

## **CODE OF CONDUCT**<sup>#</sup>

### **[Clause 49 (I) (D) of the Listing Agreement]**

Goodyear India Limited (“Goodyear”/Company) expects all of its Board Members and Senior Management\* (“Management”) to act in accordance with the highest standards of personal and professional integrity in all respects of their activities, to comply with all applicable laws, rules and regulations, to deter wrongdoing and abide by this Code of Conduct (“Code”) and other policies and procedures adopted by Goodyear that govern the conduct of its associates.

To the best of their knowledge and ability, the Management shall:

- a) Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- b) Avoid conflicts of interest and disclose to the Company Secretary, any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- c) Take all reasonable measures to protect the confidentiality of non-public information and to prevent misuse of any price sensitive information about Goodyear and its customers obtained or created in connection with their activities and to prevent the unauthorized disclosures of such information unless required by applicable law or regulation or legal or regulatory process;
- d) Promote full, fair, accurate, timely and understandable disclosure in reports and documents that Goodyear files with, or submits to Statutory/regulatory bodies etc. and other public communication made by Goodyear;
- e) Comply with applicable governmental laws, rules and regulations;
- f) Be truthful and honest in all financial transactions with the Company ;

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*\* Term “Senior Management” shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management - one level below the Executive Directors, including all functional heads.*

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*# Initially approved by the Board on March 22, 2005, now amended in terms of Board approval dated November 8, 2012*

- g) Do what is right for Goodyear customers, associates and shareholders and to provide the highest product quality and services to the customers with the view to create value that can be sustained continuously;
- h) Work for growth, value addition and financial gains for the Company and its shareholders, in particular, and the society at large in general;
- i) Institutionalize Corporate Governance as way of corporate life;
- j) Realize and discharge social responsibility of the Company as a good corporate citizen;
- k) Protect the assets including physical assets, information and intellectual rights of the company and not use the same for personal gains;
- l) Strive to provide a safe and healthy environment and comply in conduct of its business affairs with all regulations regarding the preservation of the environment of the territory, it operates in;
- m) Promptly report any possible violation of this code of conduct to the Company Secretary.

Management is expected to adhere to the above Code of Conduct. Violations of this Code may result in disciplinary action, upto and including termination of employment and may also constitute violation of law that result in civil and criminal penalties. Questions concerning the applicability of any legal or regulatory provision should be directed to the Company Secretary.

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Declaration regarding affirmation of Code of Conduct

To,  
 The Company Secretary  
 Goodyear India Limited.  
 Mathura Road, Ballabgarh  
 (Dist. Faridabad)-121004  
 Haryana

I.....affirm/confirm the compliance with the above Code of Conduct for the year ended .....

Date:  
 Place:

Signature:  
 Name:  
 Designation: