

GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

Telephone: 0129-6611000 Fax: 0129-2305310

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

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

NOTICE

Dear Member(s),

NOTICE is hereby given that the Fifty-Seventh (57th) Annual General Meeting (“AGM”) of the Members of Goodyear India Limited will be held on **Wednesday, August 8, 2018 at 11.00 AM (IST)** 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. Adoption of the Financial Statements and Report of the Board of Directors and Auditors thereon

To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2018, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2018, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2018, (iv) Statement of Changes in Equity as on March 31, 2018, (v) Notes annexed to, or forming part of, the documents referred to in (i) to (iv) above and the reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend on Equity Shares

To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2017-2018.

3. Appointment of Mr. Rajeev Anand [DIN: 02519876], Chairman and Managing Director, liable to retire by rotation

To appoint a Director in place of Mr. Rajeev Anand (DIN: 02519876), Chairman and Managing Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

Mr. Rajeev Anand, Chairman and Managing Director is liable to retire by rotation subject to the consent of the members on the necessary amendments required to be made in the Articles of Association, as detailed under Item No. 4.

SPECIAL BUSINESS:

4. Amendments to the Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made thereunder (including any statutory modification(s) or amendment, re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded to substitute the Article 125 of the Articles of Association with the following:

125. Subject to the provisions of the Act, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire, but (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause, provided that if at any time the number of Directors (including the Managing Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such Managing Director shall be liable to retire by rotation in accordance with Article 103 to the intent that the Directors not liable to retire by rotation shall not exceed one-third of the total number of directors, for the time being, on the Board.

A Managing Director reappointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing Director, and such reappointment as Managing Director shall not be deemed to constitute a break in his appointment as Managing Director.

If at any time the total number of Managing Directors is more than one-third of the total number of Directors, the Managing Directors who shall not retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article the seniorities of the Managing Directors shall be determined by the dates of their respective appointments as Managing Directors by the Board.

RESOLVED FURTHER THAT any directors and/or Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and to sign all such other documents, as it may deem necessary, proper or desirable (including the appropriate filings to be made with the Registrar of Companies, NCT of Delhi and Haryana, Ministry of Corporate Affairs), in connection with the approval of the revised Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolution.”

5. **Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2019**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 4,80,000 (Rupees Four Lakhs and Eighty Thousand Only) plus applicable taxes and out of pocket expenses, as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s Vijender Sharma & Co, Cost Accountants (Firm Registration No. 000180), appointed as Cost Auditors to conduct the audit of Cost Accounting records and submit the Cost Audit Report of the Company for the financial year ending on March 31, 2019, be and is hereby ratified, confirmed and approved.”

6. **Appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Director of the Company**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Mitesh Mittal [DIN: 05231968] who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 13, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to determination by retirement of directors by rotation.”

7. **Appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Whole time Director of the Company and his overall yearly remuneration limit effective November 13, 2017**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded to the appointment and overall yearly remuneration limit of Mr. Mitesh Mittal, Chief Financial Officer of the Company, [DIN: 05231968] as Whole-time Director, designated as “Finance Director” for a period of 5 (five) years, with effect from November 13, 2017 to November 12, 2022, liable to retire by rotation, at such terms and conditions specified in detail in the Draft Agreement, to be entered into between the Company and Mr. Mitesh Mittal, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors of the Company be and are hereby authorized to revise, amend, alter or otherwise vary the terms and conditions of his appointment from time to time as it deems fit, but at no time the remuneration payable to Mr. Mitesh Mittal shall exceed the maximum limit prescribed in Section I of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Mitesh Mittal, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the remuneration as specified in the Draft Agreement, as the minimum remuneration subject to the receipt of requisite approval(s), if any, however prior to such approval(s), Mr. Mitesh Mittal shall be paid the managerial remuneration to the extent prescribed in Section II of Part II of Schedule V to the Act, upon the compliance of the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors including the Nomination and Remuneration Committee thereof and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable.”

