



INNOVATION AND SUSTAINABILITY



CHALLENGING THE LIMITS OF INNOVATION

BH-03



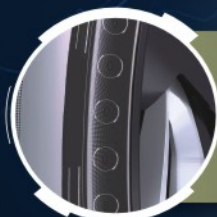
Thermo & Piezo-electric Material Structure

Generates electricity & provides extended mobility in case of puncture



Ultrablack Textured Sidewall & Tread

Absorbs sunlight & heat when stationary



Structural Cooling System

Creates temperature difference for thermo-electric energy harvesting



Friction and deformation generates heat & forces during driving

Thermo & Piezo-electric structure transforms energy into electricity



Electricity could supply car hybrid powertrain batteries

Potentially extends electric car range



GENERATES ELECTRICITY THAT COULD POWER ELECTRIC CARS

GOODYEAR

CONTENTS

Message from the MD	01
Board of Directors	02
Boards'/Directors' Report*	04
Report on Corporate Governance	20
Management Discussion & Analysis Report	30
Abridged Financial Statements with Auditors' Report	35

* This Abridged Annual Report is published excluding Annexure E, as detailed in the Para 20 of the Directors' Report.

Message from the MD

India continues to represent a large and attractive long-term growth opportunity with strong GDP growth, a growing middle class and young population structure. In 2015, India had one of the fastest GDP growth rates for a large economy.

However, 2015 has been very challenging with the farm sector being impacted for the second year in a row with deficit monsoons and inclement weather playing havoc towards the end of the year in Tamil Nadu. Our Farm business, which forms a significant part of the overall business, was impacted by the strong headwinds in the agrarian sector.

It gives me pleasure to share with you that despite the impact on our top line from these challenges, your company has intensified its efforts in the passenger vehicle market along with multi-pronged action in the Farm and Commercial sectors to deliver a robust bottom line.

2015 has seen significant efforts being made to refresh our passenger vehicle replacement business with the introduction of several new and differentiated products and the strengthening of offerings in the SUV segment. Focus has also been on expanding our distribution footprint and rapid strides were made in expanding the branded store format. Digital continues to be an area of focus for the business with significant efforts in improving consumer experience and engagement. The year 2015 has seen the introduction of a refreshed website with some innovative consumer friendly tools and enablers.

In the farm business for 2015, your Company received awards from top tractor manufacturers such as M&M, TAFE, Escorts Agro Machinery and John Deere. These awards confirm the high trust and confidence our customers have reposed on us. The replacement business continued its focus on expansion and building channel health through a nurturing win-win relationship based approach with trade partners. A dealer relationship management program formed the basis for this approach. Product innovation continued with new introductions planned to capture additional opportunities.

Corporate Social Responsibility has been an area of immense focus in the year gone by. Your company has introduced two new programs as part of its sustainability drive with "Safer Roads, Safer You" and "Healthy India program". These programs are targeted at improving road safety and augmenting sanitation infrastructure respectively, two areas that are close to the heart of Goodyear.

2016 is likely to post a reversal in the fortunes of your company's farm business with expectations of a normal monsoon. Your company is well placed to capitalise on the opportunities in the rural economy. With the expected improvement in the economy, the Indian passenger tyre industry is expected to likely show a moderate growth in 2016.

In 2016, your company will also continue to focus on building/enhancing value for various stakeholders of Goodyear India. Expanding its distribution footprint, strengthening its presence in the branded retail segment along with improving overall brand strength and salience will remain key priorities for the business.

I would like to take this opportunity to thank our valued shareholders for their continued support and trust that they have shown in our company. We will continue to work with our stakeholders – our associates as well as channel partners and suppliers to deliver great products and continue to build value for all whose lives we touch through our day to day operations.

We will also continue to build on the values of innovation and sustainability in the years to come and continue to make a difference.

Yours Sincerely,

Rajeev Anand

Vice Chairman & Managing Director
Goodyear India Limited

Board of Directors



CHRISTOPHER RAYMOND DELANEY (CHRIS DELANEY) **Chairman**

Chris Delaney joined Goodyear India on January 1, 2016 and The Goodyear Tire & Rubber Company on August 24, 2015 and was named President of the company's Asia Pacific business unit effective January 1, 2016. Mr Delaney joined Goodyear with more than 30 years of global leadership experience in Asia Pacific, North America, Europe and the Middle East.

He began his career at Procter & Gamble Co, where he worked in sales in both North America and Europe before moving to general management, first in the Eastern Europe, then in the Middle East and finally in North America. Mr Delaney then spent seven years at the Campbell Soup Company, first leading international sales before becoming President, Emerging Markets and later President, Asia Pacific. In his last role before joining Goodyear, Mr Delaney was the CEO at Goodman Fielder Ltd at the time the largest public food company in Australia and New Zealand. Mr Delaney led the company until its sale to an Asian consortium in March 2015.

A native of New York, Mr Delaney is a graduate of Trinity College in Hartford, Conn., where he earned his bachelor's degree in history. Mr Delaney has been married to his wife Carmel for 29 years who together have raised their four children in seven countries.



RAJEEV ANAND **Vice Chairman & Managing Director**

Mr Rajeev Anand has been the Vice Chairman & Managing Director of Goodyear India Ltd. since 2009. Prior to his appointment as the whole-time Director on the Board of Goodyear India, he held various leadership positions in Goodyear India and ASEAN countries.



R V GUPTA **Director**

Mr R V Gupta, a 1962 batch IAS officer, has served the Govt. of India at the levels of Special Secretary (Ministry of Finance), Secretary (Ministry of Food) and Addl. Secretary (Ministry of Chemicals & Fertilizers). Mr Gupta has also acted as Principal Secretary to Govt. of MP. Mr Gupta is former Dy. Governor of RBI and was closely involved in the economic reforms process. After retirement, Mr Gupta acted as Chairman of the RBI Committee on Agriculture Credit. Mr Gupta was also associated with Deutsche Bank as Chairman of local advisory board for India and also holds various other Board Level Positions in the industry.



Mr C DASGUPTA **Director**

Mr C Dasgupta served as India's ambassador to China and to the European Union, among other posts, during his career in the Indian Foreign Service. Mr Dasgupta is currently a member of the Prime Minister's Council on Climate Change and a member of the UN Committee on Economic, Social and Cultural Rights. He was awarded the Padma Bhushan by the President of India.



SUDHA RAVI

Director

Ms Sudha Ravi is presently Executive Director, Piramal Fund Management Pvt Ltd. (PFMPL) and Piramal Finance Pvt. Ltd. Since October 2014, Ms Ravi is additionally in-charge of IndiaVenture Advisors P Ltd – a healthcare and life sciences focused private equity fund sponsored by the Piramal Group. Prior to joining Piramal Group in 2011, Ms Ravi was with State Bank of India for over 30 years. Working across varied functional areas at the Bank, including International, Corporate, Retail and Rural banking has given Ms Ravi a wide-ranging perspective on the financial sector and business strategy. Ms Ravi has held key positions as General Manager, Enterprise Risk Management facilitating alignment of risk with strategy at the Bank-wide level; Chief Representative, Washington DC, USA. Ms Ravi has received recognition(s)/plaques presented by the Indian Associations in USA for outstanding contribution in the sphere of banking for the community in DC.

Ms Ravi has keen interest in Special Education with focus on education for autistic children.



YASHWANT SINGH YADAV

Director – HR & Corporate Affairs

Mr Yashwant Singh Yadav, aged 57 years, is a Bachelor in Law and an MBA with specialization in Human Resources. He has more than 37 years of professional and diverse experience in the entire gamut of Human Resources Management with large multi-national and Indian organizations including Ballarpur Industries, Goodyear India, Escorts Ltd. and General Motors India at leadership levels.



JAMES CONSTANTINE VENIZELOS

Alternate Director to Mr Chris Delaney

Mr Venizelos has a Bachelor of Arts degree in Political Science and a Juris Doctor degree. He has over 25 years of experience in advising businesses on legal issues. Formerly, Mr Venizelos was General Counsel & VP of Business Development at Transtar Industries Inc. an Associate with Dinsmore & Shohl and Law Clerk to the Honorable Don J. Young, US District Court. He presently serves as General Counsel, Asia Pacific for The Goodyear Tire & Rubber Company, Akron, Ohio, and is based in Shanghai, China.



LEOPOLDO ESTEFANO MAGGIOLO GONZALEZ

Chief Financial Officer (CFO)

Mr Leopoldo Estefano Maggiolo Gonzalez joined Goodyear India in August 2015 from The Goodyear Chile where he was Finance Director & Controller (Andean Cluster-Peru). Prior to Goodyear Group, Leopoldo was Chief accounting and Management information for Impresora y Commercial Publicguías, Chile, Controller/Finance Manager for Avery Dennison Chile S.A, Financial reporting Mercosur for Avery Dennison Argentina, General Accountant for Avery Dennison Chile S.A, Senior Consultant for Price Waterhouse Chile. Leopoldo holds Master degree in Business from Adolfo Ibanez University.

PANKAJ GUPTA

Head – Legal & Company Secretary, India & Legal Counsel (OE & OTR) Asia Pacific

STATUTORY AUDITORS

M/s Price Waterhouse & Co Bangalore LLP (Firm Registration Number: 007567S/ S-200012)
Chartered Accountants

COST AUDITORS

M/s Vijender Sharma & Co., Cost Accountants

SECRETARIAL AUDITORS

M/s V. K. Chaudhary & Co; Company Secretaries

Boards' / Directors' Report

Dear Member,

Your Directors are delighted to present the report on the business and operations of the Company for the Financial Year ended March 31, 2016 (a period of 15 months from January 01, 2015 to March 31, 2016):

1. FINANCIAL SUMMARY

A brief summary of the audited financials of the Company for the Financial Year ended March 31, 2016 (15 months) is given below. The Financial Year of the Company has been changed from January-December to April-March in compliance with the provisions of the Companies Act, 2013, which prescribe a uniform Financial Year. Accordingly, the Financial Statements of the current Financial Year are for 15 months i.e. effective from January 01, 2015 to March 31, 2016. Therefore, current Financial Year figures are not comparable with those of the figures of the previous Financial Year ended December 31, 2014.

(Rs. In Lakhs)		
Particulars	15 months ended March 31 2016 ¹	12 months ended December 31, 2014
Total Sales & Other Income	191,510	174,153
Less: Excise Duty	12,898	12,962
Net Sales & Other Income	178,612	161,191
Less: Total Expenditure Excluding Interest & Depreciation	155,302	142,648
Profit Before Interest, Depreciation & Tax	23,310	18,543
Less: i) Finance Cost	324	341
ii) Depreciation	4,053	2,851
Profit Before Tax	18,933	15,351
Less: Provision for Taxation:		
Current Tax	6,826	5,164
Deferred Tax	(203)	63
Profit After Tax	12,310	10,124

Except, as disclosed elsewhere in the Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of the Financial Year and the date of this Report.

2. DIVIDEND

Your Board recommends a dividend @ Rs 12/- per equity share for the Financial Year 2015-16 (15 months). The recommended dividend will absorb a sum of Rs. 2,768 lakhs and tax on dividend will be Rs. 579 lakhs.

3. OPERATIONS

The Company manufactures automotive bias tyres viz. farm tyres and commercial truck tyres at its Ballabgarh plant and also trades in "Goodyear" branded tyres [including radial passenger tyres (consumer) and Off The Road (OTR) bias tyres] manufactured by Goodyear South Asia Tyres Private Limited ('GSATPL'), Aurangabad. The other products which the Company markets and sells include tubes, flaps and Radial OTR imported tyres.

The sales performance during the Financial Year 2015-16 (15 months) is as follows:

(Rs. in Lakhs)	
Tyres	178,223
Flaps	314
Tubes	9,074

Your Company had put considerable efforts to refresh product portfolio by the consumer tyre business with the introduction of new product patterns, gradual phase out of outdated patterns and strengthened offerings in the Sports Utility Vehicle (SUV) segment. The business has been focused on working towards expanding distribution footprint & continues to invest in expanding its branded store format. Digital continues to be an area of focus for the business with significant efforts in improving consumer experience and engagement.

Further, Corporate Social Responsibility ("CSR") has been an area of immense focus in the year gone by. Your Company has introduced two new programs as part of its CSR obligation with Safer Roads, Safer You and Healthy India program. These programs have focus towards improving road safety & augmenting sanitation infrastructure respectively.

Your Company feels proud to have received awards from Top Tractor Manufacturers in 2015 such as M&M, TAFE, Escorts Agro Machinery & John Deere. These awards confirm the high trust & confidence our Key Customers have reposed in our product, processes & people.

4. FINANCE AND ACCOUNTS

During the Financial Year 2015-16 (15 months), additions to fixed assets amounted to Rs. 2,958/- lakhs. The capital expenditure incurred amounted to Rs. 3,984/- lakhs. The interest and other finance cost during the Financial Year 2015-16 (15 months) was Rs. 324/- lakhs.

As of the end of March 31, 2016, an amount of NIL matured deposits remained unclaimed.

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

¹ The present Financial Year of the Company is of 15 months commenced from January 01, 2015 to March 31, 2016 and thus the financial statements have been prepared for a period of 15 months.

5. FINANCIAL STATEMENTS (Full & Abridged)

In compliance of Regulation 36 of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015 ('LODR Regulations 2015'), your Company shall supply:

- (i) Soft copies of full Annual Reports containing its Balance Sheet, Statement of Profit & Loss and Directors' Report to all those shareholder(s) who have registered their email address(es) for the purpose.
- (ii) Hard copy of Abridged Annual Report containing the salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to those shareholder(s) who have not registered their email address(es); and
- (iii) Hard copies of full Annual Reports to those shareholder(s), who request the same.

The Board of Directors has decided to circulate the abridged Annual Report containing salient features of the Balance Sheet and Statement of Profit and Loss to the shareholders for the Financial Year 2015-16 (15 months). A Full version of the Annual Report including complete Balance sheet, Statement of Profit & Loss, other statements and notes thereto prepared as per the requirements of Schedule III to the Act will be available at the Company's website www.goodyear.co.in (investor relations section) and will also be made available to the shareholder(s) upon request.

6. DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134(3)(c) OF THE COMPANIES ACT, 2013

Your Directors state that the annual accounts of the Company have been prepared in conformity, in all material respects, with the generally accepted accounting standards in India and supported by reasonable and prudent judgments and statements so as to give a true and fair view of the state of affairs of the Company and of the results of the operations of the Company. Significant accounting policies followed are appearing in Note 2 to the Notes of the financial statements.

The financial statements of the Company have been audited by Price Waterhouse & Co Bangalore LLP (FRN: 007567S/S-200012). A reference may be made to their report dated May 30, 2016 to the members together with Annexure(s) thereto containing information as per requirement under the Companies (Auditor's Report) Order, 2015 that is attached with these financial statements.

Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the applicable laws for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

The internal control system including internal financial controls of the Company is monitored by an independent Internal Audit Team, which encompasses examination/periodic reviews to ascertain adequacy of internal controls and compliance to Company's policies. Weaknesses noted along with agreed upon action plans are shared with Audit Committee, which ensures orderly and efficient conduct of the business and effectiveness of the system of internal control.

Internal Auditors, Audit Committee members and Statutory Auditors have full and free access to all the information and records considered necessary to carry out the assigned responsibilities. The issues raised from time to time are suitably acted upon and followed up at different levels of management.

The annual accounts have been prepared on a going concern basis.

Directors have laid down internal financial controls to be followed by the Company; through periodic checks and testing procedures, they monitor compliance to the internal financial controls to ascertain that they are adequate and operating effectively. The Directors have devised appropriate systems to ensure compliance with the provisions of all applicable laws and they monitor adequacy and operating effectiveness of the same periodically.

7. FUTURE OUTLOOK

There is an increasing trend towards mechanization, which will boost the tractor demand in the future (Source: Crisil & ICRA). In addition, Indian tractor penetration still lags behind the global average (19 Vs 21 per 1000 hectares). These trends are supported with a high focus of the Government on agriculture as reflected in the current budget. Hence, while in the short term, the industry is facing strong headwinds due to failure of monsoon for two consecutive years, the long term outlook remains robust based on industry and macro trends.

The Financial Year 2016-17 outlook seems positive with above normal predictions of the monsoons by Indian Metrology Department ("IMD") leading to overall expected growth of 6% from the Farm Sector (Source: Niti Aayog projections & IMD predictions)

The passenger tyre industry is likely to register a modest growth in the year 2016. Driving distribution expansion, increasing the reach of branded retail and building brand salience through investments in the digital space will form the cornerstones for 2016.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the Financial Year 2015-16 (15 months), Ms Sudha Ravi [DIN: 06764496] was appointed as an Additional Director in the Board Meeting held on June 06, 2014 and appointed as an Independent Director for a period of 5 (five) years effective June 7, 2014 by the members of the Company through postal ballot (notice dated January 16, 2015) the results which were declared on March 12, 2015 ("Postal Ballot").

Also, effective March 12, 2015, Mr Ravi Vira Gupta [DIN: 00017410] and Mr C Dasgupta [DIN: 00381799], the existing Independent Directors have also been reappointed as Independent Directors in terms of the provisions of the Companies Act, 2013 through the Postal Ballot as mentioned above for a period of 3 (three) years and 5 (five) years respectively.

The Company received declarations from all the Independent Directors of the Company confirming that they met with the criteria of independence as prescribed under applicable laws.

Further, in terms of Section 203 of the Companies Act, 2013, Mr Leopoldo Estefano Maggiolo Gonzalez was appointed as Chief Financial Officer (KMP) of the Company effective August 13, 2015 and Mr Mark Chandran Ravunni resigned as Chief Financial Officer (KMP) of the Company effective close of business hours on August 12, 2015.

Mr Yashwant Singh Yadav [DIN: 03288600], Director of the Company is retiring by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for reappointment.

Further, the term of Mr Yashwant Singh Yadav as a Wholetime Director expired on October 31, 2015. The Board has reappointed Mr Yadav, for an additional tenure of 2 years and 10 months (effective November 1, 2015 to August 31, 2018), as a Wholetime Director (liable to retire by rotation) in the Nomination and Remuneration Committee (NRC) and Board Meeting held on August 12, 2015, subject to the approval of shareholders. The reappointment of Mr Yadav is being proposed for approval by the Members of the Company at the forthcoming Annual General Meeting.

During the Financial Year 2015-16 (15 months), Mr Daniel Lawrence Smytka [DIN: 05139358], had resigned effective close of business hours on December 31, 2015.

The Board of Directors in its meeting held on August 12, 2015 appointed Mr James Constantine Venizelos [DIN:07184802] as an Alternate Director to Mr Daniel Lawrence Smytka effective August 13, 2015. Mr Venizelos ceased to be Director effective the close of business hours on December 31, 2015 due to resignation of Mr Daniel Lawrence Smytka.

The Board of Directors appointed Mr Christopher Raymond Delaney [DIN: 07348894] as an Additional Director effective January 1, 2016 via Circular Resolution No. Board 01/2015-16 dated December 14, 2015 who holds office up to the date of forthcoming Annual General Meeting. Mr Delaney, was also appointed as the Chairman of the Board. A notice under Section 160 had been received for his appointment at the forthcoming Annual General Meeting as a director of the Company liable to retire by rotation.

The Board of Directors in its meeting held on February 5, 2016 appointed Mr James Constantine Venizelos [DIN:07184802] as an Alternate Director to Mr Christopher Raymond Delaney effective February 5, 2016.

The information relating to Mr Yadav's reappointment and Mr Delaney's appointment is also appearing under the head 'other informations', in the Corporate Governance Report.

During the Financial Year 2015-16 (15 months) 8 (eight) Board Meetings were held on January 16, 2015, February 23, 2015, February 27, 2015, May 07, 2015, June 26, 2015, August 12, 2015, November 5, 2015 and February 05, 2016. Details regarding attendance of Board Meeting by each of the Directors is given in the Corporate Governance Report.

The details regarding Company's remuneration policy, evaluation of Board, its Committees and the Directors is mentioned in the Corporate Governance Report forming part of this Director's Report.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

NIL

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 in the prescribed Form AOC - 2 is annexed as 'Annexure A' to this Report.

11. ANNUAL RETURN

Pursuant to Section 92(3) of Companies Act, 2013 read with rules made thereunder, extract of Annual Return of the Company in the prescribed form MGT 9 is annexed as 'Annexure B' to this Report.

12. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

13. INTERNAL FINANCIAL CONTROLS

The Integrated Framework adopted by the Company, which is based on the applicable available guidance on Internal Financial Control, is adequate and effective.

14. RISK MANAGEMENT POLICY

The Board of Directors periodically reviews the risks faced by the Company and the practices/processes followed to manage them including the risk reporting structure along with the responsibilities, mitigation control and key risk. In the opinion of the Board there is no identified risk, which may threaten the existence of the Company.

15. FINANCIAL YEAR

The present Financial Year of the Company is of 15 months commencing from January 1, 2015 to March 31, 2016 and thus the financial statements have been prepared for a period of 15 months. The Board of Directors of your Company have in their meeting held on February 27, 2015 approved the change of the Financial Year from (January 1 to December 31) to (April 1 to March 31) in compliance of applicable provisions of the Companies Act 2013, read with rules made thereunder, as amended. In view of the above, for the first year of implementation, the Financial Year has started from January 1, 2015 to March 31, 2016 (i.e. 15 months). The next Financial Year will be from April 1, 2016 to March 31, 2017.

16. STATUTORY AUDITORS' AND AUDITORS' REPORT

M/s Price Waterhouse & Co Bangalore LLP (FRN: 007567S/S-200012), the Statutory Auditors of the Company will retire at the conclusion of the forthcoming Annual General Meeting and being eligible, consented and offered themselves for reappointment as Statutory Auditors for Financial Year 2016-17 and to hold office till the conclusion of next Annual

General Meeting to be held in the year 2017. In view of the above, a "Certificate" to act as an auditor of the Company has been received from M/s Price Waterhouse & Co Bangalore LLP (FRN: 007567S/ S- 200012) to the effect, inter-alia, that their re-appointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such re-appointment under the provisions of applicable laws.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s Price Waterhouse & Co Bangalore LLP (FRN 007567S/ S-200012), the Statutory Auditors, in their report for the Financial Year 2015-16 (15 months) under review.

The backup of the books of accounts and other papers maintained in electronic mode has been maintained by the company on server located outside India and basis the implementation difficulties of the Rule 3 of Companies (Accounts) Rules, 2014, the Company had submitted the detailed representations with the appropriate authorities and subsequently on the recommendations of Company Law Committee constituted by the Ministry of Corporate Affairs, necessary amendment in the said Rule is proposed.

17. COST AUDITOR

M/s Vijender Sharma & Co., Cost Accountant, Cost Accountants, 11, 3rd Floor, Hargovind Enclave, Vikas Marg, New Delhi – 110 092 was appointed as cost auditor for conducting the cost audit for the Financial Year 2015-16 (15 months). The Cost Audit Report for the Financial Year 2014 was filed on June 26, 2015 within due date.

Based on the recommendation of Audit Committee, M/s Vijender Sharma & Co., Cost Accountants, being eligible, have also been appointed by the Board as the Cost Auditors of the Company for the Financial Year 2016-17 subject to ratification of remuneration by the Members. The Company has received a letter from them to the effect that their re-appointment would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for such re-appointment within the meaning of section 141 of the Companies Act, 2013.

18. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors in its meeting held on May 7, 2015 appointed M/s V. K. Chaudhary & Co, Company Secretaries, a Company Secretary firm, having its office at C-140, Sector 51, Noida, U.P., as Secretarial Auditor to carry out the Secretarial Audit of the Company for the Financial Year 2015-16 (15 months). The Secretarial Audit Report is annexed as 'Annexure C' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

19. CORPORATE GOVERNANCE REPORT INCLUDING MANAGEMENT AND DISCUSSION ANALYSIS REPORT

As per the applicable provisions of the LODR Regulations 2015, a detailed Corporate Governance Report together with

the auditors' certificate on the compliance of conditions of Corporate Governance and a Management Discussion & Analysis Report forms part of the Annual Report and annexed as 'Annexure D' to this Report.

The Corporate Governance Report forming part of this Report also covers the following:

- Particulars of the Board Meetings held during the Financial Year 2015-16 (15 months).
- Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management including, inter alia, the criteria for the performance evaluation of Directors.
- The manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.
- The details with respect to composition of Committees and establishment of Vigil Mechanism (including Whistle Blower Mechanism/Policy)

20. HUMAN RESOURCES

Industrial harmony was maintained during the Financial Year through cordial and productive employee relations. A formal tripartite settlement was signed before the Deputy Labour Commissioner, Faridabad, Haryana on Feb 05, 2015. The Collective Bargaining Agreement ("CBA") is effective May 1, 2014 and valid till April 30, 2017. This new settlement will help the Ballabgarh factory to improve productivity and operational efficiencies, which will offset the cost of the CBA. High priority was given by the management to training and development related to ethics and compliance, discipline, safety of the employees and environmental awareness. The total number of salaried and hourly paid associates, as of March 31, 2016 stood at 880.

Information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration and other details is annexed as 'Annexure E' to this Report.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility ("CSR") Committee of the Company is duly constituted in accordance with the requirements of Section 135 of the Companies Act, 2013 read with rules made thereunder, as amended to formulate and monitor the CSR policy of the Company.

During the Financial Year 2015-16 (15 months), 1 (one) CSR Committee Meeting was held on November 5, 2015. Details regarding attendance of CSR Committee meeting by each of the Directors is given in the Corporate Governance Report.

The Annual Report on CSR activities for the Financial Year 2015-16 (15 months) is annexed as 'Annexure F' to this Report pursuant to Rule 8 of The Companies (Corporate Social Responsibility) Rules, 2014.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars related to the conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as 'Annexure G' to this Report.

23. DETAILS OF NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL IN TERMS OF SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

During the Financial Year 2015-16 (15 months), no case on Sexual Harassment was filed hence, disposal was not applicable.

24. OTHER INFORMATION

(a) Disclosure of composition of audit committee

Details regarding composition of the Audit Committee is given in the Corporate Governance Report.

(b) Vigil Mechanism (including Whistle Blower Mechanism/ Policy)

In terms of the LODR Regulations 2015, the Company has formulated its Vigil Mechanism (including Whistle Blower Mechanism/Policy), the detail of which is mentioned in the Corporate Governance Report under the head Disclosures.

(c) Board Committees

The Corporate Governance Report also includes details of the various Committees of the Board.

(d) Sweat Equity Shares, Employee Stock Option

The Company has not issued any Sweat Equity Shares and had not provided any Stock Option Scheme to the employees during the period under review.

(e) Details of significant and material orders passed by the regulators or courts or tribunals affecting the going concern status and company's operations in future.

None

25. ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks to the Company's esteemed shareholders, customers, suppliers, associates, bankers, the Municipality, the State Government and the Central Government etc. for their valuable contribution and continued support. Your Directors also wish to place on record their deep appreciation to The Goodyear Tire & Rubber Company, Akron, Ohio, USA and its subsidiaries for its continued support and contribution in all the spheres of operations.

On behalf of the Board of Directors

May 30, 2016
New Delhi

**Christopher
Raymond Delaney**
(Chairman)
DIN: 07348894

Rajeev Anand
(Vice Chairman &
Managing Director)
DIN:02519876

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 read with section 188 of the Companies Act, 2013)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis – NONE

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NONE							

2. Details of material* contracts or arrangements or transactions at Arm's length basis –

S. No	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
	(a)	(b)	(c)	(d)	(e)	(f)
1	Goodyear South Asia Tyres Private Limited ("GSATPL") Mr Rajeev Anand (Managing Director of the Company) and Mr Leopoldo Estefano Maggiolo Gonzalez (Chief Financial Officer of the Company) are Directors in GSATPL.	The nature of transactions covered under the said Contract are as follows: • Availing and providing of services inter-se between the Company and GSATPL • Purchase and sale inter-se between the Company and GSATPL of different kinds of tyres, tubes and flaps, raw materials, spare parts, components, store items, moulds etc	Ongoing	<ul style="list-style-type: none"> The pricing of purchase, sale and provision of goods or services will be based on the Arms' Length Price for such transactions The pricing methodology is subject to be reviewed by the Audit Committee and/ or Board of Directors of the Company and GSATPL, based on independent study reports as may be available from time to time <p>Value of transactions from January 1, 2015 to March 31, 2016 – Rs. 35,279/- Lakhs</p>	Approved by the Board on July 30 2014	No Advance Payment

*Note:- *Material – Since the definition of Material is not defined / provided under Companies Act, 2013 read with rules made thereunder, an inference is being drawn from the explanation to Regulation 23(1) of the SEBI (LODR) Regulations 2015, i.e transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a Financial Year, exceeds 10% of the Annual Consolidated Turnover of the Company as per the last audited Financial Statements of the Company.*

On behalf of the Board of Directors

May 30, 2016
New Delhi

Christopher Raymond Delaney
(Chairman)
DIN: 07348894

Rajeev Anand
(Vice Chairman & Managing Director)
DIN:02519876

FORM No. MGT-9

Extract of Annual Return as on the Financial Year ended on March 31, 2016 (15 months)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i	CIN	L25111HR1961PLC008578
ii	Registration Date	March 28, 1961*
iii	Name of the Company	Goodyear India Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad), Haryana-121 004 & Tel No.: +91-129-6611000 Email: goodyearindia_investorcell@goodyear.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110 020 & Tel No.: +91-11-26812682 Email: admin@skylinerta.com

*Registered and Incorporated as a Private Company on the October 10, 1922, and converted into a Public Company with a Fresh Certificate of Incorporation on March 28, 1961.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name & Description of Main Products/Services	NIC Code of the Product / Service (2004)	% age to Total Turnover of the Company
1	Manufacturing of tyres, tubes and flaps	25111	65.27%
2	Trading of tyres tubes and flaps	51909	34.73%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	%age of Shares held	Applicable Section
1	Goodyear Orient Company (Private) Limited	-	Holding	74%	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise shareholding

Category of Shareholders	No. of Shares Held at the Beginning of the Financial Year (January 01, 2015)				No. of Shares Held at the End of the Financial Year (March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
1. Indian									
a) Individual/HUF	0	0	0	0.00000	0	0	0	0.00000	0.00000
b) Central Government	0	0	0	0.00000	0	0	0	0.00000	0.00000
c) State Government	0	0	0	0.00000	0	0	0	0.00000	0.00000
c) Bodies Corporates	0	0	0	0.00000	0	0	0	0.00000	0.00000
d) Bank/FI	0	0	0	0.00000	0	0	0	0.00000	0.00000
e) Any other	0	0	0	0.00000	0	0	0	0.00000	0.00000
SUB TOTAL:(A) (1)	0	0	0	0.00000	0	0	0	0.00000	0.00000
2. Foreign									
a) NRI- Individuals	0	0	0	0.00000	0	0	0	0.00000	0.00000
b) Other Individuals	0	0	0	0.00000	0	0	0	0.00000	0.00000
c) Bodies Corporate	17069215	0	17069215	74.00000	17069215	0	17069215	74.00000	0.00000
d) Banks/FI	0	0	0	0.00000	0	0	0	0.00000	0.00000
e) Any other	0	0	0	0.00000	0	0	0	0.00000	0.00000
SUB TOTAL (A) (2)	17069215	0	17069215	74.00000	17069215	0	17069215	74.00000	0.00000
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	17069215	0	17069215	74.00000	17069215	0	17069215	74.00000	0.00000
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	2089598	100	2089698	9.05945	1736008	100	1736108	7.52654	-1.53292
b) Banks/FI	2023	8021	10044	0.04354	11997	8016	20013	0.08676	0.04322
c) Central Government	0	0	0	0.00000	0	0	0	0.00000	0.00000
d) State Government	0	0	0	0.00000	0	0	0	0.00000	0.00000
e) Venture Capital Fund	0	0	0	0.00000	0	0	0	0.00000	0.00000
f) Insurance Companies	0	3936	3936	0.01706	0	3936	3936	0.01706	0.00000
g) FII's	48329	200	48529	0.21039	72579	200	72779	0.31552	0.10513
h) Foreign Venture Capital Funds	0	0	0	0.00000	0	0	0	0.00000	0.00000
i) Others (specify)	0	0	0	0.00000	0	0	0	0.00000	0.00000
SUB TOTAL (B)(1):	2139950	12257	2152207	9.33044	1820584	12252	1832836	7.94588	-1.38457
2. Non Institutions									
a) Bodies corporates									
i. Indian	613646	13555	627201	2.71910	634275	9263	643538	2.78992	0.07083
ii. Overseas	0	0	0	0.00000	216246	0	216246	0.93749	0.93749
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakhs	1877263	739592	2616855	11.34483	2101294	708330	2809624	12.18054	0.83571
ii. Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	354380	0	354380	1.53634	211484	0	211484	0.91684	-0.61950
c) Others (specify)									
i. Trusts	6416	0	6416	0.02782	6315	0	6315	0.02738	-0.00044
ii. Non-Resident Indians	137170	10543	147713	0.64038	141791	10130	151921	0.65862	0.01824
iii. Clearing Members	5603	0	5603	0.02429	2392	0	2392	0.01037	-0.01392
iv. Hindu Undivided Families	86917	0	86917	0.37681	122936	0	122936	0.53296	0.15615
SUB TOTAL (B)(2):	3081395	763690	3845085	16.66956	3436733	727723	4164456	18.05412	1.38457
Total Public Shareholding (B)= (B)(1)+(B)(2)	5221345	775947	5997292	26.00000	5257317	739975	5997292	26.00000	0.00000
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	0	0	0	0.00000	0	0	0	0.00000	0.00000
Grand Total (A+B+C)	22290560	775947	23066507	100.00000	22326532	739975	23066507	100.00000	0.00000

(ii) Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the Beginning of the Financial Year (January 01, 2015)			Shareholding at the End of the Financial Year (March 31, 2016)			% Change in Shareholding During the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged Encumbered to Total Shares	
1	Goodyear Orient Company (Private) Limited	17069215	74.00000	0	17069215	74.00000	0	0.00000
	Total	17069215	74.00000	0	17069215	74.00000	0	0.00000

(iii) Change in the Promoter's Shareholding

S. No.	Shareholder's Name	Shareholding at the Beginning of the Financial Year (January 01, 2015)		Cumulative Shareholding During the Financial Year (January 01, 2015 to March 31, 2016)	
		No. of Shares	% of Total Shares of the Company	No of shares	% of Total Shares of the Company
1	Goodyear Orient Company (Private) Limited				
	At the beginning of the Financial Year	17069215	74.0000	17069215	74.00000
	Date wise increase/decrease in Promoters Shareholding during the Financial year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the end of the Financial Year	17069215	74.00000	17069215	74.00000

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the Financial Year (01/01/2015) to (31/03/2016)	
		No of shares at the beginning of Financial Year (01/01/2015)/ end of the Financial Year (31/03/2016)	%age of the total shares of the Company				No. of Shares	% of the total shares of the Company
1	SBI Magnum Balanced Fund*	1976590	8.57	17/04/2015	-126590	Sale	1850000	8.02
				24/04/2015	-50000	Sale	1800000	7.8
				08/05/2015	-59543	Sale	1740457	7.55
				21/08/2015	-28503	Sale	1711954	7.42
				18/09/2015	-3351	Sale	1708603	7.41
				25/09/2015	-30810	Sale	1677793	7.27
				02/10/2015	-8018	Sale	1669775	7.24
				09/10/2015	-4291	Sale	1665484	7.22
				23/10/2015	-15096	Sale	1650388	7.15
				30/10/2015	-50388	Sale	1600000	6.94
		1600000	6.94	31/03/2016			1600000	6.94
2	Pinebridge Investments Gf Mauritius Limited#	0	0	30/10/2015	100000	Purchase	100000	0.43
				19/02/2016	44659	Purchase	144659	0.63
		144659	0.63	31/03/2016			144659	0.63

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) contd....

S. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the Financial Year (01/01/2015) to (31/03/2016)	
		No of shares at the beginning of Financial Year (01/01/2015)/ end of the Financial Year (31/03/2016)	%age of the total shares of the Company				No. of Shares	% of the total shares of the Company
3	Globe Capital Market Ltd*	101816	0.44	09/01/2015	-598	Sale	101218	0.44
				16/01/2015	240	Purchase	101458	0.44
				23/01/2015	240	Purchase	101698	0.44
				30/01/2015	-25	Sale	101673	0.44
				06/02/2015	-8	Sale	101665	0.44
				13/02/2015	-117	Sale	101548	0.44
				20/02/2015	6323	Purchase	107871	0.47
				27/02/2015	-10891	Sale	96980	0.42
				06/03/2015	25120	Purchase	122100	0.53
				13/03/2015	3840	Purchase	125940	0.55
				20/03/2015	4125	Purchase	130065	0.56
				31/03/2015	1204	Purchase	131269	0.57
				10/04/2015	-2860	Sale	128409	0.56
				17/04/2015	-15736	Sale	112673	0.49
				24/04/2015	-20501	Sale	92172	0.4
				08/05/2015	-119	Sale	92053	0.4
				15/05/2015	84	Purchase	92137	0.4
				22/05/2015	144	Purchase	92281	0.4
				29/05/2015	-5	Sale	92276	0.4
				12/06/2015	3066	Purchase	95342	0.41
				19/06/2015	9979	Purchase	105321	0.46
				26/06/2015	-76	Sale	105245	0.46
				30/06/2015	-1	Sale	105244	0.46
				03/07/2015	-20	Sale	105224	0.46
				10/07/2015	85	Purchase	105309	0.46
				17/07/2015	-90	Sale	105219	0.46
				24/07/2015	705	Purchase	105924	0.46
				31/07/2015	3830	Purchase	109754	0.48
				07/08/2015	-9213	Sale	100541	0.44
				14/08/2015	75	Purchase	100616	0.44
				21/08/2015	655	Purchase	101271	0.44
				28/08/2015	-111	Sale	101160	0.44
				04/09/2015	155	Purchase	101315	0.44
				11/09/2015	140	Purchase	101455	0.44
				18/09/2015	601	Purchase	102056	0.44
				25/09/2015	14199	Purchase	116255	0.5
				30/09/2015	7290	Purchase	123545	0.54
				02/10/2015	5352	Purchase	128897	0.56
				09/10/2015	5462	Purchase	134359	0.58
				16/10/2015	3185	Purchase	137544	0.6
				23/10/2015	-30	Sale	137514	0.6

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) contd....

S. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the Financial Year (01/01/2015) to (31/03/2016)	
		No of shares at the beginning of Financial Year (01/01/2015)/ end of the Financial Year (31/03/2016)	%age of the total shares of the Company				No. of Shares	% of the total shares of the Company
				30/10/2015	-202	Sale	137312	0.6
				06/11/2015	1812	Purchase	139124	0.6
				13/11/2015	15	Purchase	139139	0.6
				20/11/2015	-141	Sale	138998	0.6
				27/11/2015	200	Purchase	139198	0.6
				04/12/2015	1500	Purchase	140698	0.61
				11/12/2015	125	Purchase	140823	0.61
				31/12/2015	-82	Sale	140741	0.61
				08/01/2016	4085	Purchase	144826	0.63
				15/01/2016	383	Purchase	145209	0.63
				05/02/2016	-230	Sale	144979	0.63
				19/02/2016	30	Purchase	145009	0.63
				04/03/2016	-7528	Sale	137481	0.6
				11/03/2016	-500	Sale	136981	0.59
				25/03/2016	-7	Sale	136974	0.59
				31/03/2016	-237	Sale	136737	0.59
		136737	0.59	31/03/2016			136737	0.59
4	Sundaram Mutual Fund A/C Sundaram Select Micro Cap Series IV*	91008	0.39	Nil movement during the financial year				
		91008	0.39					
5	Swiss Finance Corporation (Mauritius) Limited*	30930	0.13	17/04/2015	-2500	Sale	28430	0.12
				24/04/2015	-4000	Sale	24430	0.11
				04/12/2015	1402	Purchase	25832	0.11
				11/12/2015	2500	Purchase	28332	0.12
				31/12/2015	575	Purchase	28907	0.13
				08/01/2016	9393	Purchase	38300	0.17
				15/01/2016	7373	Purchase	45673	0.2
				22/01/2016	4662	Purchase	50335	0.22
				29/01/2016	2795	Purchase	53130	0.23
				12/02/2016	3069	Purchase	56199	0.24
				26/02/2016	1390	Purchase	57589	0.25
				11/03/2016	396	Purchase	57985	0.25
				18/03/2016	4000	Purchase	61985	0.27
				31/03/2016	4323	Purchase	66308	0.29
		66308	0.29	31/03/2016			66308	0.29
6	Ghanshyam Kalwani*	64799	0.28	Nil movement during the financial year				
		64799	0.28					

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) contd....

S. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the Financial Year (01/01/2015) to (31/03/2016)	
		No of shares at the beginning of Financial Year (01/01/2015)/ end of the Financial Year (31/03/2016)	%age of the total shares of the Company				No. of Shares	% of the total shares of the Company
7	Pragya Mercantile Pvt Ltd#	0	0	21/08/2015	55000	Purchase	55000	0.24
				28/08/2015	4518	Purchase	59518	0.26
				04/09/2015	1982	Purchase	61500	0.27
				18/09/2015	9000	Purchase	70500	0.31
				04/12/2015	-16500	Sale	54000	0.23
		54000	0.23	31/03/2016			54000	0.23
8	IDBIMF - Diversified Equity Fund Operative A/C#	17000	0.07	13/02/2015	1742	Purchase	18742	0.08
				27/02/2015	1258	Purchase	20000	0.09
				25/09/2015	25000	Purchase	45000	0.2
		45000	0.2	31/03/2016			45000	0.2
9	Labrador Partners L.P.#	0	0	31/03/2015	10157	Purchase	10157	0.04
				10/04/2015	3029	Purchase	13186	0.06
				17/04/2015	7432	Purchase	20618	0.09
				24/04/2015	5996	Purchase	26614	0.12
				28/08/2015	6167	Purchase	32781	0.14
		32781	0.14	31/03/2016			32781	0.14
10	Dharam Chand Baheti*	31300	0.14	Nil movement during the financial year				
		31300	0.14					
11	Monet Securities Private Ltd@	32228	0.14	30/09/2015	-3972	Sale	28256	0.12
		28256	0.12	31/03/2016			28256	0.12
12	Laurel Securities Pvt. Ltd.@	26500	0.11	Nil movement during the financial year				
		26500	0.11					
13	KIMI Business Investments Advisors LLP@	25427	0.11	Nil movement during the financial year				
		25427	0.11					
14	Harsukhlal Mohanlal Punatar@	23500	0.1	Nil movement during the financial year				
		23500	0.1					

Note: Shareholding is consolidated based on the permanent account number (PAN) of the shareholders.

* Top 10 shareholder on both January 1, 2015 and March 31, 2016

Top 10 shareholder on March 31, 2016

@ Top 10 shareholder on January 01, 2015

(v) Shareholding of Directors and Key Managerial Personnel

NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year (January 01, 2015)	NIL			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the Financial Year				
Additions				
Reduction				
Net Change				
Indebtedness at the end of the Financial Year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs)

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Rajeev Anand	Yashwant Singh Yadav	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	52568874	27703348	80272222
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	811575	730506	1542080
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit	0	0	0
5	Others, (PF, MSPE, Insurance and Provision for Gratuity and Leave Encashment)	2731415	1144491	3875906
	Total (A)	56111864	29578345	85690208
	Celling as per the Act (10% of Net Profit)	1,974.75 Lakhs		

B. Remuneration to Other Directors:

(Amount in Rs)

S. No.	Particulars of Remuneration	Name of the Director						Total Amount (in Rs)
		Christopher Raymond Delaney	James Constantine Venizelos	Ravi Vira Gupta	C Dasgupta	Sudha Ravi	Daniel Lawrence Smytka	
1	Independent Directors							
	Fee for attending Board/Committee meeting	0	0	950000	650000	800000	0	2400000
	Commission	0	0	0	0	0	0	0
	Others	0	0	0	0	0	0	0
	Total (1)	0	0	950000	650000	800000	0	2400000
2	Other Non Executive Directors	0	0	0	0	0	0	0
	Fee for attending Board/Committee meeting.	0	0	0	0	0	0	0
	Commission	0	0	0	0	0	0	0
	Others	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	0	0
	Total (B) = (1+2)	0	0	950000	650000	800000	0	2400000
	Total Managerial Remuneration (A+B)*							88090208
	Overall Ceiling as per the Act (10% Net Profit of A and 1% Net Profit of B)	2,172.23 Lakhs						

*In terms of Section 197(2) of the Companies Act, 2013, Sitting Fee for attending Board/Committee Meeting(s) amounting to Rs 24,00,000/- does not form part of Overall Managerial remuneration as per Section 197(1) of the Companies Act, 2013.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount (in Rs.)
		CEO	Company Secretary	Chief Financial Officer		
			Pankaj Gupta	Leopoldo Estefano Maggiolo Gonzalez (effective August 13, 2015)	Mark Chandran Ravunni (till August 12, 2015)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	Not Applicable	11240017	31788597	9572857	52601471
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		446578	6110276	5082041	66631395
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		0	0	0	0
2	Stock option		0	0	0	0
3	Sweat Equity		0	0	0	0
4	Commission as % of profit		0	0	0	0
5	Others, Employers Pay (PF and TDS)		0	20254443	14752335	35006778
	Total (A)		11686595	58153316	29407233	99247144

VII. PENALTIES / PUNISHMENT /COMPOUNDING OF OFFENCES

None

On behalf of the Board of Directors

May 30, 2016
New Delhi

Christopher Raymond Delaney
(Chairman)
DIN: 07348894

Rajeev Anand
(Vice Chairman & Managing Director)
DIN:02519876



FORM NO. MR-3 SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GOODYEAR INDIA LIMITED
CIN: L25111HR1961PLC008578
Mathura Road, Ballabgarh Faridabad,
Haryana – 121 004, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GOODYEAR INDIA LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period of 15 months (from January 1, 2015 to March 31, 2016) covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
- (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
- (g) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008- **Not Applicable**
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (i) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009- **Not Applicable**
- (j) The Securities and Exchange Board of India (Buy back of securities) Regulations, 1998- **Not Applicable**
- (vi) The Company has identified following laws specifically applicable on the Company: -
 - (a) The Industrial (Development and Regulation) Act, 1951;
 - (b) The Rubber Act, 1947.

We have also examined compliance with the applicable clauses of the following: -

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc mentioned above.

We further report that:

The Board of Directors of the Company has been duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For V. K. Chaudhary & Co.
(Company Secretaries)

Vineet K Chaudhary
FCS No.5327
C P No.4548

Date: May 30, 2016
Place: New Delhi

Notes:

1. This report is to be read with our letter of even date which is annexed as 'Annexure -A' and forms an integral part of this report.
2. Ministry of Corporate Affairs (MCA) portal reflects charge in favour of Bank of America NT & SA ("Bank"), vide Charge ID 90045013, dated 12/08/1981 amounting to INR 25,000,000/-. The Management has represented that all dues to Bank have been paid and Company has taken adequate steps for satisfaction of this charge and the matter is pending with Registrar of Companies.
3. During the Financial Year, the Company in its normal course of business has created lien on the Fixed Deposits (5 in numbers amounting to INR 93,00,970/-) and in this regard management represented that effective steps have been initiated by the Company for undertaking necessary actions in compliance of applicable laws.
4. The backup of the books of accounts and other papers maintained in electronic mode has been maintained by the Company on server located outside India. As informed by the management, going with the implementation difficulties of the Rule 3 of Companies (Accounts) Rules, 2014, it has submitted the detailed representation with the appropriate authorities and subsequently on the recommendations of Company Law Committee constituted by the Ministry of Corporate Affairs, necessary amendment in the said Rule have also been proposed.

'Annexure - A'

To,
The Members,
GOODYEAR INDIA LIMITED
CIN: L25111HR1961PLC008578
Mathura Road, Ballabgarh Faridabad,
Haryana – 121 004, India

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. Further, our verification to the compliance of the laws applicable specifically to the Company are limited to test check on random basis without going into the detailed technical scrutiny.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For V. K. Chaudhary & Co.
(Company Secretaries)

Vineet K Chaudhary
FCS No.5327
C P N.4548

Date: - May 30, 2016
Place: - New Delhi



Report on Corporate Governance as on March 31, 2016

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE AND CODE OF CONDUCT

(a) Company's Philosophy on Code of Governance

Goodyear India Limited ("the Company") is a subsidiary of the Goodyear Orient Company (Private) Limited, Singapore ("GOCPL") effective November 29, 2011, which is 100% subsidiary of The Goodyear Tire & Rubber Company, Akron ("GTRC") and hence, GTRC became the Ultimate Holding Company. The Company's Corporate Philosophy has been strengthened through a manual titled 'Goodyear Business Conduct Manual' for GTRC global operations. The Business Conduct Manual is designed to help associates understand Company's commitment to follow highest ethical and legal standards in doing business and to act with honesty, integrity and fairness to protect the business and Company's good name. The core elements, inter-alia, include to act with honesty, integrity and respect; attract, develop, motivate and retain the best team of associates; drive an efficient, aligned and effective organization; earn and build long lasting relationships with customers, consumers, business

partners and exceed their expectations; and create a sustainable business model that consistently delivers a strong return on investments.

(b) Code of Conduct

In terms of the requirement of Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015 ("LODR Regulations 2015") (earlier Clause 49(II)(E) of the Listing Agreement) & Section 149(8) read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Company, in line with the Corporate Philosophy, laid down the Code of Conduct ("Code") for all Board Members and Senior Management of the Company. The Code is displayed at the Company's website www.goodyear.co.in (in investor relations section). As required, a declaration duly signed by the Vice Chairman & Managing Director regarding affirmation of compliance with the Code of Conduct is attached as "Appendix-A".

2. BOARD OF DIRECTORS

- (i) Composition and category of the Board of Directors of the Company as on March 31, 2016 is given below:

Name and Designation	Category (i.e. Promoter, Executive, Non-Executive, Independent Non-Executive, Nominee Director)	Number of Board Meetings of the Company		*Number of other Boards in which he / she is a Director or Chairperson	**Number of other Board Committee(s) in which he / she is a Member or Chairperson	Attendance at the last AGM (held on 26 th June 2015)
		Held during the Financial Year (15 months i.e. Jan 01, 2015 to March 31, 2016)	Attended during the Financial Year			
Christopher Raymond Delaney, Chairman (appointed w.e.f. January 01, 2016)	Non-Executive	8 (1 during his tenure)	1	None	None	NOT APPLICABLE
James Constantine Venizelos*** (Alternate Director to Christopher Raymond Delaney, Chairman)	Non-Executive			None	None	
Rajeev Anand, Vice Chairman & Managing Director	Executive	8	8	None	None	YES
Yashwant Singh Yadav, Director- HR & Corporate Affairs	Executive	8	7	None	None	NO
Ravi Vira Gupta, Director	Independent Non-Executive	8	8	5	4 (including 2 as chairman)	YES
C Dasgupta, Director	Independent Non-Executive	8	5	None	None	YES
Sudha Ravi Director	Independent Non-Executive	8	7	1	1	YES
Ceased to be Director						
Daniel Lawrence Smytka (resigned w.e.f. close of business hours on December 31, 2015)	Non-Executive	8 (7 during his tenure)	1	NOT APPLICABLE	NOT APPLICABLE	NO
James Constantine Venizelos*** (Alternate Director to Daniel Lawrence Smytka)	Non-Executive		1	NOT APPLICABLE	NOT APPLICABLE	NO

* Excluding interest in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

** Includes Chairmanship / membership of the Audit Committee and the Stakeholders' Relationship Committee only.

*** Mr James Constantine Venizelos was appointed as an Alternate Director to Mr Daniel Lawrence Smytka effective August 13, 2015 and ceased to be director w.e.f. close of business hours on December 31, 2015 on resignation of Mr Smytka. Thereafter, Mr James Constantine Venizelos has been appointed as an Alternate Director to Mr Christopher Raymond Delaney w.e.f. February 05, 2016.

- (ii) During the Financial Year 2015-16 (15 months) Board met 8 (eight) times on January 16, 2015, February 23, 2015, February 27, 2015, May 07, 2015, June 26, 2015, August 12, 2015, November 5, 2015 and February 05, 2016.
- (iii) In addition to the above, a separate meeting of the Independent Directors of the Company was held on December 30, 2015 to discuss the agenda item as prescribed under applicable laws. The Meeting was attended by all the Independent Directors i.e. Mr RV Gupta, and Mr C. Dasgupta and Ms Sudha Ravi.
- (iv) Terms and Conditions of appointment of Independent Director(s) is available at the Company's website at www.goodyear.co.in (in investor relations section).

3. AUDIT COMMITTEE

The constituted Audit Committee has the terms and roles as specified in Regulation 18 of LODR Regulations 2015 and Section 177 of the Companies Act, 2013. The role of the Audit Committee inter alia includes the following (i) Oversight of the Company's financial reporting process and disclosure of financial information's (ii) Recommendation to the Board of appointment, remuneration etc. of Auditors (iii) Review of financial statement and Auditor's Report (iv) Discussion with statutory Auditors of the Company about their findings, observations, suggestions, scope of audit etc. (v) Review of internal control systems and accounting policies followed by the Company (vi) Review of the financial statements with the management before their submission to the Board for approval etc. In addition to the above, Audit Committee carries out all such other functions as provided under applicable laws and specified by the Board of Directors from time to time.

The current Audit Committee of your Company consists of four Directors namely Mr Ravi Vira Gupta, Mr C Dasgupta and Ms Sudha Ravi (Independent Directors) and Mr Rajeev Anand, Vice Chairman & Managing Director (Executive Director). Members of the Audit Committee possess financial / accounting expertise / exposure.

Mr Ravi Vira Gupta, an Independent Non-Executive Director is the Chairman of the Audit Committee. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

During the Financial Year 2015-16 (15 months), 6 (six) Audit Committee meetings were held on February 27, 2015, May 07, 2015, June 26, 2015, August 12, 2015 and November 05, 2015 and February 05, 2016.

Attendance at Audit Committee Meetings:

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Mr Ravi Vira Gupta	6	6
Mr C Dasgupta	6	4
Ms Sudha Ravi	6	5
Mr Rajeev Anand	6	6

4. NOMINATION AND REMUNERATION COMMITTEE (NRC)

As per Section 178 of the Companies Act, 2013 and rules made thereunder and Regulation 19 of the LODR Regulations 2015, the Company has a duly constituted Nomination and Remuneration Committee's ("NRC"). The terms of reference of the NRC inter alia, includes the following: (i) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning; (ii) Aligning Key Executive and Board remuneration with the longer term interests of the Company and its Shareholders; (iii) Ensuring a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board; (iv) Monitoring and reviewing Board Evaluation framework; (v) Direct access to the officers and advisors, both external and internal, and to have authority to seek external independent professional advice, as it may need from time to time, for the effective implementation of its responsibilities. In addition to the above, NRC will carry out all such other functions as provided under applicable laws and specified by the Board of Directors from time to time.

The current NRC of your Company consists of three Directors, namely, Ms Sudha Ravi & Mr Ravi Vira Gupta, Independent Directors(s) and Mr Christopher Raymond Delaney, Non – Executive Director.

Ms Sudha Ravi, an Independent Non-Executive Director is the Chairperson of the Committee. The Company Secretary of the Company acts as the Secretary of the Committee.

During the Financial Year 2015-16 (15 months), 2 (two) NRC meetings were held on February 23, 2015 and August 12, 2015.

Attendance at Nomination and Remuneration Committee:

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Ms Sudha Ravi	2	2
Mr Ravi Vira Gupta	2	2
Mr Christopher Raymond Delaney (appointed w.e.f. from January 01, 2016)	2 (no meeting was held after his appointment)	None
Ceased to be a member		
Mr Daniel Lawrence Smytka (resigned w.e.f. close of business hours on December 31, 2015)	2	1
James Constantine Venizelos (Alternate Director to Daniel Lawrence Smytka)		

In accordance with the provisions of Section 178(3) of the Companies Act 2013 and Regulation 19 of LODR Regulations 2015 [earlier Clause 49(IV)(B)(1) of the Listing Agreement], the Company has put in place the Nomination

and Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company ("NRC Policy"). Some of the indicators/criteria for appointment of Directors, Key Managerial Personnel and Senior Management includes criteria for determining qualifications (educational, expertise etc.), positive attributes (personal qualities & characteristics, reputation etc.) and independence of a Director as well as a policy on Board Diversity.

The remuneration policy for the whole time Director/Managing Director, Key Managerial Personnel and Senior Management of the Company is based on the broad principles of remuneration i.e. a portion of remuneration is paid on fixed basis and the remaining portion of the remuneration is variable which is linked with the financial performance of the Company.

The Board in consultation with NRC annually evaluates the performance of the Board of Directors (including Committees thereof) as a whole and also of individual Directors, including Independent Directors. As an evaluation methodology, the

Board in consultation NRC devised a questionnaire based "Annual Evaluation Framework" for the Board, Committee(s) & Director(s) for the Financial Year 2015-16 (15 Months). Some of the indicators/criteria based on which (i) Board and Committee(s) are evaluated are structure & composition, contribution, understanding of roles and responsibilities, appropriateness of meetings, effective communication with stakeholders etc. and (ii) the Directors (including Independent Directors) are evaluated are personal qualities, characteristics, substantial business/ professional experience, experience and stature, ability and willingness to devote time etc.

In the said, "Annual Evaluation Framework", the feedback was sought from each Director on a scale of 3 and thereafter, a summary of Performance Evaluation Report compiled by the Company Secretary was reviewed and noted by the Board.

Remuneration of Directors

The details of remuneration paid to all the Directors are as under:

(Rs. in Lakhs)

S. No.	Details	Rajeev Anand Vice Chairman & Managing Director	Yashwant Singh Yadav Wholetime Director
	Service Contract Valid Up To (Terminable by giving 90 days notice from either side)	February 19, 2019	October 31, 2015 and then reappointed effective November 1, 2015 valid till August 31, 2018*
	Period	Jan 01, 2015 to Mar 31, 2016	Jan 01, 2015 to Mar 31, 2016
1.	Monthly Salary, HRA and Special Allowance	14.23	9.80
2.	Others Payment including Performance Bonus	347.81	148.83

* Reappointment and remuneration effective November 1, 2015 approved by the Board of Directors in its meeting held on August 12, 2015, subject to approval of shareholders in the forthcoming Annual General Meeting.

Note: No severance fee is payable to any Director.

Benefits: The benefits extended to each of the whole time Directors, inter-alia, include the following:

Personal Accident Insurance (premium not to exceed Rs. 0.05 lakhs per annum), a Club fee (fee of one club), 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 and telephone at residence (personal long distance calls on telephone and use of car for private purpose shall be billed by the Company), House Rent Allowance/ Leased Accommodation (restricted to 60% of the basic salary). Mr Yashwant Singh Yadav entitled for Personal Driver Salary Reimbursement not exceeding Rs 2.75 lakhs in a year. Mr Rajeev Anand entitled for Reimbursement of Personal Driver Salary and Reimbursement of running and maintenance of personal car not exceeding Rs 3.5 lakhs in a year. In case of Mr Anand, the entitlement on expenditure on gas, electricity and water on actual shall be up to Rs. 4.29 lakhs in a year.

In case of Mr Yadav, the entitlement on expenditure on gas, electricity and water on actual up to Rs. 3.22 lakhs in a year.

Contribution to Provident Fund & Superannuation Fund in case of Mr Anand and Contribution to Provident Fund in case of Mr Yashwant Singh Yadav (as per the applicable laws), Recreation/holiday trip ("Holiday Trip") once in a year for self and family (in accordance with the rules of the Company. In case of Mr Anand, Holiday Trip up to Rs. 2.5 lakhs in a year or Rs. 5 lakhs in a block of two years and in case of Mr Yadav, Holiday Trip up to Rs. 2.5 lakhs in a year or Rs. 5 lakhs in a block of two years.

Gratuity as per applicable laws and rules of the Company and encashment of leave as per the rules of the Company. The remuneration paid during the Financial Year 2015-16, is within the limits specified in Schedule V of the Companies Act, 2013 (as amended) and has due approval from the Board of Directors of the Company. A reference, to remuneration paid to the directors and key managerial personnel under Note 31 of the notes to the financial statements of the Company for the year ended March 31, 2016 can also be made for the remuneration details.

There is no Stock Option Scheme of the Company for any Director (Executive/ Non- Executive).

The Independent Non-Executive Directors are paid sitting fee of INR 50,000/- per meeting (Board/Committee) (service tax paid extra) for attending the Board/Committees as well as the travelling/conveyance expenses and reimbursement of expenses, if any, incurred for participating/ attending the Company's meetings.

There has been no pecuniary relationship or business transaction by the Company with any Non-Executive Directors except above.

As per Section 149(7) of the Companies Act, 2013, the Company has received declaration of independence from all the Independent Directors as on March 31, 2016.

Non-Executive Directors of the Company do not hold any shares in the Company.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

In compliance of Section 178 of the Companies Act, 2013, rules made thereunder and Regulation 20 of LODR Regulations 2015 (earlier Clause 49 (VIII)(E)(4) of the revised Listing agreement) the Company has a duly constituted Stakeholders' Relationship Committee ("SRC").

The current Stakeholders' Relationship Committee of your Company consists of Mr C Dasgupta, Mr R V Gupta and Ms Sudha Ravi, Independent Director(s) and Mr Yashwant Singh Yadav, Director - HR & Corporate Affairs.

Mr C. Dasgupta, an Independent Non-Executive Director is the Chairman of the SRC and the Company Secretary of the Company act as the Secretary of the SRC.

During the Financial Year 2015-16 (15 months), 2 (two) SRC meetings has been held on June 26, 2015 and February 05, 2016.

Attendance at Stakeholders' Relationship Committee (SRC) Meetings:

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Mr C Dasgupta	2	2
Mr R V Gupta	2	2
Ms Sudha Ravi	2	1
Mr Yashwant Singh Yadav	2	1

M/s Skyline Financial Services Private Limited, New Delhi, is the Registrar & Share Transfer Agent of the Company. Mr Pankaj Gupta, Company Secretary is the Compliance Officer of the Company.

During the Financial Year 2015-16 (15 months), 4 (Four) complaints were received and all of which have duly been resolved to the satisfaction of the shareholders. There were no pending complaints as of March 31, 2016.

6. Corporate Social Responsibility (CSR) Committee

The Company has a duly constituted Corporate Social Responsibility ("CSR") Committee as per the requirement of

Section 135 of the Companies Act 2013. The CSR Committee of your company consists of three Directors namely Mr Rajeev Anand, Vice Chairman & Managing Director, Mr Yashwant Singh Yadav, Director – HR & Corporate Affairs and Mr C Dasgupta, an Independent Director.

Mr Rajeev Anand, Vice Chairman & Managing Director, is the Chairman of the CSR Committee. The Company Secretary of the Company acts as the Secretary of the Committee.

During the Financial Year 2015-16 (15 months), one CSR Committee Meeting was held on November 05, 2015

Attendance at CSR Committee Meeting(s):

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Mr Rajeev Anand	1	1
Mr C Dasgupta	1	1
Mr Yashwant Singh Yadav	1	1

The CSR Committee has adopted a policy the objective of which is to increasingly contribute to activities that are beneficial to the society and community at large, chart out a mechanism for undertaking CSR Activities, engage with Company's key stakeholders in matters related to CSR Activities and align/ sync the activities undertaken by the Company with the applicable laws. The CSR policy of the Company is available on our website, www.goodyear.co.in (in investor relations section)

7. GENERAL BODY MEETINGS

(a) Location and time where the last three Annual General Meetings ("AGM") were held is as under:

Meeting	Venue	Date	Time
54 th AGM	Magpie Tourism Complex Sector-16A, Faridabad-121002, Haryana	June 26, 2015	11:30 A.M.
53 rd AGM	Magpie Tourism Complex Sector-16A, Faridabad-121002, Haryana	May 15, 2014	12.00 P.M
52 nd AGM	Magpie Tourism Complex Sector-16A, Faridabad-121002, Haryana	June 7, 2013	3:30 P.M.

(b) Special Resolution passed at the last three Annual General Meetings:

Date of AGM	Description of Special Resolution(s)
June 26, 2015	(i) Special Resolution for the approval of the Off-Take Agreement ("Contract") with M/s Goodyear South Asia Tyres Private Limited, and the transactions undertaken thereunder on and from October 1, 2014 onwards.

May 15, 2014	(i)	Revision in remuneration of Mr Rajeev Anand, Vice Chairman & Managing Director of the Company with effect from May 1, 2013.
	(ii)	Revision in remuneration of Mr Yashwant Singh Yadav, Director – HR & Corporate Affairs of the Company with effect from May 1, 2013.
	(iii)	Re-appointment of Mr Rajeev Anand as Vice Chairman & Managing Director of the Company with effect from February 20, 2014.
	(iv)	Revision in remuneration of Mr Rajeev Anand as Vice Chairman & Managing Director of the Company with effect from February 20, 2014.
	(v)	Post facto approval in terms of Central Government approval for 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 Goodyear South Asia Tyres Private Limited.

	(vi)	Post facto approval in terms of Central Government approval for 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.
June 7, 2013	(i)	Revision in remuneration of Mr Rajeev Anand, Wholtime Managing Director w.e.f. May 1, 2013.
	(ii)	Revision in remuneration of Mr Yashwant Singh Yadav, Wholtime Director w.e.f. May 1, 2013.
	(iii)	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.

(c) The Company has passed the following resolutions through postal ballot process during the Financial Year 2015-16 (15 months):

Resolution No.	Type of Resolution	Purpose	Votes in favour of resolution		Votes against the resolution	
			No. of votes	% to total votes polled	No. of votes	% to total votes polled
1	Special Resolution	Approval of remuneration of Mr Rajeev Anand, Vice Chairman & Managing Director effective May 1, 2014	19190733	99.88	22458	0.12
2	Special Resolution	Approval of remuneration of Mr Yashwant Singh Yadav, Director- HR & Corporate Affairs effective May 1, 2014	19181988	99.88	23551	0.12
3	Ordinary Resolution	Appointment of Ms Sudha Ravi as an Independent Director for a tenure of 5 years effective June 7, 2014	19203264	99.99	2546	0.01
4	Special Resolution	Amendments to the Articles of Association of the Company	19204112	99.99	1757	0.01
5	Ordinary Resolution	Appointment of Mr Ravi Vira Gupta as an Independent Director for a tenure of 3 years effective March 12, 2015	17226713	89.70	1979136	10.30
6	Ordinary Resolution	Appointment of Mr Chandrashekhar Dasgupta as an Independent Director for a tenure of 5 years effective March 12, 2015	17226621	89.69	1979236	10.31

Board of Directors in its meeting held on January 16, 2015 approved the Postal Ballot Notice which was dispatched to the shareholders on February 3, 2015. The voting was remained open from February 4, 2015 (9.30 AM) to March 5, 2015 (6.00 PM) and the result of the Postal Ballot was declared on March 12, 2015. The Board of Directors appointed Mr Chetan Gupta,

Practicing Company Secretary (CP No. 7077) & Partner in APAC & Associates as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Company has also offered e-voting facility to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

8. DISCLOSURES

- (a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

In compliance of applicable laws, your company has formulated a policy on materiality and dealing with related party transactions and details of the policy is available on the website of the Company at http://goodyear.co.in/wp-content/uploads/RPT_Policy_2014.pdf.

The Company, in its normal course of business, undertakes sale/ purchase/service transactions with Goodyear South Asia Tyres Private Limited ("GSATPL"), pursuant to an offtake agreement. The current offtake agreement is in force with effect from July 1, 2014, in terms of approval of the Audit Committee & Board of Directors dated July 30, 2014 and Minority Shareholders dated June 26, 2015.

During the Financial Year 2015-16, Mr Rajeev Anand, Wholtime Managing Director of your Company was also on the Board of GSATPL.

The above related party transactions undertaken during the Financial Year did not have conflict with the interests of the Company at large.

The disclosure of transactions with the related parties per Accounting Standard 18 is appearing in Note 31 of the notes to financial statements with the Company for the Financial Year ended March 31, 2016 (15 months).

- (b) Details of non-compliance, penalties, strictures by stock exchanges or Securities & Exchange Board of India ("SEBI") or any statutory authority, on any matter related to the capital markets during last three years:

None

- (c) Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel has been denied access to the Audit Committee:

The Business Conduct Manual of GTRC applicable for global operations including your Company, a copy of which is accessible to associates of the Company, inter-alia provides that associates can anonymously report violations by calling on the toll free number mentioned therein. In compliance with applicable provisions of the Companies Act, 2013, rules made thereunder and applicable provisions of LODR Regulations 2015, the Board of Directors of your Company had approved the Vigil Mechanism (including Whistle Blower Mechanism / Policy). The details of which are appearing on the website www.goodyear.co.in (in investor relations section). It is also affirmed that no personnel have been denied access to the Audit Committee.

- (d) Details of compliance with mandatory requirements and adoption of non-mandatory requirements as specified in specified in Part E of Schedule II of LODR Regulations 2015:

The Company had duly complied with all the mandatory requirements under Chapter IV of the LODR Regulations 2015. The Company had not adopted the non-mandatory (discretionary) requirements as mentioned in Part E of Schedule II of the LODR Regulations 2015 except that the Company has separate post for the Chairman as well as the Managing Director and that the Internal Auditor reports directly to the Audit Committee.

- (e) Web link where policy for determining 'material' subsidiaries and policy for dealing related party transactions.

Since the Company has no subsidiary, policy for determining material subsidiary is not applicable and this fact is disclosed on the website of the Company at www.goodyear.co.in (in investor relations section).

Policy for dealing Related Party Transactions can be accessed at: http://goodyear.co.in/wp-content/uploads/RPT_Policy_2014.pdf.

- (f) Disclosure of commodity price risks and commodity hedging activities

None

- (g) Disclosure of compliance with Corporate Governance Requirements

The Company has duly complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of LODR Regulations 2015.

- (h) Inter-se relationship between Directors of the Company

None

- (i) Disclosure of Accounting Treatment

Accounting has been done in accordance with applicable accounting standards. There has been no change in Accounting Policies of the Company during the Financial Year 2015-16 from the last Financial Year 2014. The present Financial Year of the Company is of 15 months commenced from January 1, 2015 to March 31, 2016 and thus the financial statements have been prepared for a period of 15 months.

9. MEANS OF COMMUNICATION

The Company provides unaudited as well as audited financial results to the stock exchanges immediately after being approved by the Board. The quarterly, half yearly and annual results of the Company are published in one English daily newspaper (The Financial Express) and one Hindi newspaper (Jan Satta).

The Company's shareholding pattern, financial results, Code of Conduct, AGM Notice, Annual Reports, details of unclaimed dividends under the head - Investor Education Protection Fund ("IEPF"), Corporate Governance Reports, Corporate Social Responsibility Policy, Details of familiarization programmes for Independent Directors, Vigil Mechanism (including Whistle Blower Mechanism / Policy), Terms and Conditions for appointment of an Independent Director, Policy on Dealing with Related Party Transactions, Investor Contact details etc. and other information as required under applicable provisions of the Companies Act, 2013 read with rules made thereunder and LODR Regulations 2015 including Regulation 46(2)(n) are being displayed at Company's website www.goodyear.co.in (in investor relations section).

No presentations were made by the Company to the analysts or to the institutional investors.

10. GENERAL SHAREHOLDERS INFORMATION

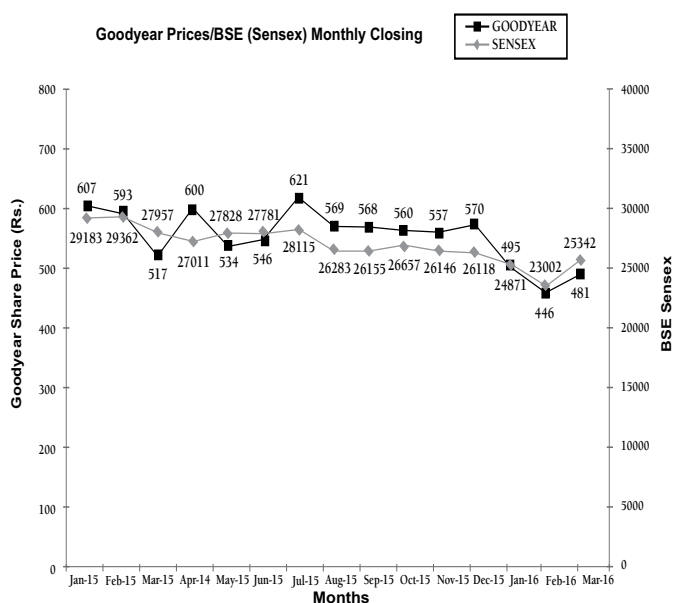
(a)

(i)	AGM: Date, Time and Venue	August 31, 2016, Time 11:30 A.M. at Vibe Hotel by the Lalit, 12/7, Mathura Road, Just After Toll Plaza, Faridabad, Haryana 121 003, India
(ii)	Financial Year	April 01 to March 31 <i>[However, the present Financial Year of the Company is of 15 months commencing from January 1, 2015 to March 31, 2016. The Board of Directors of your Company have in their meeting held on February 27, 2015 approved the change of the Financial Year from (January 1 to December 31) to (April 1 to March 31) in compliance of applicable provisions of the Companies Act 2013, read with rules made thereunder, as amended. In view of the above, for the first year of implementation, the Financial Year has started from January 1, 2015 to March 31, 2016 (i.e. 15 months). The next Financial Year will be from April 1, 2016 to March 31, 2017.]</i>
(iii)	Date of Book Closure	25 th August 2016 to 31 st August 2016 (both days inclusive)
(iv)	Dividend Payment Date	On or after 31st August 2016 but within the statutory time limit of 30 days from the date of AGM.
(v)	Listing on Stock Exchanges	BSE Limited (BSE) Phiroze Jeejeebhoy Tower Dalal Street, Mumbai-400 001. It is hereby confirmed that Listing fees up to Financial Year 2015-2016 (March 31, 2016) paid.
(vi)	Stock Code	BSE- 500168

(b) Market Price Data: High, Low on BSE during each month in the last Financial Year 2015-16 (15 months)

	Price per equity share of the face value of Rs.10/- each			Price per equity share of the face value of Rs.10/- each	
MONTH	HIGH	LOW	MONTH	HIGH	LOW
JANUARY	649.80	594.95	SEPTEMBER	603.00	508.00
FEBRUARY	649.75	565.00	OCTOBER	599.00	550.00
MARCH	600.25	505.00	NOVEMBER	585.00	547.25
APRIL	673.75	520.00	DECEMBER	589.75	546.25
MAY	627.75	513.00	JANUARY	580.00	470.00
JUNE	555.00	502.00	FEBRUARY	509.00	443.10
JULY	648.00	532.00	MARCH	495.00	450.20
AUGUST	662.00	530.00			

(c) Performance of Goodyear India Limited ("GIL") share prices in comparison to BSE sensex (Monthly Closing)



(d) Registrar & Share Transfer Agent:

M/s Skyline Financial Services Private Limited,
D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi – 110 020.

Email: admin@skylinerta.com

Phone: +9111-26812682, 83

+9111- 64732681

(e) Share Transfer System

Skyline Financial Services Private Limited, Registrar & Share Transfer Agent ("RTA") of the Company looks after share transfer, transmission, transposition, dematerialization and re-materialization of shares, issue of duplicate share certificates, split and consolidation of shares etc. on regular basis in compliance of various provisions of the laws, as applicable.



(f) Distribution of Shareholding as on March 31, 2016

No. of Shares held	Folios		Shares held	
	Nos.	%	Nos.	%
up to 500	28999	96.43	1724857	7.48
501 – 1000	605	2.01	447947	1.94
1001 - 5000	394	1.31	845585	3.67
5001 - 10000	38	0.13	270316	1.17
10001 and above	38	0.13	19777802	85.74
TOTAL	30074	100.00	23066507	100.00

• Shareholding Pattern as on March 31, 2016

Sl. No.	Description of Investors	No. of Shares	Held % age of Shareholding
1.	Promoters	17069215	74.00
2.	Financial Institutions, Insurance Companies, Bank and Mutual Fund etc.	1760057	7.63
3.	Foreign Institutional Investor	72779	0.32
4.	Private Corporate Bodies	859784	3.73
5.	NRIs/ OCBs	151921	0.66
6.	Indian Public, Trust & HUF*	3152751	13.67
TOTAL		23066507	100.00

* Includes clearing members

(g) Dematerialization of shares and liquidity:

As on March 31, 2016, total 23066507 equity shares of face value of Rupees 10 each are listed at BSE. As on March 31, 2016, 96.79% of the Company's total Share Capital was held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL).

(h) Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs / Warrants or any convertible instruments.

(i) Commodity price risk or foreign exchange risk and hedging activities:

None

(j) Plant location

Mathura Road, Ballabgarh,
(Dist. Faridabad) – 121 004.
Haryana

(k) Corporate Office/
Address of
Correspondence

1st Floor, ABW Elegance Tower,
Plot No. 8, Commercial Centre
Jasola, New Delhi – 110 025.

Investors'
Correspondence
may be Addressed to

Skyline Financial Services
Private Limited, D-153/A, 1st floor,
Okhla industrial Area Phase -1,
New Delhi -110 020 &
Tel No.:+91-11-26812682

Website

www.goodyear.co.in

E-mail ID

goodyearindia_investorcell@
goodyear.com

(l) Investor Education Protection Fund ("IEPF")

In compliance with the Ministry of Corporate Affairs ("MCA") notification dated May 10, 2012 related to IEPF where MCA had notified rules for the uploading of information regarding unpaid and unclaimed amounts lying with the companies. The Company had furnished the information to MCA and uploaded the information on Company's website (www.goodyear.co.in) as well as on the IEPF website (www.iepf.gov.in).

Pursuant to the applicable provisions of the Companies Act, the dividends which remains unpaid and unclaimed for a period of seven years from the date of transfer to the Unpaid & Unclaimed Dividend Account is required to be transferred to the IEPF established by the Central Government. Status of unpaid unclaimed dividend is as follows:

Financial Year	Date of Declaration of Dividend	Date of Transfer/ Due Date of Transfer to IEPF
2007	May 16, 2008	July 02, 2015
2008	June 19, 2009	July 22, 2016
2009	June 04, 2010	July 06, 2017

Accordingly, Members who have not encashed their dividend warrants are requested in their own interest to write to the Company / Register & Share Transfer Agent claiming the dividend declared by the Company pertaining to the Financial years 2009, 2010, 2011, 2012, 2013 and 2014. Kindly note that the once the amount is transferred to the IEPF, no claims shall lie against the Company.

(m) Goodyear India Limited - Unclaimed Suspense Account ("Unclaimed Suspense Account")

The details of equity shares ("shares") held in an Unclaimed Suspense Account are as follows:

S No.	Particulars	Details
1.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the Financial Year 2015-16 (i.e. January 01, 2015).	• Aggregate number of shareholders – 2675 • Number of outstanding shares – 67818 shares
2.	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the Financial Year 2015-16 (15 Months).	• 13
3.	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the Financial Year 2015-16 (15 Months).	• 13
4.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the Financial Year 2015-16 (15 Months).	• Aggregate number of shareholders - 2662 Number of outstanding shares • 67475 shares

Note: Voting rights on the above mentioned equity shares would remain frozen till the owner of such equity shares claims the shares.

11. OTHER INFORMATION

(a) Details of the Directors Seeking Appointment/Re-appointment:

(i) Mr Yashwant Singh Yadav [DIN 03288600]:

Mr Yashwant Singh Yadav is retiring by rotation in the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board has also reappointed Mr Yadav, for an additional tenure of 2 years and 10 months (effective November 1, 2015 to August 31, 2018), as a Wholtime Director (liable to retire by rotation) in the Board Meeting held on August 12, 2015, subject to the approval of shareholders.

The details are as under:

Particulars	Mr Yashwant Singh Yadav
Date of Birth	16/08/1958
Date of first Appointment	01/11/2010
Qualification	Bachelor in Law and MBA
Expertise in specific functional area	He has more than 37 years of professional and diverse experience in the entire gamut of Human Resources Management with large multi-national and Indian organizations including Ballarpur Industries, Goodyear India, Escorts Ltd. and General Motors India at leadership levels.
Directorships held in Other Listed Companies in India	None
Chairman/ Member of Committee of the Board of other Listed Companies in which they are director	None
Directorships held in Other Listed Companies in India	None
Shareholding in Goodyear India Limited	None
Inter-se Relationship between Directors	None

(ii) Mr Christopher Raymond Delaney [07348894]

Mr Christopher Raymond Delaney who has been appointed as an Additional Director of the Company in terms of Circular Resolution no. Board/01/2015-16 dated December 14, 2015 w.e.f. January 01, 2016 is proposed to be appointed as a Director.

The details are as under:

Particulars	Mr Christopher Raymond Delaney
Date of Birth	31/08/1961
Date of first Appointment	01/01/2016
Qualification	Graduate of Trinity College in Hartford, Conn., where he earned his bachelor's degree in history.

Expertise in specific functional area	Delaney's career includes 20 years in positions of increasing responsibility at Procter & Gamble Co. He worked in sales and business development in both North America and Europe before becoming vice president and general manager, first in the Middle East and then in North America. Delaney then spent seven years at the Campbell Soup Company, first leading international sales before becoming president, emerging markets and later president, Asia Pacific.
Directorships held in Other Listed Companies in India	None
Chairman/ Member of Committee of the Board of other Listed Companies in which they are director	None
Directorships held in Other Listed Companies in India	None
Shareholding in Goodyear India Limited	None
Inter-se Relationship between Directors	None

(b) In Compliance of Regulation 46(2)(i) of LODR Regulations 2015, Familiarization Programme as organized by the Company in terms of Regulation 25(7) of LODR Regulations 2015 (earlier Clause 49(II)(B)(7)(a) of the Listing Agreement) are appearing on the website of the Company (in investor relations section under corporate governance section) at the web link <http://www.goodyear.co.in/about-us/investor-relations>.

(c) Management Discussion and Analysis Report

A Management Discussion and Analysis Report which forms part of the Annual Report is given by means of a separate annexure and is attached to the Directors' Report.

(d) Certificate from Statutory Auditor regarding compliance of conditions of corporate governance

A certificate from the Statutory Auditor is annexed as "Appendix B" certifying the compliance of corporate governance requirements by the Company.

(e) CEO/CFO Certificate

In terms of the requirement of the Regulation 17(8) of the LODR Regulations 2015, the certificate from CEO/CFO had been obtained.

On behalf of the Board of Directors

Christopher
Raymond Delaney
(Chairman)
DIN: 07348894

Rajeev Anand
(Vice Chairman &
Managing Director)
DIN:02519876

May 30, 2016
New Delhi

GOODYEAR

Declaration regarding Affirmation of compliance with the Code of Conduct

I hereby confirm that the Company has received affirmations on compliance with the Code of conduct for the financial year 2015-16 (15 months) from all the Board Members and Senior Management Personnel pursuant to the requirements of Regulation 26(3) of Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015.

For Goodyear India Limited

Date: May 30, 2016
Place: New Delhi

Rajeev Anand
(Vice Chairman & Managing Director)
(DIN: 02519876)

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Goodyear India Limited

We have examined the compliance of conditions of Corporate Governance by Goodyear India Limited, for the 15 months period from January 1, 2015 to March 31, 2016, as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S-200012
Chartered Accountants

New Delhi
May 30, 2016

Abhishek Rara
Partner
Membership Number 077779

Management Discussion & Analysis Report

In compliance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations 2015"), please find Management Discussion and Analysis Report forming part of Annual Report.

1. Industry Structure & Developments

The country has faced headwinds in the rural sector due to second consecutive year of below normal monsoon (12% below rainfall in 2014 and 14% below rainfall in 2015). This led to double-digit fall in tractor sales. With the Farm tyre industry structure skewed towards OE business, it has affected all players in this category. Your company being the significant player in this category also faced strong headwinds and worked on multiple initiatives to partially mitigate the same. These initiatives included scaling up of replacement and exports and tactically building commercial and grader business.

The consumer replacement business grew faster than the industry in 2015, thereby gaining valuable market share. This has been despite tough market conditions and increased competitive intensity in the overall tyre market.

2. Opportunities and Threats

In light of optimistic monsoon forecast by Indian Metrological Department (IMD) and Skymet we expect green shoots of recovery especially in the rural markets to start from second half of the year. However, it will take at least two good rounds of monsoon and harvest to get the consumer sentiments and rural economy back on track, due to sustained drought and indebtedness in the rural India.

Your Company will continue to focus on sustaining leadership in Farm OE business through excellence in key account management as reflected by numerous awards conferred to us from the OEMs. In Farm replacement business, we continue our growth by channel expansion and activations. Exports focus to key neighboring markets will continue. In commercial tyre business we will be working to build the business in future in line with huge opportunity offered in this category. These strategic actions are backed by a best in class and passionate team.

In passenger tyre business, there has been a gradual increase in consumer demand for more sophisticated vehicles especially SUVs. This shift in consumer demand will open up opportunities for the business to grow volumes as well as improve profitability. The economy is expected to grow at a robust pace, providing a favorable outlook for the future.

The competitive intensity has been high and continues to intensify with bolder measures and investments to garner higher share of business. The industry also faced headwinds in the form of low rainfalls second year in a row followed by Chennai floods taking some sheen of what was otherwise a good year. Your Company will continue to work to overcome challenges and capitalize on opportunities to grow overall business.

3. Segment-wise/ Product-wise Performance

The Company manufactures automotive bias tyres viz. farm tyres and commercial truck tyres at its Ballabgarh plant and also trades in "Goodyear" branded tyres [including

radial passenger tyres and Off The Road (OTR) bias tyres] manufactured by Goodyear South Asia Tyres Private Limited (GSATPL), Aurangabad. The other products in which the Company markets and sells include tubes, flaps and Radial OTR imported tyres.

The sales performance during the year is as follows:

(Rs. in Lakhs)

Tyres	178,223
Flaps	314
Tubes	9,074

Your Company feels proud to have been awarded as:

- "Supplier Excellence Award/ Annual Commodity Award" from Mahindra & Mahindra Tractor;
- "Best Supplier Award" from Tractors and Farm Equipment Limited;
- "Best Performer Award" from Escorts Agro Machinery; and
- "Achieving Excellence in recognition of Partner-level Performance" from John Deere.

The consumer business refreshed its product portfolio in the passenger segment with the introduction of new products like Assurance TripleMax and Assurance Duraplus. The business also strengthened its presence in the SUV segment with the launch of Wrangler AT/SA in new sizes. Whilst Assurance TripleMax is an offering which caters to the need of consumers who are looking for safety (braking ability being a key benefit), Assurance Duraplus strengthened our presence in the mileage seeking segment.

4. Outlook

We are expecting turnaround in rural economy and sentiments based on optimistic monsoon forecast. This should lead to a better performance from the Farm business aided by higher tractor sales by the Farm OEMs and renewed demand from replacement market. In addition, higher mechanization will further support growth in this category.

The passenger tyre industry is likely to register a modest growth in the year 2016. The consumer business will continue to focus on expanding its distribution footprint, strengthen its presence in the branded retail segment alongside investments towards improving overall brand strength and salience. The current favorable macroeconomic indicators combined with favorable monsoons forecasted this year could provide an impetus to the consumer sentiment thereby aiding overall growth.

5. Risks and Concerns

Change in the current rural economy and consumer sentiment will depend on the actual progress of the monsoons. There is still high indebtedness among rural population due to sustained drought. This is accentuated by low water levels across major reservoirs, which are prime source of irrigation for majority part of the country.



This year's budget has high focus on the Farm sector. The quality of implementation and percolation of benefits will determine the success of the same.

Imposition of fresh levies in the form of cess and taxes on certain class of vehicles or initiatives like the odd/even formula in Delhi have the ability to adversely impact consumer sentiments and thereby demand in the near future.

Approximately 26 % of the net sales of your Company were attributable to the sale of products procured from Goodyear South Asia Tyres Private Limited (GSATPL), Aurangabad.

The prevailing uncertainty in some of the legal disputes/ demands etc. raised against the Company, arbitrary disallowances in certain tax proceedings and untenable disputes raised are the additional areas of concern perceived by your Company.

As in the past, your Company has obtained insurance coverage for its assets. However, no coverage for the foreign exchange risk was obtained for its foreign exchange exposures.

6. Internal Control Systems and Their Adequacy

Your Company has a proper and adequate system of internal control including internal financial controls. Your Company has an Audit Committee headed by a non-executive independent director, inter-alia, to oversee your Company's financial reporting process, disclosure of financial information, and reviewing the performance of statutory and internal auditors with management. The internal control system, including internal financial controls of the Company, is monitored by an independent internal audit team, which encompasses examination/ periodic reviews to ascertain adequacy of internal controls and compliance to Company's policies. Weaknesses noted along with agreed upon action plans are shared with audit committee, which ensures orderly and efficient conduct of the business and effectiveness of the system of internal control. The audit function also looks into related party transactions, preventive controls, investigations, as well as other areas requiring mandatory review per applicable laws. The powers of the Audit Committee, inter-alia, include seeking information from any employee, obtaining outside legal or other professional advice, and investigating any activity of the Company within the committee's term of reference. Your Company's internal audit department verifies the information of the financial statements as well as the compliance with your Company's policies to maintain accountability and ensuring controls are in place to safeguard of all its assets and correctness of accounting records. The internal audit department shares regular updates regarding the work done, coverage, weaknesses noted and other relevant issues with appropriate management levels including Audit Committee. Observations/ weaknesses noted from time to time are suitably acted upon and followed up at different levels of management. The internal control is supplemented by an extensive program of audits and periodic review by the management.

7. Discussion on Financial Performance with respect to Operational Performance

The details of the financial performance of your Company are

reflected in the Balance Sheet, Statement of Profit & Loss and other Financial Statements, appearing separately. Highlights are provided below:

(Rs. in Lakhs)

Particulars	15 months ended March 31, 2016 ²	12 months ended December 31, 2014
Total Sales & Other Income	191,510	174,153
Less: Excise Duty	12,898	12,962
Net Sales & Other Income	178,612	161,191
Profit Before Interest, Depreciation & Tax	23,310	18,543

The financial performance of your Company has been further explained in the Directors' Report of your Company for the Financial Year 2015-16 (15 months), appearing separately.

8. Human Resources

Industrial harmony was maintained during the year through cordial and productive employee relations. A formal tripartite settlement was signed before the Deputy Labour Commissioner, Faridabad, Haryana on Feb 05, 2015. The Collective Bargaining Agreement ("CBA") is effective May 01, 2014 and valid till April 30, 2017. This new settlement will help the Ballabgarh factory to improve productivity and operational efficiencies, which will offset the cost of the CBA. High priority was given by the management to training and development related to ethics and compliance, discipline, safety of the employees and environmental awareness. The total number of salaried and hourly paid associates, as of March 31, 2016 stood at 880.

9. Cautionary Statement

Certain statements in the Management Discussion and Analysis describing your Company's views about the industry, expectations/predictions, objectives etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied in these statements. Your Company's operations may, inter-alia, be affected by the supply and demand situations, input prices and availability, changes in Government regulations, tax laws, government or court decisions and other factors such as industry relations and economic developments etc. Investors should bear this in mind when considering the above statements.

On behalf of the Board of Directors

	Christopher	Rajeev Anand
	Raymond Delaney	(Vice Chairman &
	(Chairman)	Managing Director)
May 30, 2016	DIN: 07348894	DIN:02519876
New Delhi		

² The present Financial Year of the Company is of 15 months commenced from January 1, 2015 to March 31, 2016 and thus the financial statements have been prepared for a period of 15 months.

Annual Report on Corporate Social Responsibility ("CSR") Activities

1. A brief Outline of Company's CSR Policy, including overview of the projects or programs undertaken and a reference to the web-link to the CSR Policy and projects or programs

The CSR Policy of the Company outlines multiple areas covered under Schedule VII of Companies Act, 2013 read with rules made thereunder, as amended with an objective to increasingly contribute to activities that are beneficial to the society and community at large, chart out a mechanism for undertaking CSR Activities, engage with Company's key stakeholders in matters related to CSR Activities and align / sync the activities undertaken by the Company with the applicable laws. CSR Policy of the Company can be accessed at www.goodyear.co.in (in the investor relations section)

During the Financial Year 2015-16 (15 Months), the CSR Committee has approved the following projects, which were undertaken by the Company:

- Goodyear-IRTE driver training programme for fleet operators:** This project was aimed at providing training to 2400 drivers of private cabs, autos and passenger vehicles in Delhi NCR and Mumbai, however Company provided trainings to over 2555 drivers by conducting 127 workshops.
- Development of open defecation free villages in Maharashtra through sanitation and hygiene related interventions:** This project was aimed at initiating a community led, sustainable transformation process in

nine villages of five districts in Maharashtra with a long term objective of creating open defecation free villages, however a total of 294 toilets have been constructed.

2. The Composition of the CSR committee:

As on the date of this report, composition of CSR committee is as follows:

S. No.	CSR Committee Member	Designation/ Category	Role in the CSR Committee
1	Rajeev Anand	Vice Chairman & Managing Director	Chairman of the Committee
2	Chandrashekhar Dasgupta	Independent Non-Executive Director	Member of Committee
3	Yashwant Singh Yadav	Executive Director (Director- HR and Corporate Affairs)	Member of Committee

- Average Net Profit of the Company for last three Financial Years:** INR 12,578.18 Lakhs
- Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** INR 251.56 Lakhs
- Details of CSR Spend during the Financial Year:**
 - Total amount to be spent for the Financial Year: INR 251.56 Lakhs
 - Amount unspent, if any = INR 86,081
 - Manner in which the amount was spent during the Financial Year 2015-16 (15 months) is detailed below:

CSR Project	Sector (as per Schedule VII)	Local area or other	State	Districts	Amount outlay (budget) (Rs)	Amount spent: (1) Direct (2) Overheads	Cumulative expenditure up to the reporting Period	Direct or through implementing agency
1 Driver training programme for fleet operators	"Promoting education, including special education & employment enhancing vocational skills among children, women, elderly and the differently abled and livelihood enhancement projects"	Other	Delhi, NCR and Maharashtra		1,23,20,000	(1) Direct expenses: 1,16,00,000 (2) Overheads: 7,20,000	1,23,20,000	Institute of Road Traffic Education (IRTE)
2 Development of open defecation free villages in Maharashtra through sanitation and hygiene related interventions	"Eradicating hunger, poverty, malnutrition, promoting preventive healthcare and sanitation and making available safe drinking water"	Other	Maharashtra	• Amravati • Washim • Satara • Ahmednagar • Jalna districts	1,16,10,645	(1) Direct expenses: 1,08,90,645 (2) Overheads: 7,20,000	1,16,10,645	International Association for Human Values (IAHV)
3 Administrative expenses (@ 5% of CSR budget)					12,25,709	1,139,628	1,139,628	
Total					2,51,56,354	2,50,70,273	2,50,70,273	

6. **Reasons for non-utilization of funds:** - The amount unspent has been marginally lower than the amount required to be spent by the Company during the Financial Year. The Company stays committed to its Corporate Social Responsibility and intends to make concerted efforts to spend the shortfall in the next Financial Year over the prescribed CSR amount for that year.

7. **Responsibility Statement of the CSR Committee:** The CSR Committee of your Company hereby confirms that the

implementation and monitoring of the CSR projects and activities is in compliance with the CSR objectives and policy of the Company.

Rajeev Anand (Chairman of CSR Committee) DIN: 02519876	Christopher Raymond Delaney (Chairman) DIN: 07348894
---	---



Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

A) CONSERVATION OF ENERGY:

(i) Steps taken or impact on conservation of energy:

- 1) Energy Savings through Variable Frequency Drive (VFD) C,D,H/I line hydraulic pumps
- 2) Centrifugal compressors up-gradation for the reduction of power consumption
- 3) Wartsila Booster Pump automation from control room for the reduction of power consumption
- 4) VFD provide on factory water pump. to reduce power consumption
- 5) Air Leak Management and reduction of power consumption from SULL Air compressor
- 6) Power Optimization through stoppage of Furnace Oil (FO) ring main pump
- 7) Air Washer Operation Optimization in Business Team Curing (BTC)

Steam & Nitrogen:

- 1) Reduction of Petcoke consumption by running Boiler efficiently
- 2) To reduce heat losses in curing by improving insulation
- 3) Improve condensate recovery
- 4) Steam Saving through Centre Post (CP) Cylinder & slide pipe (PM Program)

(ii) Steps taken by the company for utilizing alternate sources of energy:

Reduction of margin money by Re 0.01/Unit from Tata Power Optimization of Open Access Power

(iii) Capital investment on energy conservation equipment's:

Nature of Investment	Capital investments on energy conservation equipment's (Rs. in lakhs)
Energy Efficient Screw Compressor	17
Energy Monitoring System	9
LED Lights	11
Energy Efficient CP Cylinder	11
Others	3
Total	51

B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption

a) New Product Introduction

R&D activities assisted the Company in introducing new product designs for farm tyres with new construction to meet customer expectations and thereby improving market acceptance.

b) Process Improvement

Continued efforts made in the areas of quality improvement, waste reduction and product optimization to specifically improve the market acceptance of Company's products.

c) Systems improvement

Continual efforts made to implement and sustain Quality Management System and Environmental Management Systems in the plant to help meet and enhance customers' present and emerging needs

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution

- Specific areas in which Research and Development ("R&D") activities were carried out by the Company:

- a. New products development for local and export market.
 - b. Emphasis on continual improvement in manufacturing process and product quality to cater to customer satisfaction. Reduction in organic solvent usage, process waste and energy usage.
 - c. Usage of Continuous Improvement Systems ("CIS") tools like six sigma / lean with technical support resulted in stabilizing process and improvement in productivity with lower product cost.
 - d. Optimization of construction and compound formulations resulted in enhancements in product performance.
 - e. Equipped with farm tyre testing facility for new product industrialization and new product launches with minimum lead time, as well as for product benchmarking.
- Benefits derived as a result of above R&D/efforts:
- a. The R&D activities helped the Company to add new products to its portfolio, increase size ranges and meet customer requirement. These activities also enabled the Company to reduce process waste,

lower energy consumption, increase productivity and release new products, thereby achieving higher Customer Acceptance and Satisfaction. The results of such R&D activities are not used by any other Goodyear affiliates for its operations.

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)-

a)	Technology imported	NONE
b)	Year of import	Not Applicable
c)	Has technology been fully absorbed?	
d)	If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action	

- (iv) Expenditure incurred on Research and Development (R&D)

Following are the details of expenditure incurred on Research and Development during the Financial Year 2015-16 (15 months):

(Rs. In lakhs)

Capital	Nil
Recurring	26
Total	26
Total R&D Expenditure as a Percentage of total turnover	0.0015%

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in Lakhs)

Year	Earned		Used			
	Export (FOB)	Others	Import (CIF)			
			Capital Goods	Stores & Spares	Raw Material	Others
2015-16 (15 months ended March 31, 2016)	4,501	1,342	634	56	17,088	17,390

On behalf of the Board of Directors

**Christopher
Raymond Delaney**
(Chairman)
DIN: 07348894

Rajeev Anand
(Vice Chairman &
Managing Director)
DIN:02519876

May 30, 2016
New Delhi

INDEPENDENT AUDITORS' REPORT

To the Members of Goodyear India Limited

Report on the abridged financial statements

1. The accompanying abridged financial statements of Goodyear India Limited (the "Company") comprise the abridged balance sheet as at March 31, 2016, the abridged statement of profit and loss and abridged cash flow statement for the 15 months period from January 1, 2015 to March 31, 2016 (the "period") together with the related notes, which we have signed under reference to this report.
2. These abridged financial statements are derived from the statutory audited financial statements of the Company for the 15 months period from January 1, 2015 to March 31, 2016 prepared by the Company's Management in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, covered by our attached report of even date to the Members of the Company pursuant to section 143 of the Act, in which we have expressed an unmodified audit opinion.
3. The abridged financial statements do not contain all the disclosures required by the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and Schedule III to the Act, applied in the preparation and presentation of the audited financial statements of the Company. Reading the abridged financial statements, therefore, is not a substitute for reading the audited financial statements of the Company.

Management's Responsibility for the Abridged Financial Statements

4. The Company's Management is responsible for the preparation of the abridged financial statements in accordance with Rule 10 of the Companies (Accounts) Rules, 2014 (the "Rules"). The Company's Management (including Directors) are ultimately

responsible for the designing, implementing and maintaining internal control relevant to the preparation and presentation of the abridged financial statements that are consistent with the audited financial statements and are free from material misstatement, whether due to fraud or error; and also includes appropriate interpretation and application of the relevant provisions of the Rules and the Act.

5. The Company's Management (including Directors) are also responsible for ensuring that the Company complies with the requirements of the Rules.

Auditors' Responsibility

6. Our responsibility is to express an opinion on the abridged financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, 'Engagements to Report on Summary Financial Statements', issued by the Institute of Chartered Accountants of India.

Opinion

7. In our opinion, the accompanying abridged financial statements, are consistent, in all material respects, with the audited statutory financial statements of the Company as at and for the 15 months period ended March 31, 2016 prepared in accordance with Schedule III to the Act, covered by our attached report of even date to the Members of the Company pursuant to section 143 of the Act (Refer Annexure – 1), in accordance with the Rules.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S-200012
Chartered Accountants

New Delhi
May 30, 2016

Abhishek Rara
Partner
Membership Number 077779

INDEPENDENT AUDITORS' REPORT

To the Members of Goodyear India Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Goodyear India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the 15 months period from January 1, 2015 to March 31, 2016 ("the period"), and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of

material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the 15 months period from January 1, 2015 to March 31, 2016.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. However, the back up of the books of accounts and other books and papers maintained in electronic mode has not been maintained on servers physically located in India.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our comment in Paragraph 10 (b) above that the back up of the books of accounts and other books and papers maintained in electronic mode has not been maintained on servers physically located in India.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on

its financial position in its standalone financial statements – Refer Notes 7, 12, 19 and 32 to the financial statements;

- ii. The Company does not have derivative contracts and in respect of other long-term contracts there are no material foreseeable losses as at March 31, 2016;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the 15 months period from January 1, 2015 to March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S-200012
Chartered Accountants

New Delhi
May 30, 2016

Abhishek Rara
Partner
Membership Number 077779

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Goodyear India Limited on the financial statements as of and for the 15 months period ended March 31, 2016

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii. (a) The inventory including stocks with third parties has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. The Company's operations do not involve sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, sales tax and income tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth-tax, duty of customs and cess which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of excise and value added tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central and State Tax Acts	Sales Tax/ Value Added Tax	1,401 (Net of payment under protest of 41)	1979-1980; 1987-1988; 1997-1998; 2000-2016	First level of Appellate Authority i.e. Assistant Commissioner/ Deputy Commissioner/ Joint Commissioner/ Commissioner/ Commercial Tax Appellate and Revisional Board
		29 (Net of payment under protest of 10)	2003-2004; 2008-2010	Sales Tax Tribunal
		7 (Net of payment under protest of 14)	1978-1979; 2002-2003	High Court
The Central Excise Act, 1994	Excise Duty/ Service Tax	102 (Net of payment under protest of 103)	1997-1998	Supreme Court of India
		797 (Net of payment under protest of 395)	2004-2014	The Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
		170 (Net of payment under protest of 16)	2007-2014	Commissioner (Appeals)
The Income Tax Act, 1961	Income Tax	Nil (Net of payment under protest of 32)	1970-1975	Supreme Court of India
		26	2005-2006	High Court
		3,810 (Net of payment under protest of 713)	2004-2011	The Income Tax Appellate Tribunal
		17	2006-2007	Commissioner of Income Tax (Appeals)

- c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S-200012
Chartered Accountants

New Delhi
May 30, 2016

Abhishek Rara
Partner
Membership Number 077779

GOODYEAR INDIA LIMITED

Abridged Balance Sheet as at March 31, 2016

(Statement containing the salient features of Balance Sheet as per Companies Act, 2013)

(Pursuant to first proviso of sub-section (1) of 136 of the Companies Act, 2013 and Rule 10 of Companies (Account) Rules, 2014)

S.No.	Particulars	Notes	As at Mar 31, 2016 (Rs. lakhs)	As at Dec 31, 2014 (Rs. lakhs)
I.	EQUITY AND LIABILITIES			
(1)	Shareholders' Funds			
(a)	Paid-up share capital - equity		2,307	2,307
(b)	Reserves and surplus:			
(i)	Capital reserve (comprising revaluation reserve)		162	272
(ii)	Revenue reserve		6,530	6,420
(iii)	Surplus in profit and loss account		42,912	34,370
(iv)	Securities premium		6,314	6,314
(2)	Non-Current Liabilities			
(a)	Deferred tax liabilities (net)		1,000	1,357
(b)	Other long-term liabilities		179	500
(c)	Long-term provisions		1,865	1,742
(3)	Current Liabilities			
(a)	Trade payables			
(i)	Total outstanding dues of micro enterprises and small enterprises		217	289
(ii)	Total outstanding dues of creditors other than micro enterprises and small enterprises		19,513	24,229
(b)	Other current liabilities		7,321	8,090
(c)	Short-term provisions		3,886	3,304
	Total of (1) to (3)		92,206	89,194
II.	ASSETS			
(4)	Non-Current Assets			
(a)	Fixed assets			
(i)	Tangible assets (Original cost less depreciation)		22,037	23,964
(ii)	Intangible assets (Original cost less amortisation)		7	1
(iii)	Capital work in progress		2,890	1,709
(b)	Long-term loans and advances		2,222	1,909
(c)	Other non-current assets		129	54
(5)	Current Assets			
(a)	Inventories		12,861	12,336
(b)	Trade receivables		15,823	11,204
(c)	Cash and bank balances	6	33,353	36,499
(d)	Short-term loans and advances		1,725	502
(e)	Other current assets		1,159	1,016
	Total of (4) to (5)		92,206	89,194

This is the Abridged Balance Sheet referred to in our report of even date.

The accompanying notes referred to above form an integral part of Abridged Balance Sheet.

For Price Waterhouse & Co Bangalore LLP
Firm Registration No. 007567S/ S-200012
Chartered Accountants

For and on behalf of the Board

Christopher Raymond Delaney
Chairman
DIN: 07348894

Rajeev Anand
Vice Chairman & Managing Director
DIN: 02519876

R V Gupta
Director
DIN: 00017410

C Dasgupta
Director
DIN: 00381799

Abhishek Rara
Partner
Membership Number: 077779

Yashwant Singh Yadav
Director
DIN: 03288600

Sudha Ravi
Director
DIN: 06764496

Place: New Delhi
Date: May 30, 2016

Leopoldo Estefano Maggiolo Gonzalez
Chief Financial Officer

Pankaj Gupta
Company Secretary



GOODYEAR INDIA LIMITED

Abridged Statement of Profit and Loss for fifteen months ended March 31, 2016

(Statement containing the salient features of Statement of Profit & Loss as per Companies Act, 2013)

(Pursuant to first proviso of sub-section (1) of 136 of the Companies Act, 2013 and Rule 10 of Companies (Account) Rules, 2014)

S.No.	Particulars	Notes	For 15 months ended Mar 31, 2016 (Rs. lakhs)	For 12 months ended Dec 31, 2014 (Rs. lakhs)
I.	Income :			
	Sale of products manufactured		122,458	121,683
	Sale of goods traded		65,153	49,564
	Revenue from operations (gross)	7	187,611	171,247
	Less : Excise duty on sales		12,898	12,962
	Net revenue from operations		174,713	158,285
II.	Other income		3,899	2,906
III.	Total Income (I + II)		178,612	161,191
IV.	Expenditure :			
(a)	Cost of materials consumed	8	62,452	68,220
(b)	Purchases of stock-in-trade	9	49,535	44,384
(c)	Change in inventories of finished goods, work-in-process and stock-in-trade		(468)	(3,244)
(d)	Employee benefits expense		13,948	10,064
(e)	Finance costs		324	341
(f)	Depreciation and amortization expense (net)		4,053	2,851
(g)	Other expenses		29,835	23,224
	Total Expenditure (a to g)		159,679	145,840
V.	Profit before tax (III-IV)		18,933	15,351
VI.	Tax Expense :			
(a)	Current tax		6,826	5,164
(b)	Deferred tax		(203)	63
VII.	Profit for the year (V - VI)		12,310	10,124
VIII.	Basic Earnings per Equity Share		53.37	43.89
	Diluted Earnings per Equity Share		53.37	43.89
	Nominal value per Equity Share (Rs.)		10	10

This is the Abridged Statement of Profit and Loss account referred to in our report of even date.

The accompanying notes referred to above form an integral part of Abridged Statement of Profit and Loss.

For Price Waterhouse & Co Bangalore LLP
Firm Registration No. 007567S/ S-200012
Chartered Accountants

For and on behalf of the Board

Christopher Raymond Delaney
Chairman
DIN: 07348894

Rajeev Anand
Vice Chairman & Managing Director
DIN: 02519876

R V Gupta
Director
DIN: 00017410

C Dasgupta
Director
DIN: 00381799

Abhishek Rara
Partner
Membership Number: 077779

Yashwant Singh Yadav
Director
DIN: 03288600

Sudha Ravi
Director
DIN: 06764496

Place: New Delhi
Date: May 30, 2016

Leopoldo Estefano Maggiolo Gonzalez
Chief Financial Officer

Pankaj Gupta
Company Secretary



GOODYEAR INDIA LIMITED

Abridged Cash Flow Statement for fifteen months ended March 31, 2016

(Pursuant to first proviso of sub-section (1) of 136 of the Companies Act, 2013 and Rule 10 of Companies (Account) Rules, 2014)

	For 15 months ended Mar 31, 2016 (Rs. lakhs)	For 12 months ended Dec 31, 2014 (Rs. lakhs)
1 Cash flow from operating activities	888	9,938
2 Cash flow (used in)/from investing activities	(13,248)	11,628
3 Cash flow (used in)/from financing activities	(3,103)	(2,742)
4 Net increase/(decrease) in cash and cash equivalents (1+2+3)	(15,463)	18,824
5 Cash and cash equivalents at the beginning of the period	23,074	4,250
6 Cash and cash equivalents at the end of the period	7,611	23,074

Notes :

1. The above Abridged Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 on "Cash Flow Statement" notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
2. Figures in brackets indicate cash outflow.
3. Previous year figures have been regrouped and recasted, wherever necessary, to conform to the current year's classification.
4. The accompanying notes referred to in the Abridged Balance Sheet and the Abridge Statement of Profit and Loss forms an integral part of the Abridged Cash Flow Statement.

This is the Abridged Cash Flow Statement referred to in our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration No. 007567S/ S-200012
Chartered Accountants

For and on behalf of the Board

Christopher Raymond Delaney
Chairman
DIN: 07348894

Rajeev Anand
Vice Chairman & Managing Director
DIN: 02519876

R V Gupta
Director
DIN: 00017410

C Dasgupta
Director
DIN: 00381799

Abhishek Rara
Partner
Membership Number: 077779

Yashwant Singh Yadav
Director
DIN: 03288600

Sudha Ravi
Director
DIN: 06764496

Place: New Delhi
Date: May 30, 2016

Leopoldo Estefano Maggiolo Gonzalez
Chief Financial Officer

Pankaj Gupta
Company Secretary



Notes to the financial statements:

(All the figures are in rupee lakhs and figures in brackets, wherever given, are in respect of previous year, unless stated otherwise).

(1) GENERAL INFORMATION

Goodyear India Limited (the "Company"), an existing company under the Companies Act, 2013, is a step-down subsidiary of The Goodyear Tire & Rubber Company, Akron, Ohio, USA ("GTRC"). The Company was originally registered and incorporated as a private company on October 10, 1922 and converted into a public company on March 24, 1961. The Company is engaged in the business of manufacturing and trading of tyres, tubes and flaps with manufacturing facility at Ballabgarh, Haryana, India. The Company is presently listed with the Bombay Stock Exchange (BSE Limited).

(Note 1 of the Annual Financial Statements)

(2) SIGNIFICANT ACCOUNTING POLICIES

i) Accounting Convention and Basis for Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated March 30, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. April 1, 2016.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

ii) Fixed Assets

Tangible assets are stated at cost of acquisition/construction net of accumulated depreciation and accumulated impairment losses, if any and assets taken on finance lease on or after January 1, 2002 are stated at lower of the fair value/present value of the minimum lease payments at the inception of the

lease. The figures of Land, Buildings and factory Plant and Machinery, which have been revalued during the year 1984, are on the basis of valuation report of an approved valuer.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements under the head 'Other current assets'. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight-line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss.

iii) Depreciation/Amortization

- As per technical evaluation, Plant and Machinery is treated as Continuous Process Plant as defined in Schedule II to the Companies Act, 2013 and the depreciation has been provided accordingly.
- Intangible Assets : Softwares are amortized over a period of 6 years based on the estimated economic useful life of the asset.
- The depreciation on the assets capitalized during the year is charged from beginning of the month following the date of capitalization.
- Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets as prescribed in the Schedule II of the Companies Act, 2013 except for certain fixed assets where, based on technical evaluation of the useful lives of the assets, depreciation is provided on the straight line method over the following useful lives:

Class of Asset	Useful life
Plant and Machinery	2– 40 Years
Furniture and Fixture	3– 10 Years

In respect of assets whose useful lives has been revised, the unamortised depreciable amount is charged over the revised remaining useful lives of the assets. Also refer note '11(c)' of notes to the financial statements.

iv) Inventories

Inventories are valued at lower of cost and net realizable value. Cost includes cost of purchase, conversion costs and appropriate production overheads incurred in bringing the inventories to their present location and condition and is net of all duties and input taxes which are available for set-off against output taxes. Finished goods are inclusive of excise duty. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The basis of determining cost for various categories of inventories is as follows:

Raw materials	Weighted average
Stores and Spare parts	Weighted average
Work-in-process and Finished goods	Materials and appropriate share of labour and overheads

Inventories have been disclosed net of provision for obsolescence, if any. Provision for inventory obsolescence is determined based on management's estimate.

v) Research and Development Expenditure

The revenue expenditure on research and development is expensed under the respective heads in the period in which it is incurred.

vi) Revenue Recognition

Sale of goods: Sales are recognized when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net of trade discounts, rebates, sales taxes and excise duties.

vii) Other Income

Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Export Incentives: Income from duty draw back or other export incentives is recognized on an accrual basis.

Insurance Claims: Income from refund claim of insurance is recognized on realization of refund amount.

viii) Employee Benefits

Defined Contribution Plans

Employee State Insurance and Employee Pension Scheme 1995: Contribution towards these are made to the regulatory authorities. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Superannuation Fund: Contribution towards Superannuation Fund is administered by a trust set up by the Company, which is recognized by the Income Tax authorities. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Defined Benefit Plans

Provident Fund: Provident Fund contributions are made to a Trust administered by the Company. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

The contributions made to the trust are recognized as plan assets. The defined benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets and the same is disclosed as 'Interest on Provident Fund contributions'.

Gratuity: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each period. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the period in which they arise.

Other Employee Benefits

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the period end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the period end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the period end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each period. Actuarial losses/ gains are recognized in the Statement of Profit and Loss in the period in which they arise."

ix) Income Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the prevailing taxation laws.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

x) Foreign Currency Translations

Initial Recognition: On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition: As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of monetary items are recognized in the Statement of Profit and Loss.

xi) Lease Rental

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

xii) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

xiii) Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash

generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised

xiv) Provisions and Contingencies

Provisions: Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Provision for replacement loss is determined on the basis of past experience and best estimates of management.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

xv) Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash & cheques on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

xvi) Earnings Per Share

Basic earnings per share have been computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share have been computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti dilutive. In determining earnings per share, the Company considers the net profit after tax and includes the post tax effects of any extraordinary or exceptional items.

(Note 2 of the Annual Financial Statements)

	As at Mar 31, 2016 (Rs. lakhs)	As at Dec 31, 2014 (Rs. lakhs)
(3) CONTINGENT LIABILITIES :		
i) Guarantee to Sarva Haryana Gramin Bank	449	102
ii) Other moneys for which Company is contingently liable Price Differential pending settlement	-	474
iii) Claims against the Company disputed and not acknowledged as debts **		
A. Excise duty and Service tax matters		
a) Cases decided in the Company's favour by Appellate authorities and for which Department has filed further appeal.	484	484
b) Cases pending before Appellate authorities in respect of which the Company has filed appeals. Amounts deposited under protest Rs. 514 (Rs. 386).	1,783	1,570
B. Income tax matters		
Cases pending before Appellate authorities/Dispute Resolution Panel in respect of which the Company has filed appeals. Amounts deposited under protest Rs. 713 (Rs. 271).	5,568	3,365
C. Sales tax matters		
Cases pending before Appellate authorities in respect of which the Company has filed appeals. Amounts deposited under protest Rs. 74 (Rs. 142).	345	383
D. Other matters		
These include claims against the Company for recovery lodged by various parties. Amounts deposited under protest Rs. 74 (Rs. NIL).	337	294
E. Haryana Local Area Development Tax (HLADT)		
<p>In the year 2007, Hon'ble Punjab & Haryana High Court at Chandigarh, on a reference from the Hon'ble Supreme Court of India, had held the Haryana Local Area Development Tax (HLADT) as unconstitutional. Subsequently in the year 2008, the State of Haryana introduced "Haryana Tax on Entry of Goods Into Local Area Act, 2008 (Entry Tax)" by repealing the Haryana Local Area Development Tax Act, 2000 and the same was also held unconstitutional by the Hon'ble Punjab & Haryana High Court.</p> <p>Earlier based on the legal opinion obtained by the Company and management's assessment, provision towards liability for Haryana Local Area Development Tax (HLADT) for the periods prior to March 2008 aggregating to Rs. 540 lakhs was written back during the year 2008. The amount already paid for HLADT till December 2006 and expensed in earlier years is Rs.1,938 lakhs.</p> <p>Pursuant to an interim order of Hon'ble Supreme Court in October 2009, there is a stay on recovery of tax with a direction to assesseees for filing their returns of tax and giving undertaking that in the event of their losing the matter, they will deposit the tax along with the interest at a rate which will be determined by the Court. During the year 2010, on the matter being heard by a bench of five Hon'ble judges of the Hon'ble Supreme Court, it was requested to Hon'ble Chief Justice of India to refer the matter to a suitable larger bench for deciding the constitutional validity of the levy. The larger bench of Hon'ble Supreme Court is yet to be constituted. However, based on legal opinion obtained by the Company and management's assessment, no provision for HLADT and Entry tax has been considered necessary.</p>		
<p>** These represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such disputes. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.</p> <p>(Note 19 of the Annual Financial Statements)</p>		

	As at Mar 31, 2016 (Rs. lakhs)	As at Dec 31, 2014 (Rs. lakhs)
(4) Capital and other commitments :		
Estimated amount of contracts remaining to be executed on capital account and not provided for	869	1,015

(Note 20 of the Annual Financial Statements)

- (5) The Company's business activity falls within a single primary business segment viz. 'Automotive tyres, tubes and flaps'. Secondary segment reporting is based on the geographical location of the customers. Details of secondary segments are not disclosed as more than 90% of the Company's revenues, results and assets relate to the domestic market. Therefore, no further disclosure is considered as required under Accounting Standard (AS-17) "Segment Reporting".

(Note 21 of the Annual Financial Statements)

	As at Mar 31, 2016 (Rs. lakhs)	As at Dec 31, 2014 (Rs. lakhs)
(6) CASH AND BANK BALANCES		
Cash and cash equivalents :		
Cash on hand	2	2
Cheques on hand	431	769
Bank balances - Current accounts	1,228	1,588
- Demand deposits (Original maturity less than 3 months)	5,950	20,715
Other bank balances :		
Fixed deposits with maturity more than 3 months but less than 12 months	25,500	13,200
Bank balances for unpaid dividend	242	225
	<u>33,353</u>	<u>36,499</u>

(Note 16 of the Annual Financial Statements)

	For 15 months ended Mar 31, 2016 (Rs. lakhs)	For 12 months ended Dec 31, 2014 (Rs. lakhs)
(7) REVENUE FROM OPERATIONS		
Sale of finished goods:		
Automotive Tyres	122,458	121,683
Total (a)	<u>122,458</u>	<u>121,683</u>
Sale of traded goods:		
Automotive Tyres	55,765	39,885
Flaps	314	51
Automotive Tubes	9,074	9,628
Total (b)	<u>65,153</u>	<u>49,564</u>
Total sale of goods (a+b)	<u>187,611</u>	<u>171,247</u>

(Note 22 of the Annual Financial Statements)



	For 15 months ended Mar 31, 2016 (Rs. lakhs)	For 12 months ended Dec 31, 2014 (Rs. lakhs)
(8) COST OF MATERIALS CONSUMED		
Rubber	32,540	36,208
Fabrics	9,801	9,541
Carbon black	9,097	12,125
Pigments and chemicals	9,639	9,053
Beadwire	1,240	1,134
Others [net of scrap sales of Rs. 252 (Rs. 235)]	135	159
	62,452	68,220

(Note 24 of the Annual Financial Statements)

(9) PURCHASES OF STOCK-IN-TRADE		
Automotive Tyres	41,903	35,472
Flaps	247	42
Automotive Tubes	7,385	8,870
	49,535	44,384

(Note 25 of the Annual Financial Statements)

(10) DISCLOSURES UNDER ACCOUNTING STANDARD 18:

i) List of related parties:

Ultimate holding company :

The Goodyear Tire & Rubber Company, Akron, Ohio, USA

Holding company:

Goodyear Orient Company (Private) Limited, Singapore

Fellow subsidiaries with whom the Company had transactions during the period/year:

- i) Goodyear International Corporation
- ii) Goodyear Dunlop Tires Operations SA
- iii) Goodyear Middle East, FZE
- iv) Goodyear Earthmover Pty Limited
- v) Goodyear Dalian Tire Company Limited
- vi) Goodyear & Dunlop Tyres (NZ) Limited
- vii) Goodyear (Thailand) Public Company Limited
- viii) Goodyear Do Brasil Produtos De Borracha Ltda.
- ix) PT. Goodyear Indonesia TBK
- x) Goodyear SA (Luxembourg)
- xi) Compania Goodyear Del Peru SA
- xii) Goodyear South Africa (Pty) Limited
- xiii) Goodyear Singapore Tyres
- xiv) Goodyear Marketing & Sales SDN BHD
- xv) TC Debica SA
- xvi) Goodyear & Dunlop Tyres (Australia) Pty Limited

- xvii) Goodyear South Asia Tyres Private Limited
- xviii) Goodyear Regional Business Services Inc.
- xix) Goodyear De Chile S.A.I.C
- xx) Nippon Giant Tire Co. Ltd.
- xxi) Goodyear Philippines Inc.
- xxii) Goodyear Wingfoot Kabushiki Kiasha
- xxiii) Goodyear Dunlop Tires France

Key management personnel:

- i) Mr Rajeev Anand
- ii) Mr Yashwant Singh Yadav
- iii) Mr Leopoldo Estefano Maggiolo Gonzalez (with effect from August 13, 2015)
- iv) Mr Mark C Ravunni (upto August 12, 2015)

ii) Transactions with related parties on an arm's length basis :

	For 15 months ended Mar 31, 2016 (Rs. lakhs)	For 12 months ended Dec 31, 2014 (Rs. lakhs)
The Goodyear Tire & Rubber Company, Akron, Ohio, USA (Ultimate Holding Company)		
Purchase of raw materials, finished goods and spare parts	1,300	593
Purchase of capital items	295	501
Expenditure for trade mark fees	1,182	1,128
Expense reimbursed to ultimate holding company	125	18
Reimbursement of expense by ultimate holding company	8	7
Expenditure for regional service charges	6,686	5,373
Goodyear Orient Company (Private) Limited, Singapore (Holding Company)		
Dividend paid	1,707	1,536
Purchase of raw materials	-	1,539
Fellow subsidiaries:		
Purchase of raw materials, finished goods and spare parts		
Goodyear South Asia Tyres Private Limited *	34,207	30,856
Goodyear Dalian Tire Company Limited	222	255
Goodyear (Thailand) Public Company Limited	482	488
PT. Goodyear Indonesia TBK	2,268	1,272
Goodyear Dunlop Tires Operations SA	217	253
Goodyear Marketing & Sales SDN BHD	203	671
Goodyear Earthmovers Pty Limited	3,236	1,217
Others	12	26
* Net of recovery for replacement loss Rs. 999 (Rs. 892)		
Sale of finished goods		
Goodyear & Dunlop Tyres (Australia) Pty Limited	146	80
Compania Goodyear Del Peru SA	34	85
Goodyear Middle East, FZE	143	38
Goodyear South Africa (Pty) Limited	22	22
Goodyear Singapore Tyres	49	62
Goodyear International Corporation	299	153
Others	38	115



	For 15 months ended Mar 31, 2016 (Rs. lakhs)	For 12 months ended Dec 31, 2014 (Rs. lakhs)
Purchase of capital items		
Goodyear International Corporation	143	82
Nippon Giant Tire Co. Ltd.	-	288
Goodyear South Asia Tyres Private Limited	53	-
Recovery for deputation of employees		
Goodyear Singapore Tyres	721	200
Goodyear Marketing & Sales SDN BHD	114	60
Goodyear (Thailand) Public Company Limited	206	123
Goodyear Dalian Tire Company Limited	48	46
Goodyear SA (Luxembourg)	85	64
Goodyear & Dunlop Tyres (Australia) Pty Limited	67	44
Others	1	-
Payment for deputation of employees		
Goodyear Marketing & Sales SDN BHD	75	189
Goodyear De Chile S.A.I.C	226	-
Sale of raw materials and spare parts and other charges		
Goodyear South Asia Tyres Private Limited	205	139
Expenses recovered from related parties		
Goodyear Marketing & Sales SDN BHD	1	1
Goodyear Singapore Tyres	39	21
Goodyear South Asia Tyres Private Limited *	581	406
Goodyear SA (Luxembourg)	34	7
Goodyear Dalian Tire Company Limited	-	1
Goodyear Dunlop Tires France	-	4
Goodyear Regional Business Services Inc.	16	-
Others	3	4
* Net of reimbursement Rs. 117 (Rs. 32)		
Reimbursement of expenses to related parties		
Goodyear (Thailand) Public Company Limited	2	-
Goodyear Dalian Tire Company Limited	30	20
Goodyear Marketing & Sales SDN BHD	15	-
PT. Goodyear Indonesia TBK	8	-
Goodyear Regional Business Services Inc.	33	-
Others	-	2
Sale of capital items		
Goodyear South Asia Tyres Private Limited	-	9
PT. Goodyear Indonesia TBK	-	64
Key management personnel:		
Remuneration paid to key management personnel:		
Mr Rajeev Anand	561	472
Mr Yashwant Singh Yadav	296	223
Mr Leopoldo Estefano Maggiolo Gonzalez	582	-
Mr Mark C Ravunni	294	461

iii) Balances outstanding at the year end :

	As at Mar 31, 2016 (Rs. lakhs)	As at Dec 31, 2014 (Rs. lakhs)
Ultimate holding company :		
Trade Payables	1,165	1,178
Other Receivables	-	1
Creditors for Capital items	4	-
Fellow subsidiaries :		
Trade Payables		
Goodyear South Asia Tyres Private Limited	3,253	3,492
Goodyear Dunlop Tires Operations SA	46	36
Goodyear Earthmover Pty Limited	469	204
PT. Goodyear Indonesia TBK	307	133
Others	188	241
Creditors for Capital items		
Goodyear International Corporation	-	85
Goodyear South Asia Tyres Private Limited	45	-
PT. Goodyear Indonesia TBK	*	-
* Amount below the rounding off norm adopted by the company.		
Trade Receivables		
Goodyear & Dunlop Tyres (Australia) Pty Limited	11	8
Goodyear International Corporation	27	84
Goodyear Philippines Inc.	-	33
Goodyear Singapore Tyres	13	48
Others	14	20
Other Receivables		
Goodyear Singapore Tyres	323	58
Goodyear (Thailand) Public Company Limited	33	11
Goodyear SA (Luxembourg)	19	17
Goodyear & Dunlop Tyres (Australia) Pty Limited	12	13
Others	22	13

(Note 31 of the Annual Financial Statements)

- (11) Disclosures under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) based on the information available with the Company:

	As at Mar 31, 2016 (Rs. lakhs)	As at Dec 31, 2014 (Rs. lakhs)
i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at period end	217	289
ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at period end	*	-
iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the period	56	-
iv) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the period	-	-
v) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the period	-	-
vi) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	*	-
vii) Further interest remaining due and payable for earlier years	-	-

* Amount below the rounding off norm adopted by the company.

(Note 41 of the Annual Financial Statements)

- (12) Stock and book debts are subject to a maximum charge of Rs. 3,500 lakhs (Rs. 3,500 lakhs) for all credit facilities/guarantees sanctioned by BNP Paribas Bank.

(Note 44 of the Annual Financial Statements)

- (13) The Financial Year of the Company has been changed from January-December to April-March in line with the provisions of the Companies Act, 2013. Accordingly, current year's abridged financial statements of the Company are for a period of fifteen months, from January 1, 2015 to March 31, 2016 and are therefore not comparable with those of the previous year ended December 31, 2014.

- (14) Previous year figures have been regrouped and recasted, wherever necessary, to conform to the current year's classification.

For Price Waterhouse & Co Bangalore LLP
Firm Registration No. 007567S/ S-200012
Chartered Accountants

For and on behalf of the Board

Christopher Raymond Delaney
Chairman
DIN: 07348894

Rajeev Anand
Vice Chairman & Managing Director
DIN: 02519876

R V Gupta
Director
DIN: 00017410

C Dasgupta
Director
DIN: 00381799

Abhishek Rara
Partner
Membership Number: 077779

Yashwant Singh Yadav
Director
DIN: 03288600

Sudha Ravi
Director
DIN: 06764496

Place: New Delhi
Date: May 30, 2016

Leopoldo Estefano Maggiolo Gonzalez
Chief Financial Officer

Pankaj Gupta
Company Secretary

[illegible]

[illegible]

HEALTHY INDIA PROGRAM



SAFER ROADS. SAFER YOU.



GOOD YEAR



Goodyear India Limited

CIN: L25111HR1961PLC008578

Registered Office: Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad) - 121 004, Haryana
Tel No.: 0129-6611000, Fax: 0129-2305309/10

Corporate Office: Goodyear India Limited, 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre Jasola, New Delhi, India-110 025. Tel.: 011-47472727, Fax: 011-47472715.

Website: www.goodyear.co.in

E-mail: goodyearindia_investorcell@goodyear.com