vice Chairman & Managing Director of the Company for a further period of five years with effect from February 20, 2014 at the remuneration payable to Mr Rajeev Anand, with effect from February 20, 2014.

Subject to the approval of shareholders, the Board of Directors of the Company, at its meeting held on February 27, 2014 approved the revision in the remuneration payable to Mr Rajeev Anand effective February 20, 2014, in terms of the draft agreement for his reappointment effective February 20, 2014 as approved by the Board in its meeting held on October 29, 2013. The detail of revised remuneration of Mr Rajeev Anand, as unanimously approved by the Board of Directors on February 20, 2014 is appended below:

Pay for Performance Bonus (PRP) and Incentive(s) of any kind whatsoever payable annually upto Rs 27 million in place of Rs 20 million.

The above terms have been incorporated in the draft first supplemental agreement to be entered into with Mr Rajeev Anand as referred to in the resolution vide Item No. 10 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 and/or re-enactment thereof. The draft first supplemental agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 1956 and/or re-enactment thereof, 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 draft first supplemental agreement referred to in resolution No. 10 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 and Key Managerial Personnel of the Company except Mr Rajeev Anand, Vice Chairman & Managing Director, to the extent of revision in remuneration vide item No. 10 may be deemed to be interested or concerned in the said resolution.

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

Item No. 11

Your Company had signed an Off Take Agreement with M/s. Goodyear South Asia Private Limited after obtaining requisite approvals of the Central Government under section 297 of the Companies Act, 1956 for various transactions of purchase and sale of goods and availing/ providing services.

As, the amount of transaction with M/s. Goodyear South Asia Private Limited for availing and providing for sharing of employees, infrastructure & third parties services and charges for mixing and conversion of raw material was likely to exceed the limits approved by the Central Government, during the period 01.01.2013 to 31.12.2013 and 01.01.2014 to 31.12.2014; your Company had applied for enhancement of the limit approved by the Central Government under Section 297 of the Companies Act, 1956.

The Central Government vide approval letter no. 4/369/T-1/2013/D/5916 dated September 6, 2013 read with corrigendum letter no. 4/369/T-1/2012/D/10678 dated January 31, 2014 had pleased to enhance the limits as per the details mentioned under the resolution proposed in the notice. In terms of the conditions prescribed in the said approval letters, post-facto consent of the members is required.

The Agreement, Central Government approvals & corrigendum etc., referred to in resolution no. 11, 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.

Your Board recommends the resolution for adoption by the members. Except Mr Rajeev Anand (being a common Director), none of the Directors, Key managerial Persons may be deemed to be concerned or interested in the proposed resolution.

Item No. 12

Your Company had signed an Off Take Agreement with M/s. Goodyear South Asia Private Limited after obtaining requisite approvals of the Central Government under section 297 of the Companies Act, 1956 for various transactions of purchase and sale of goods and availing/ providing services. As earlier approval of the Central Government for purchase of tyres, tubes*, flaps etc., had expired on 31.12.2013; your Company had applied for renewal of the Central Government approval under Section 297 of the Companies Act, 1956 for further period.

The Central Government vide approval letter no. 4/368/T-1/2013/D/5917 dated September 6, 2013 read with corrigendum letter no. 4/368/T-1/2012/D/10677 dated January 31, 2014 had pleased to renew the approval as per the details mentioned under the resolution proposed in the notice. In terms of the conditions prescribed in the said approval letters, post-facto consent of the members is required.

The Agreement, Central Government approvals, corrigendum, representation etc., referred to in resolution no. 12, 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.

Your Board recommends the resolution for adoption by the members. Except Mr Rajeev Anand (being a common Director), none of the Directors, Key managerial Persons may be deemed to be concerned or interested in the proposed resolution.

By Order of the Board

New Delhi
February 27, 2014

Pankaj Gupta
Company Secretary

*Word "Tubes" was inadvertently missed in the approval letter dated September 6, 2013, your Company, vide representation dated February 24, 2014 referred the matter to the Central Government for necessary clarification and the said clarification is expected to be received on or before the date of Annual General Meeting.

GOODYEAR INDIA LIMITED

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

ECS MANDATE FORM

[In case of Shares held (a) in physical mode - send this form to RTA at below address and /or (b) in Demat mode - please inform the concerned Depository Participant)]

To
Registrar and Share Transfer Agent
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

Dear Sir,
Unit: Goodyear India Limited

Folio No.: _____

Kindly note the following NECS mandate with respect to my above cited Folio No.

1. Name of the First Shareholder: _____
(In capital letters)
2. No. of Shares held: _____
3. Bank Name and address: _____
4. Account Type (Saving / Current / Cash Credit) & Number: _____
5. 9 - digit code number of the bank & branch as appearing on the MICR cheque issued by the bank: _____

(Please attach photo copy of a cheque issued by your bank relating to your above account for verifying the accuracy of the code number).

Declaration

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or credit is not affected at all for any reason, I would not hold the Company responsible. In case of NECS facility not being available for any reason, the account detail provided above may be incorporated in the payment instrument.

Place: _____

Date: _____

Signature of the First Shareholder

Certificate of the shareholder's Bank

Certified that the particulars furnished above are correct as per our records

Date: _____

Place: _____

Signature & Seal of the Authorized Official of the bank
Banks Stamp with full address:

GOODYEAR INDIA LIMITED

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

DP Id :
Client Id :

PROXY FORM

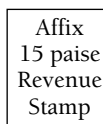
Folio No. :
No of Shares :

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 Third Annual General Meeting of the Company to be held on Thursday, the 15th day May of 2014 and at any adjournment thereof.

As witness my/our hand (s) this.....Day of.....2014.

Signature.....



- 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 Third Annual General Meeting of the Shareholders of Goodyear India Limited held at Magpie Tourism Complex, Sector 16A, Faridabad – 121002, Haryana on Thursday, May 15 2014 at 12.00 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.