

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121 004, Haryana, India

Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre,
Jasola, New Delhi-110 025, India

Telephone: 0129-6611000 Fax: 0129-2305310

E-mail: goodyearindia_investorcell@goodyear.com, Website: www.goodyear.co.in

NOTICE

Dear Member(s),

NOTICE is hereby given that the 55th Annual General Meeting (“AGM”) of the Members of GOODYEAR INDIA LIMITED will be held on Wednesday, August 31, 2016 at 11:30 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003, India (route map attached) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2016 (15 months i.e. from January 01, 2015 to March 31, 2016), the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 (15 months) along with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend @ Rs. 12 per Equity Share.
3. To appoint a Director in place of Mr Yashwant Singh Yadav [DIN: 03288600], who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and rules made thereunder, M/s Price Waterhouse & Co Bangalore LLP (FRN 007567S/S-200012) Chartered Accountants, the retiring Auditors, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM of the Company to be held in the year 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. To appoint Mr Christopher Raymond Delaney [DIN: 07348894] as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that Mr Christopher Raymond Delaney (DIN 07348894) who was appointed by the Board of Directors as an Additional Director and Chairman of the Company with effect from January 01, 2016 and who holds office upto the date of this AGM of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company as a Director liable to retire by rotation.”

6. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2017 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 4,80,000/- (Rupees Four Lakh and Eighty Thousand only) plus out of pocket expenses to conduct the audit of cost accounts and submit the Cost Audit Report of the Company for the financial year ending on March 31, 2017 payable to M/s Vijender Sharma & Co, Cost Accountants, the Cost Auditor of the Company, be and is hereby ratified.”

7. To appoint Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company and approve his remuneration effective November 01, 2015 and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION.

“RESOLVED THAT subject to the provisions of sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the re-appointment of Mr Yashwant Singh Yadav [DIN: 03288600] as a Wholetime Director of the Company for a period of 2 years, 10 months, with effect from November 1, 2015 to August 31, 2018, liable to retire by rotation, at a managerial remuneration as specified in detail along with other terms and conditions of his re-appointment in the draft agreement, as amended, to be entered into between the Company and Mr Yashwant Singh Yadav and the Board of Directors of the Company be and is hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of his re-appointment from time to time as it deems fit, but at no time the remuneration payable to Mr Yadav shall exceed the maximum limit

prescribed in Section I of Part II of Schedule V to the Companies Act, 2013, and in the event of the Company not earning profit or inadequacy of profit in any Financial Year, the aforesaid remuneration shall be paid to Mr Yashwant Singh Yadav as Minimum Remuneration, subject to the approval of the Central Government, if required and/or upon compliance of the applicable requirements of Schedule V to the Companies Act, 2013. However, till the time approval is obtained, Mr Yashwant Singh Yadav shall be paid the managerial remuneration to the extent prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, upon the compliance of the applicable provisions of the Companies Act 2013.”

8. To approve the revised remuneration of Mr Yashwant Singh Yadav [DIN: 03288600] effective May 01, 2016 and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, if any, including any statutory modification or re-enactment thereof, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr Yashwant Singh Yadav as a Wholtime Director of the Company with effect from May 1, 2016, as specified in detail, in the draft First Supplemental Agreement to be entered into between the Company and Mr Yashwant Singh Yadav and the Board of Directors of the Company is authorized to revise, amend, alter or otherwise vary the terms and conditions of appointment of Mr Yashwant Singh Yadav from time to time as it deems fit, but at no time the remuneration payable to Mr Yadav shall exceed the maximum limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013, and in the event of the Company not earning profit or inadequacy of profit in any Financial Year, the aforesaid remuneration shall be paid to Mr Yashwant Singh Yadav as Minimum Remuneration, subject to the approval of the Central Government, if required and/or upon compliance of the applicable requirements of Schedule V to the Companies Act, 2013. However, till the time approval is obtained, Mr Yashwant Singh Yadav shall be paid the managerial remuneration to the extent prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, upon the compliance of the applicable provisions of the Companies Act, 2013.”

9. To approve the revised remuneration of Mr Rajeev Anand [DIN: 02519876] effective May 01, 2016 and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, if any, including any statutory modification or re-enactment thereof, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr Rajeev Anand as Vice Chairman & Managing Director of the Company with effect from May 1, 2016, as specified in detail, in the draft Third Supplemental Agreement to be entered into between the Company and Mr Rajeev Anand and the Board of Directors of the Company is authorized to revise, amend, alter or otherwise vary the terms and conditions of appointment of Mr Rajeev Anand from time to time as it deems fit, but at no time the remuneration payable to Mr Rajeev Anand shall exceed the maximum limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013, and in the event of the Company not earning profit or inadequacy of profit in any Financial Year, the aforesaid remuneration shall be paid to Mr Rajeev Anand as Minimum Remuneration, subject to the approval of the Central Government, if required and/or upon compliance of the applicable requirements of Schedule V to the Companies Act, 2013. However, till the time approval is obtained, Mr Rajeev Anand shall be paid the managerial remuneration to the extent prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, upon the compliance of the applicable provisions of the Companies Act, 2013.”

By Order of the Board
For and on behalf of Goodyear India Limited

May 30, 2016
New Delhi

Pankaj Gupta
Company Secretary
Membership No.F4647

NOTES:

I. PROXY/AUTHORIZED REPRESENTATIVE

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than forty-eight (48) hours before the commencement of the AGM. Proxy Form is enclosed with the Notice.

Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

- (ii) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.
- (iii) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote in their behalf at the Meeting.
- (iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. BOOK CLOSURE

Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 25, 2016 to Wednesday, August 31, 2016 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the AGM.

3. CUT OFF DATE:

- (i) This Notice is being sent to all the members whose name appears as on Friday, July 22, 2016, in the register of members/beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, August 24, 2016 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. A person who is not a member as on the Cut Off date should treat this Notice for information purpose only. The voting rights of a Member shall be in proportion to its share of the paid-up equity share capital of the Company as on the Cut Off date.

4. PAYMENT OF DIVIDEND AND TREATMENT OF UNCLAIMED DIVIDEND

- (i) Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within a period of 30 days from the date of declaration, to the members whose names appear at the Company's Register of Members as on Wednesday, August 24, 2016 or their mandates. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership furnished by the Depositories for this purpose.
- (ii) Members of the Company are informed that pursuant to the applicable provisions of the Companies Act or any statutory re-enactment thereof, the amount of dividend which remains unpaid & unclaimed for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education & Protection Fund (IEPF) constituted 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

In view of above, Members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / Registrar and Share Transfer Agent claiming the Dividend(s) declared by the Company pertaining to the financial year(s) 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.

- (iii) The Securities and Exchange Board of India ("SEBI") has made it mandatory for all the Companies to use bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Member's bank account through NECS wherever complete core banking details are available with the Company. For payment of dividend to the members holding shares in electronic mode, the Company will use bank particulars registered against their respective depository accounts. In cases where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. Accordingly, members are encouraged to claim payment of dividend in terms of above mentioned electronic payment modes by filling up the details required in enclosed ECS Mandate Form & sending the same as per the instructions given therein.
- (iv) Members may address all the correspondences relating to dividend, change of address, share transfer, transmission, nomination etc. to the Company/ RTA at the below mentioned addresses:
 - a) **Registered office of the Company:** Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad)-121 004, Haryana, India, Tel.: 0129-6611000, Email: goodyearindia_investorcell@goodyear.com
 - b) **Registrar & Transfer Agents:** Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area Phase – 1, New Delhi – 110 020, India, Tel.: +91 11 26812682, Email Id.: admin@skylinerta.com.

5. COMMUNICATION TO MEMBERS

- (i) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of Annual Report is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same and also to the Auditors and Directors of the Company. For members who have not registered their email addresses, physical copies of the abridged Annual Report along with the aforesaid documents are being sent by the permitted mode.
- (ii) Abridged and full version of the annual report and notice of AGM will also be available on the website of the Company at 'www.goodyear.co.in' in the Investor Relations section. Hard copies of the full annual reports will be sent to those shareholders who will request the same.
- (iii) All the documents referred to in the accompanying notice, explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or arrangements in which Directors are interested, are open for inspection at the registered office of the Company (copies thereof will also be available for inspection at the Corporate Office of the Company) on all working days except Saturdays and Sunday, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.
- (iv) In case you have any query relating to the annual accounts, you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id goodyearindia_investorcell@goodyear.com, at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- (v) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

6. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("**Remote E-voting**") in the manner provided below in para 6(I)(A) during the e-voting period as mentioned in Para 6(I)(C).
- (ii) At the venue of AGM, voting shall be done through ballot papers ("**Ballot Paper**") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing and Disclosure Requirements) Regulations 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

- (A) **Instruction for e-voting by Members whose email ID's are registered with the Company/Depository Participant(s)**
 - (i) Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the "USER-ID" and "PASSWORD".
 - (ii) Open email and open PDF file viz.; "Goodyear India e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (iii) Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iv) Click on Shareholder – Login.
 - (v) Enter the user ID and password as initial password noted in step (i) above. Click Login.
 - (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

- (viii) Select “EVEN” (E Voting Event Number) of Goodyear India Limited.
 - (ix) Now you are ready for e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to devesh@corpex.in with a copy marked to evoting@nsdl.co.in.
- (B) **Instruction for e-voting by Members whose email ID's are not registered with the Company/Depository Participant(s)**
- (i) For Members whose email IDs are not registered with the Company/Depository Participant(s), will be receiving notice of AGM by post.
 - (ii) Initial password is provided at the bottom of the attendance slip for the AGM.
 - (iii) Please follow all steps from Sr. No. (iii) to Sr. No. (xiii) of (IA) above, to cast vote.

Notes:

- (i) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 - (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (iii) You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
 - (iv) Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - (v) In case a member forgot its password, it can reset the password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (C) **E-voting Period**
- The Remote E-voting period commences on Sunday, August 28, 2016 (9:30 AM) and ends on Tuesday, August 30, 2016 (5:00 PM). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. After Tuesday, August 30, 2016 (5:00 PM) the Remote E-voting shall be disabled by the NSDL.
- (D) **User ID and Password for the members who became Members after dispatch of AGM notice**
- Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the Cut Off date of Wednesday, August 24, 2016, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or NSDL.
- (E) **Queries in relation to E-voting**

In case of any queries, you may refer the “Frequently Asked Questions (FAQs) for members and e-voting user manual for members” available at the 'downloads' section of www.evoting.nsdl.com. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Ms. Pallavi Mhatre
 Assistant Manager, NSDL
 Ph.: 022-24994545/1800-222-990
 Email ID: pallavid@nsdl.co.in
 : evoting@nsdl.co.in

(II) **VOTING THROUGH BALLOT PAPER**

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Members/ Proxy holders/ Authorized Representatives present at the AGM. The Members may exercise their right of vote by tick marking as (√) against “FOR” or “AGAINST” as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

Please note that the members who have cast their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

7. SCRUTINIZER

- (i) Mr Devesh Pandey, Company Secretary in practice (Membership No. 27793) and Partner at CorpLex Advisors LLP, a consulting firm having consented to act as a scrutinizer has been appointed as scrutinizer (“Scrutinizer”) for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

8. DECLARATION OF RESULTS

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared within 2 (two) days from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.goodyear.co.in in the Investor Relations section and on the website of NSDL i.e. www.evoting.nsdl.com, immediately after the result is declared and simultaneously communicated to the BSE Limited.

9. NOMINATION

Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the Company/RTA (enclosed with this Notice).

10. DEMATERIALIZATION

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

11. EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION

- (i) The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
- (ii) Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (“ICSI”) pertaining to the Directors proposed to be appointed/re-appointed and fixation of remuneration vide Item No. 3, 5, 7 and 9 of the Notice is provided in “Annexure A” to this Notice. The Director(s) have furnished the requisite consents/ declarations for their appointment / re-appointment.

12. OTHER INFORMATION

- (i) As a measure of economy, copies of Annual Reports will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.
- (ii) Route map for the AGM Venue is also enclosed with the Notice for easy location of the Venue. Copy of the AGM Notice alongwith the route map will also be available on the website of the Company at www.goodyear.co.in in the Investor Relations section.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013

Item No. 5

The Board appointed Mr Christopher Raymond Delaney, as Additional Director and Chairman of the Board vide Circular Resolution no. Board/01/2015-16 dated December 14, 2015 with effect from January 01, 2016. As per the provisions of Section 161(1) of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming AGM of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Information as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing and Disclosure Obligations) Requirements 2015 and Secretarial Standard 2 issued by ICSI is provided in “Annexure A” to this Notice.

Except Mr Christopher Raymond Delaney, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

The Board recommends the Resolution for approval of the Members.

Item No. 6

The Board at its meeting held on May 30, 2016, on the recommendation of the Audit Committee, had appointed M/s Vijender Sharma & Co., Cost Accountants, 11, 3rd Floor, Hargovind Enclave, Vikas Marg, New Delhi-110 092, to conduct the audit of the

cost records of the Company for the Financial year ended March 31, 2017, on remuneration of Rupees 4,80,000/- (Rs. Four Lakh Eighty Thousand Only) plus reimbursement of out of pocket expenses.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors, which is recommended by the Audit Committee, shall be considered and approved by the Board of Directors and subsequently ratified by the shareholders.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Resolution for approval of the Members.

Item No. 7

As the Members are aware, the term of Mr Yashwant Singh Yadav as a Wholtime Directors was expiring on October 31, 2015. The Board of Directors of your Company, in their meeting held on August 12, 2015, re-appointed Mr Yashwant Singh Yadav as a Wholtime Director of the Company for a further period of two years and ten months with effect from November 01, 2015 to August 31, 2018, subject to the approval of Members.

The Board of Directors of the Company, in their meeting held on August 12, 2015 has also approved the remuneration payable to Mr Yashwant Singh Yadav with effect from November 01, 2015 subject to the approval of Members. Further, the Board of Directors in their meeting held on May 30, 2016 has revised the remuneration of the Mr Yashwant Singh Yadav to increase the performance bonus upto Rs. 1,16,50,827/- from Rs.1,10,00,000/- as initially approved by the Board in their meeting held on August 12, 2015 w.e.f. November 01, 2015. The remuneration (as revised) by the Board effective November 1, 2015 and terms and conditions given hereunder:

Monthly basic salary – Rs. 3,91,600/-; Monthly Special Allowance - Rs. 3,53,100/-, Performance Bonus including Pay for Performance Bonus (“PRP”) and incentive(s) of any kind whatsoever payable annually as may be determined by the Board upto Rs. 11.65 Million (subject to overall ceilings laid down under Section 197 of the Companies Act, 2013), expenditure on gas, electricity, water and furnishings on actuals subject to ceiling of Rs 3,22,000/- in a year.

Other Perquisites/Benefits: Personal Accident Insurance Premium not to exceed Rs 5,000/- p.a., 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, Car with driver for use on Company’s business and telephone at residence. Personal driver salary reimbursement not exceeding Rs. 2,75,000/- in a year, Personal long distance calls on telephone and use of car for private purpose to be billed by the Company. House accommodation and if not provided House Rent Allowance subject to the ceiling of 60% of the basic salary, Recreation/holiday trip: Once in a year for self and family in accordance with the rules of the Company, subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) in a year or Rs. 5,00,000/- (Rupees Five Lakhs Only) in a block of two years as per Income Tax Act 1961 or applicable Rules thereof.

Contribution to Provident Fund as per the applicable Income Tax Act and rules, Gratuity as per the applicable laws and rules of the Company, Encashment of leave, as per the rules of the Company.

The above terms have been incorporated in the draft agreement, read with amendment in the Board meeting held on May 30, 2016 to be entered into with Mr Yashwant Singh Yadav as referred to in the Resolution vide Item No. 7 of the Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time, as it deems fit, but at no time, Mr Yadav shall be entitled to receive the remuneration & perquisites in excess of the limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013 read with section 197, as existing or as may be amended from time to time. The draft agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 2013 including any statutory modification or re- enactment thereof, in the event of the company not earning profit or inadequacy of profit in any financial year, Mr Yadav would be entitled to receive the above remuneration as minimum remuneration.

The draft agreement (as amended) referred to in resolution No. 7 would be available for inspection by the members at the Registered Office of the Company (copies thereof shall also be made available for inspection at the Corporate Office of the Company) free of cost, on all working days, except Saturdays and Sunday, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.

The Board of Directors may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

The appointment and remuneration of Mr Yadav is subject to the approval of the members of the Company and the approval, as required, is hereby sought.

Information as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing and Disclosure Obligations) Requirements 2015 and Secretarial Standard 2 issued by ICSI is provided in “Annexure A” to this Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr Yashwant Singh Yadav, Director-HR & Corporate Affairs to the extent of his appointment and remuneration is concerned or interested, financial or otherwise, in the Resolution.

The Board recommends the Resolution for approval of the Members.

Item. 8

As the Members are aware, that Board of Directors of your Company, in its meeting held on August 12, 2016, re-appointed Mr Yashwant Singh Yadav as a Wholetime Director of the Company for a further period of 2 years 10 months with effect from November 01, 2015 and also approved the remuneration payable to Mr Yadav.

Further, subject to the approval of shareholders, the Board of Directors of the Company, in their meeting held on May 30, 2016 approved the revision in the remuneration payable to Mr Yashwant Singh Yadav w.e.f. May 1, 2016 as per the details embodied in the draft First Supplemental Agreement which will be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 AM to 1.00 PM.

The details of revised remuneration of Mr Yashwant Singh Yadav, as unanimously approved by the Board of Directors, on May 30, 2016 is appended below:

Monthly basic salary of Rs. 409,222/- Monthly Special Allowance of Rs. 369,139/- and expenditure on gas, electricity, water and furnishings upto ceiling of Rs 3,60,000/- in a year to be paid as monthly allowance.

Performance Bonus including Pay for Performance Bonus ("PRP") and incentive(s) of any kind whatsoever payable annually as may be determined by the Board subject to a ceiling of Rs. 13.5 Million (subject to overall ceilings laid down under Section 197 of the Companies Act, 2013) in a year.

Car with driver for use on Company's business and telephone at residence. Personal driver salary reimbursement not exceeding Rs.2,75,000/- (Rupees Two Lakhs and Seventy Five Thousand Only) in a year (paid as a monthly miscellaneous allowance)

All other terms and conditions with respect to the remuneration of Mr Yadav, HRA, recreation/holiday trip, club fee, personal accident insurance, medical reimbursement, insurance, contribution to provident fund and superannuation fund, gratuity, encashment of leave, other perquisites etc. shall remain unchanged.

The Board of Directors may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

The above terms have been incorporated in the draft First supplemental agreement to be entered into with Mr Yashwant Singh Yadav as referred to in the resolution vide Item No. 8 of the Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time, as it deems fit, but at no time, Mr Yadav shall be entitled to receive the remuneration & perquisites in excess of the limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013 read with section 197, as existing or as may be amended from time to time. The draft First Supplemental Agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, in the event of the Company not earning profit or inadequacy of profit in any Financial Year, Mr Yadav would be entitled to receive the above remuneration as minimum remuneration.

The draft of First Supplemental Agreement referred to in resolution No. 8 would be available for inspection by the members at the Registered Office of the Company (copies thereof will also be available for inspection at the Corporate Office of the Company) free of cost, on all working days, except Saturdays and Sunday, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.

The revision of remuneration payable to Mr Yashwant Singh Yadav is subject to the approval of the Members of the Company and the approval, as required, is hereby sought.

Information as required under Secretarial Standard 2 issued by ICSI is provided in "Annexure A" to this Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr Yashwant Singh Yadav, Director-HR & Corporate Affairs to the extent of revision in his remuneration may be deemed to be interested or concerned, financial or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members.

Item 9

As the Members are aware, the Company on March 12, 2015 had revised the remuneration payable to Mr Rajeev Anand as Vice Chairman & Managing Director of the Company through postal ballot (notice dated 16th January 2015) effective May 1, 2014 through Postal Ballot (notice dated 16th January, 2015).

Subject to the approval of members, the Board of Directors of the Company, in their meeting held on May 30, 2016 approved the revision in the remuneration payable to Mr Rajeev Anand as Vice Chairman & Managing Director w.e.f. May 1, 2016 as per the details embodied in the draft Third Supplemental Agreement which will be available for inspection by the Members, free of cost, at the Registered Office of the Company on all working days, except Saturdays and Sunday, between 11.00 AM to 1.00 PM.

The details of revised remuneration of Mr Rajeev Anand as Vice Chairman & Managing Director, as unanimously approved by the Board of Directors, on May 30, 2016 is appended below:

Monthly basic salary of Rs 6,21,456/-, Monthly Special Allowance of Rs. 5,27,511/- and expenditure on gas, electricity, water and furnishings upto ceiling of Rs 5,00,000/- in a year to be paid as monthly allowance.

Performance Bonus including Pay for Performance Bonus (“PRP”) and incentive(s) of any kind whatsoever payable annually as may be determined by the Board subject to a ceiling of Rs 35 Million (subject to overall ceilings laid down under Section 197 of the Act) in a year.

Reimbursement of expenses incurred for driver’s salary on personal car not exceeding Rs 3,50,000/- in a year to be paid as monthly miscellaneous allowance.

All other terms and conditions with respect to the remuneration of Mr Anand including recreation/holiday trip, HRA, club fee, personal accident insurance, medical reimbursement, insurance, contribution to provident fund and superannuation fund, gratuity, encashment of leave, other perquisites etc. shall remain unchanged.

The Board of Directors may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

The above terms have been incorporated in the draft third supplemental agreement to be entered into with Mr Rajeev Anand as referred to in the resolution vide Item No. 9 of the Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time, as it deems fit, but at no time, Mr Rajeev Anand shall be entitled to receive the remuneration & perquisites in excess of the limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013 read with section 197, as existing or as may be amended from time to time. The draft Third Supplemental agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, in the event of the company not earning profit or inadequacy of profit in any Financial Year, Mr Anand would be entitled to receive the above remuneration as minimum remuneration.

The draft of Third Supplemental Agreement referred to in resolution No. 9 would be available for inspection by the members at the Registered Office of the Company (copies thereof will also be available for inspection at the Corporate Office of the Company) free of cost, on all working days, except Saturdays and Sunday, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.

The revision of remuneration payable to Mr Rajeev Anand is subject to the approval of the Members of the Company and the approval, as required, is hereby sought.

Information as required under Secretarial Standard 2 issued by ICSI is provided in “Annexure A” to this Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr Rajeev Anand, Director-Vice Chairman & Managing Director to the extent of revision in his remuneration may be deemed to be interested or concerned, financial or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members.

By Order of the Board
For and on behalf of Goodyear India Limited

Pankaj Gupta
Company Secretary
Membership No.F4647

May 30, 2016
New Delhi

The details of Directors seeking appointment/re-appointment/fixation of remuneration as per Regulation 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India

Particulars	Mr Yashwant Singh Yadav (DIN: 03288600) (refer item nos. 3, 7 and 8)	Mr Christopher Raymond Delaney (DIN: 07348894) (refer item no. 5)	Mr. Rajeev Anand [DIN: 02519876] (refer item no. 9)
Date of Birth & Age (in years)	16/08/1958 (58 Years)	31/08/1961 (55 Years)	23/05/1960 (56 years)
Date of first Appointment	01/11/2010	01/01/2016	20/02/2009
Qualification	Bachelor in Law and MBA	Graduate of Trinity College in Hartford, Conn., where he earned his bachelor's degree in history.	Diploma in Mechanical Engineering
Experience & 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.	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.	Mr Rajeev Anand has been associated with the Company for over 33 years, in various executive capacities, including as Manufacturing Director – ASEAN & India and Director Manufacturing & Strategic Initiatives – India. Prior to his appointment in 2009 as whole time Managing Director of the Company, Mr Anand was holding the position of Chief Operations Officer.
Directorships held in Other Companies in India	None	None	Goodyear South Asia Tyres Private Limited
Chairman/ Member of Committee of the Board of other Companies in which they are Director	None	None	Goodyear South Asia Tyres Private Limited
Shareholding in Goodyear India Limited	NIL	NIL	NIL
Inter-se Relationship between Directors and Key Managerial Personnel	None	None	None
Terms and Conditions of Appointment/ Re-appointment and Remuneration	Terms and conditions of the appointment and remuneration details are given in the explanatory statement on item no. 7 of the AGM Notice. Additionally, service contract of Mr. Yadav is valid upto August 31, 2018. The service contract is terminable by giving 90 days notice from either side. No severance fee is payable to him.	Terms and conditions of the appointment details of are given in the explanatory statement on item no. 5 of the AGM Notice. No remuneration will be paid to Mr Delaney.	Details of revised remuneration proposed to be approved by the shareholders are given in the explanatory statement on item no. 9 of the AGM Notice. Additionally, service contract of Mr Anand is valid upto February 19, 2019. The service contract is terminable by giving 90 days notice from either side. No severance fee is payable to him.
Remuneration last drawn	Rs. 295 Lakhs (For details please refer para 4 on corporate governance report).	NIL	Rs. 561 Lakhs (For details please refer para 4 on corporate governance report).
Number of Board Meetings attended during the Financial Year 2015-16 (total 8 board meeting were held during the Financial Year)	7	1 (one held after his appointment)	8

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121 004, Haryana, India

Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola, New Delhi-110 025, India

Telephone: 0129-6611000 Fax: 0129-2305310

E-mail: goodyearindia_investorcell@goodyear.com, Website: www.goodyear.co.in

55th AGM, August 31, 2016

Table with 2 columns: Field Name, Value. Fields include Name of the member(s), Registered Address, Email ID, Folio No./Client ID, DP ID.

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

- 1 Name : _____ Address : _____ Email ID : _____ Or failing him
2 Name : _____ Address : _____ Email ID : _____ Or failing him
3 Name : _____ Address : _____ Email ID : _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 55th Annual General Meeting of the Company to be held on Wednesday, August 31, 2016 at 11:30 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 4 columns: Resolution No., Resolution, I assent to the resolution, I dissent from the resolution. Rows include Ordinary Business (financial statements, dividend, director appointment) and Special Business (director appointment, remuneration approval).

Signed this..... Day of.....2016



Signature of the member..... Signature of the Proxy holder(s) (1)(2).....(3)

Note:

- 1. This form of proxy in order to be effective should be duly filled, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121 004, Haryana, India

Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre,
Jasola, New Delhi-110 025, India

Telephone: 0129-6611000 Fax: 0129-2305310

E-mail: goodyearindia_investorcell@goodyear.com, Website: www.goodyear.co.in

ECS MANDATE FORM

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

To
Registrar and Share Transfer Agent
Skyline Financial Services Pvt. Ltd., D-153/A,
1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020.
Tel.: +91 11 26812682-83, 64732681 Email Id.: admin@skylinerta.com

Dear Sir,
Unit: Goodyear India Limited

Folio No.: _____

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

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

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

Declaration

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

Place: _____

Date: _____

Signature of the First Shareholder

Certificate of the Shareholder's Bank

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

Date: _____

Place: _____

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

NOMINATION FORM

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Regd. Office: Mathura Road,

Ballabgarh, (Dist. Faridabad)-121 004,

Haryana

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

(2) PARTICULARS OF NOMINEE/S:-

- (a) Name: _____
- (b) Date of Birth: _____
- (c) Father's/Mother's/Spouse's name: _____
- (d) Occupation: _____
- (e) Nationality: _____
- (f) Address: _____
- (g) E-mail id: _____
- (h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR:-

- (a) Date of birth: _____
- (b) Date of attaining majority: _____
- (c) Name of guardian: _____
- (d) Address of guardian: _____

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY:-

- (a) Name: _____
- (b) Date of Birth: _____
- (c) Father's/Mother's/Spouse's name: _____
- (d) Occupation: _____
- (e) Nationality: _____
- (f) Address: _____
- (g) E-mail id: _____
- (h) Relationship with the security holder: _____
- (i) Relationship with the minor nominee: _____

Name:

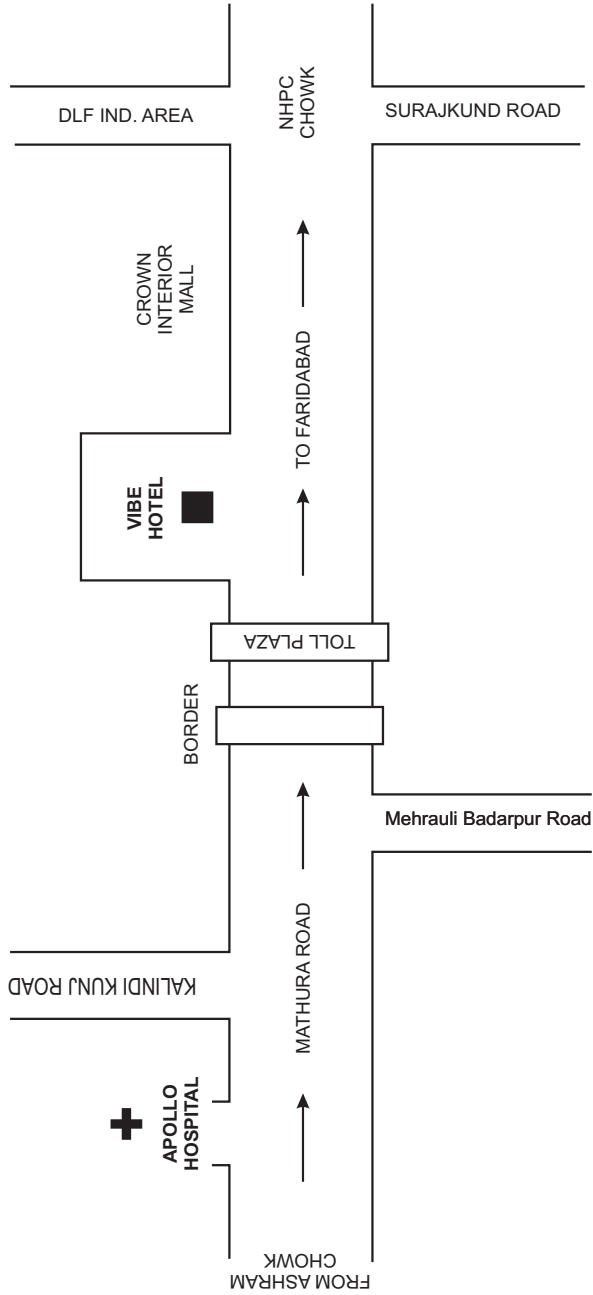
Address:

Name of the Security Holder (s)



AGM VENUE ROUTE MAP

Vibe Hotel by the Lait, 127, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003, India



- 1 Km from Badarpur Border
- 6 Km from Mohan Co-operative
- 10 Km from Nehru Place