8. **Appointment of Mr. Rajiv Lochan Jain [DIN: 00161022] as an Independent Non-Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Rajiv Lochan Jain [DIN: 00161022] who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 12, 2018 and who holds office upto the date of this AGM of the Company in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from March 12, 2018 to March 11, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors including a Committee thereof and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution

and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9. **Appointment of Ms. Nicole Amanda Nuttall [DIN: 08164858] as a Non-Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Ms. Nicole Amanda Nuttall [DIN: 08164858] who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 23, 2018 (Date of allotment of DIN) and who holds office upto the date of this AGM of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

10. **To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 185 of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant a loan (“Proposed Loan”) up to Rs. 260,00,00,000 (Rupees Two Hundred Sixty Crores only) to Goodyear South Asia Tyres Private Limited (“GSATPL”) (CIN No. U99999MH1993PTC075617), in one or more tranches, for the business activities of GSATPL related to its expansion of manufacturing capabilities at Aurangabad, on such terms and conditions as may be mutually agreed between the Company and GSATPL.

RESOLVED FURTHER THAT Mr. Mitesh Mittal, Finance Director and Mr. Pankaj Gupta, Company Secretary be and is hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable”, in order to give effect to this Resolution in the best interest of the Company.”

11. **To approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant a loan (“Proposed Loan”) up to Rs. 260,00,00,000 (Rupees Two Hundred Sixty Crores only) to Goodyear South Asia Tyres Private Limited (“GSATPL”), a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, in one or more tranches, for the business activities of GSATPL related to its expansion of manufacturing capabilities at Aurangabad, India on such terms and conditions as may be mutually agreed between the Company and GSATPL .

RESOLVED FURTHER THAT Mr. Mitesh Mittal, Finance Director and Mr. Pankaj Gupta, Company Secretary be and is hereby severally authorised to do or cause to be done all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company.”

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

Pankaj Gupta
Company Secretary
Membership No. - F4647

Date: June 27, 2018
Place: New Delhi

NOTES:

1. 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 48 (Forty-Eight) 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.

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 (Twenty Four) 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 (three) days of notice in writing is to be given to the Company.

- (ii) Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the AGM at the Meeting.
- (iii) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in their behalf at the Meeting.
- (iv) In case of joint holders attending the AGM, only such joint holders 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 2, 2018 to Wednesday, August 8, 2018 (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 names appears as on Friday, June 29, 2018, in the Register of Members or in the Register of beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent (“RTA”) 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 1, 2018, (the “Cut Off Date”) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of Members shall be in proportion to their 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 & SHARES

- (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 (thirty) days from the date of declaration, to the Members, whose names appear on the Company’s Register of Members as on Wednesday, August 1, 2018 or their mandates. In respect of shares held in Dematerialized form, the dividend will be paid based on the 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, 2013, the dividends that remain unpaid/unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid dividend account and underlying equity shares on which dividend remain unpaid/unclaimed for a period of 7 (seven) consecutive years are required to be transferred to the Investor Education & Protection Fund (“IEPF”) Authority established by the Central Government.

The status of the unpaid/unclaimed dividend and underlying equity shares for the following Financial year are as follows:

Financial Year	Date of Declaration of dividend	Date of Transfer/ Due Date of transfer of dividend to IEPF	Date of Transfer/ Due Date of transfer of shares to IEPF
2009	June 04, 2010	July 29, 2017	November 28, 2017*
2010	June 21, 2011	July 27, 2018	July 27, 2018
2011	May 25, 2012	June 27, 2019	June 27, 2019

*Corporate action was executed by the Company on November 28, 2017 and the Depository has executed the same by December 02, 2017

- (iii) Members are requested to note that the details of the unclaimed dividends are available on the Company's website at <https://www.goodyear.co.in/investor-relations> and Ministry of Corporate Affairs – IEPF Authority at www.iepf.gov.in. The Members/ claimants whose shares or unclaimed dividend(s) have been transferred to IEPF Authority may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

Members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / RTA immediately claiming the Dividend(s) declared by the Company pertaining to the Financial Year ended December 31, 2010 to the Financial Year ended March 31, 2017. Kindly note that once the amount and/or shares is transferred to the IEPF Authority, no claims shall lie against the Company. However, the members can claim such amount and shares from the Authority in the manner prescribed in IEPF Rules.

- (iv) 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 attached ECS Mandate Form & sending the same as per the instructions given therein.
- (v) Members may address all the correspondences relating to dividend, unclaimed shares, change of address, share transfer, transmission, nomination etc. to the Company/ RTA at the below mentioned addresses:
- Registered Office of the Company:** Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India, Tel.: 0129-6611000, Email: goodyearindia_investorcell@goodyear.com
 - Registrar & Transfer Agents:** Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area Phase – 1, New Delhi – 110020, India, Tel.: +91 11 26812682-83, 64732681-88, Email Id.: admin@skylinert.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) 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' under the Investor Relations section and at the website of NSDL at '<https://www.evoting.nsdl.com>'. 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 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 related to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id goodyearindia_investorcell@goodyear.com, at least 10 (ten) days before the date of AGM so as to enable the management to collect the relevant information and redress the queries.
- (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 RTA (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 during the e-voting period as mentioned below in Para6(I)(B).
- (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 vote 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 as amended and Regulation 44 of the SEBI (Listing Obligations 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 resolutions proposed to be considered at the AGM and set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. The facility of 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) How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300**12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically at NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” (E-Voting Event Number) of Goodyear India Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chetan.gupta@apacandassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. 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).
4. 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 “Download” section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may call on the toll free no. 1800222990 or contact Ms. Pallavi Mharte, Assistant Manager, NSDL, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 at the designated email ids: evoting@nsdl.co.in or pallavi@nsdl.co.in or at telephone no. 022-24994545/1800-222-990.

(B) E-voting Period

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:30 AM (IST) on Sunday, August 5, 2018
End of remote e-voting	Upto 5:00 PM (IST) on Tuesday, August 7, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

(C) User ID and Password for the Members who became Members after the dispatch of AGM notice:

Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the Cut Off Date i.e. Wednesday, August 1, 2018, may obtain the login ID and

password by sending a request at evoting@nsdl.co.in or RTA [Contact details are provided under Note no. 4(v) (b)].

(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 Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders 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. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries, (Registration No.- AAF-7948) having consented to act as a scrutinizer has been appointed as "Scrutinizer" for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Remote E-voting" or "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the Remote E-voting facility.
- (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 later than 3 (three) 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 not later than 3 (three) 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 Scrutiniser shall be placed on the website of the Company i.e. www.goodyear.com (in the Investors 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 the 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 RTA (enclosed with this Notice).

10. DEMATERIALIZATION

Pursuant SEBI (LODR) (Fourth Amendment) Regulations, 2018 issued on June 8, 2018 and effective from December 05, 2018, SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized 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 Section 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 SEBI (Listing Obligations and Disclosure Requirements) 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. 6 to 9 of the Notice is provided in "Annexure A" to this Notice. Director(s) have furnished the requisite consents/ declarations for their appointment / re-appointment.
- (iii) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.
- (iv) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

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 is also enclosed with the Notice for easy location of the Venue, Copy of the AGM Notice along with the route map will also be available on the website of the Company at www.goodyear.co.in in the Investor Relations section.
- (iii) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, “No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting”.

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

Item No. 4

Your Company has 6 Directors of which 3 Directors (viz., Mr. Rajiv Lochan Jain, Mr. Chandrashekhar Dasgupta and Ms. Sudha Ravi) are Independent Directors, 2 Directors are Additional Directors (viz., Mr. Mitesh Mittal and Ms. Nicole Amanda Nuttall) and Mr. Rajeev Anand is the Chairman and Managing Director of the Company. The offices of Independent Directors and Additional Directors are not liable to determine by rotation, by virtue of the provisions of the Companies Act, 2013 (“Act”) and the office of Managing Director is not liable to determine by rotation due to the provisions of the Articles of Association of the Company.

However, Mr. Rajeev Anand, Chairman and Managing Director would require to retire by rotation, to comply with the provisions of Section 152 of the Act, however, due to the restriction provided in the Articles of Association, the Company proposes to amend the relevant clauses in the Articles of Association. The details of the amendments are provided in the resolution.

A copy of the revised Articles of Association would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on all working days, excluding Saturday and Sunday, between 11.00 AM to 1.00 PM upto the date of the AGM and also at the venue of the AGM.

Accordingly, the Board of Directors recommends resolution as set out at item no. 4 for your approval.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr. Rajeev Anand, to the extent of his appointment and remuneration is concerned or interested, financial or otherwise, in the resolution. Mr. Rajeev Anand is not related to any Director of the Company.

Item No. 5

The Board at its meeting held on May 25, 2018, 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 – 110092, to conduct an audit of the cost records of the Company for the Financial year ended March 31, 2019, on a remuneration of Rs. 480,000 (Rupees Four Lakhs and Eighty Thousands Only) plus applicable taxes and 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 members.

Accordingly, the Board of Directors recommends resolution as set out at item no. 5 for your consideration and ratification.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are concerned or interested in the resolution.

Item No. 6 and 7

The Board of Directors at its meeting held on November 13, 2017, on the recommendation of Nomination and Remuneration Committee and the Audit Committee of the Company, appointed Mr. Mitesh Mittal (DIN: 05231968) as an Additional Director effective November 13, 2017. As per the provisions of Section 161(1) of the Act read with Articles of Association of the Company, 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 Act proposing his candidature for the office of Director of the Company.

Further, at the same meeting, the Board of Directors appointed Mr. Mitesh Mittal as Whole time Director for a period of 5 (five) years, effective November 13, 2017 on such terms and conditions, agreed upon between the Company and Mr. Mitesh Mittal, and as prescribed in law, subject to the approval of Members of the Company. The Board of Directors also approved the remuneration of Mr. Mitesh Mittal, subject to the approval of the Members of the Company.

Mr. Mitesh Mittal was also appointed as a Chief Financial Officer and designated as “Finance Director” of the Company with effect from November 13, 2017 and has also been nominated as member of Corporate Social Responsibility Committee and Stakeholder Relationship Committee of the Company effective November 13, 2017.

A brief profile and other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI LODR"] and Secretarial Standard-2 issued by ICSI is provided in "Annexure A" to this notice.

The approval of the Members is being sought to the terms, conditions and stipulations for the appointment of Mr. Mitesh Mittal as the Whole time Director and the remuneration payable to him. The material terms of appointment and remuneration as contained in the draft agreement are given below:

(i) **Salary, Perquisites and others (hereinafter referred to as 'Remuneration')**

Salary: Rs. 42 Lakhs per annum

Perquisites and Others: In addition to the above Salary, Mr. Mitesh Mittal shall be entitled to Rs. 165.48 Lakhs per annum

The aforesaid limit is at the discretion of the Board and the Board can modify the same subject to overall yearly remuneration limit given herein below.

- (ii) **Overall yearly remuneration limit:** Subject to compliance of applicable laws and subject to the limits prescribed in Section I of Part II of Schedule V to the Act, the Board may, from time to time, revise and vary the terms of remuneration (including the remuneration structure, categories / elements) payable to Mr. Mitesh Mittal, provided that the aggregate yearly remuneration (inclusive of salary, perquisites and others) payable to Mr. Mitesh Mittal shall not exceed Rs. 400 Lakhs at any time during the tenure of his engagement with the Company as Whole time Director of the Company.
- (iii) **Minimum Remuneration:** In the event of the Company not earning profit or inadequacy of profit in any financial year, Mr. Mitesh Mittal would be entitled to receive the above remuneration as minimum remuneration, subject to the approval of Central Government, if required and /or upon the compliance of the applicable requirements of Schedule V of the Act, as existing or as amended from time to time. However, till the time approval is obtained, Mr. Mitesh Mittal shall be paid the remuneration in terms of and to the extent prescribed in Section II of Part II of Schedule V of the Act, as existing or as amended from time to time.

The period of office of Mr. Mitesh Mittal shall be liable to determination by retirement of directors by rotation. If Mr. Mitesh Mittal is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Whole time Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole time Director.

Given his expertise, knowledge and experience, the Board considers the appointment of Mr. Mitesh Mittal as the Whole time Director, designated as "Finance Director" to be in the interest of the Company and in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, and recommend the resolutions as set out at item no. 6 and 7, for the approval by the members of the Company.

Further, in terms of the Company's policy on annual appraisal, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee, in its meeting held on May 25, 2018, subject to the approval of the Members on overall yearly remuneration limit, have revised the remuneration of Mr. Mitesh Mittal effective May 1, 2018 to increase his Salary upto Rs. 45.57 Lakhs per annum and Perquisites and others upto Rs. 191.67 Lakhs per annum.

A copy of the draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on all working days, excluding Saturday and Sunday, between 11.00 AM to 1.00 PM upto the date of the AGM and also at the venue of the AGM.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr. Mitesh Mittal, Whole time Director, to the extent of his appointment and remuneration are concerned or interested, financial or otherwise, in the resolution. Mr. Mitesh Mittal is not related to any Director of the Company.

Item No. 8

The Board of Directors at its meeting held on February 14, 2018, on the recommendation of Nomination and Remuneration Committee of the Company, appointed Mr. Rajiv Lochan Jain (DIN: 07318939), as an Additional Independent Director to hold office for a term of 5 (five) consecutive years commencing from March 12, 2018 to March 11, 2023.

In terms of Section 161(1) of the Act, Mr. Rajiv Lochan Jain holds office as an Additional Director upto the date of this AGM. The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Rajiv Lochan Jain fulfils the criteria/ conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director of the Company. Mr. Rajiv Lochan Jain was also associated with the Company as a Director from July 13, 2008 to June 7, 2014. During this tenure, he was also a partner with Performance Capital Partners LLP which transacted with the Company for an amount of Rs. 10 Lakhs, after obtaining the requisite approvals.

Mr. Rajiv Lochan Jain has also been nominated as member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee effective March 12, 2018. A brief profile and other information as required under

Regulation 36 of SEBI LODR 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. Rajiv Lochan Jain, to the extent of his appointment, are concerned or interested, financial or otherwise, in the resolution. Mr. Rajiv Lochan Jain is not related to any Director of the Company.

Accordingly, the Board of Directors recommends resolution as set out at item no. 8 for your consideration and approval.

Item No. 9

The Board of Directors at its meeting held on May 25, 2018, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Nicole Amanda Nuttall (DIN: 08164858) as an Additional Director of the Company, with effect from June 23, 2018 (Date of allotment of DIN)

In terms of Section 161(1) of the Act, Ms. Nicole Amanda Nuttall holds office as Additional Director upto the date of this AGM. The Company has received a notice under Section 160 of the Act, proposing her candidature for the office of Director of the Company.

Ms. Nicole Amanda Nuttall has also been nominated as member of Nomination and Remuneration Committee effective June 23, 2018 (Date of allotment of DIN). A brief profile and other information as required under Regulation 36 of SEBI LODR and Secretarial Standard-2 issued by ICSI is provided in “Annexure A” to this notice.

Accordingly, the Board recommends the resolution as set out at item no. 9, for the approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Ms. Nicole Amanda Nuttall, to the extent of her appointment are concerned or interested, financial or otherwise, in the resolution. Ms. Nicole Amanda Nuttall is not related to any Director of the Company.

Item No 10 and 11

The Company has received a request from Goodyear South Asia Tyres Private Limited (“GSATPL”) to grant financial assistance (“Proposed Loan”) related to expansion of GSATPL’s manufacturing capabilities at Aurangabad.

GSATPL is an Indian subsidiary of the Company’s ultimate parent company i.e. The Goodyear Tire & Rubber Co. Ohio, Akron, USA (“GTRC”). Accordingly, it is a ‘Related Party’ of your Company in terms of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI LODR . Further, the Proposed Loan qualifies as a ‘Material Related Party Transaction’ as per Regulation 23(1) of SEBI LODR.

In terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), the Proposed Loan requires the approval of the members of the Company by way of a Special Resolution, since the Company and GSATPL have common directors i.e. Mr. Rajeev Anand and Mr. Oliver Carsten Gloe (till the close of business hours of May 25, 2018) and Ms. Nicole Amanda Nuttall (with effect from date of allotment of DIN, i.e. June 23, 2018). In this case, votes of all members shall be considered to approve the resolution under Item number 10. Further, approval of the members of the Company shall not be required in terms of Section 186 of the Act, as the quantum of the loan is within the prescribed threshold.

As per Regulation 23 of SEBI LODR, a Material Related Party Transaction requires approval of the members of the company through a resolution and the Related Party [i.e. Goodyear Orient Company (Private) Limited, company incorporated outside India] in the present case is not permitted to vote in favour of such resolution under Item number 11.

The background of the Proposed Loan request is provided below.

The Company’s business mainly comprises of (a) manufacturing of farm and commercial truck tyres and (b) trading of ‘Goodyear’ branded passenger-vehicle radial tyres (“Passenger Car Tyres”) in the replacement market through the Company’s distribution network. The Passenger Car Tyres are procured by your Company under an Off-Take Agreement (“OTA”) with GSATPL, where GSATPL manufactures passenger tyres and sells to GIL for replacement market.

Across industry, the demand for Passenger Car Tyres has lately been evolving, both in terms of higher volumes and in terms of greater demand for premium tyres for high-end passenger cars. This growth is driven by multiple factors including strong performance of Auto sector (passenger cars), introduction of premium and utility vehicles in the product portfolio by car manufacturers, and higher per capita incomes leading to demand for premium utility vehicles.

The future outlook for Passenger Car Tyres thus appears to be positive, and based on the same, multiple tyre manufacturers have either already began making investments for improving existing facilities and capabilities or have announced expansion of operations of manufacturing Passenger Car Tyres.

Within Passenger Car Tyres segment, sales in the replacement market (“Replacement Market”) constitute a substantial part of Passenger Car Tyre sales in the industry, and growth in Replacement Market sales is expected to keep pace with sale to Original Equipment Manufacturers (“OEM Segment”) owing to the consistent growth in vehicle sales as witnessed over the last few years.

The Company operates in the Replacement Market by selling ‘Goodyear’ branded Passenger Car Tyres that are manufactured by GSATPL at its manufacturing facility at Aurangabad. The said manufacturing facility is undergoing an expansion and

technological improvements, for which GSATPL has sought the proposed financial assistance from your Company in form of a term loan.

The details of GSATPL's expansion program made available to your Company are as follows:

Key aspects	Description
Capacity expansion (estimated)	Financial year
	Number of tyres ('000)
	2018
	2019
	2020
	From year 2020 onwards, expected increase in the capacity of GSATPL is approx. 14,50,000 tyres per year.
Product portfolio	Passenger tyres having 15+ inch diameter
Total investment proposed	Rs. 715 crores (Rupees Seven Hundred and Fifteen crores only) approximately
Investment already made in expansion	Rs. 420 crores (Rupees Four Hundred and Twenty crores only) approximately incurred until April 2018 by GSATPL
Loan required	Up to Rs. 260 crores
Targeted completion of the expansion	By June 2019
Present status of the expansion	Production has already begun in certain parts of the new facility that have been completed. The first production batch from new facility was rolled out in July 2017

Till now, GSATPL has made the investment in expansion out of its own funds/ sources available at its disposal. For completing the expansion, additional funds are required by GSATPL in form of a loan, in a timely manner, to keep the expansion plan on track as GSATPL has utilized most of its available cash reserves. Hence, GSATPL has sought financial assistance from the Company.

The Company has surplus funds to provide financial assistance to GSATPL. After providing the loan to GSATPL, the Company will have sufficient funds to meet its business requirements.

Further, the Proposed Loan is expected to be advantageous to the Company in following respects:

1. Participation in market opportunity for Passenger Car Tyres

As mentioned previously, industry outlook for Passenger Car Tyres is positive, on the backing of multiple factors such as strong performance of Auto sector (passenger cars), introduction of premium and utility vehicles in the product portfolio by car manufacturers etc. Further, sales in Replacement Market, which constitute a substantial part of Passenger Car Tyre sales for the industry, are expected to keep pace with sales to OEMs due to the consistent growth in vehicle sales as witnessed over the last few years.

GSATPL's existing manufacturing facilities are not sufficient to meet the combined requirement of OEMs and Replacement Market of 'Goodyear' tyres, both, in terms of volumes, and product portfolio, which is witnessing an evolution to include better quality, premium and higher rim-sized tyres. Accordingly, GSATPL is carrying out the expansion of its existing manufacturing facilities, so as to be able to cater to the growing and changing demand of OEM customers and Replacement Market.

The Company sources all Passenger Car Tyres from GSATPL. The ongoing expansion by GSATPL will help your Company to sustain current sale volumes and to build a competitive product portfolio of Passenger Car Tyres in the Replacement Market.

Thus, the expansion by GSATPL is considered beneficial from the Company's perspective. The Proposed Loan will help GSATPL to keep the ongoing expansion on track, thereby helping timely and continued supply of Passenger Car Tyres, in line with the Company's requirements.

2. Return on surplus funds

The Proposed Loan is sought to be provided to GSATPL at a floating interest rate based on Government's Treasury Bill (364 day) rate (TBLR) plus 165 basis points spread. The TBLR will be determined by using the Treasury Bill (364 day) reference rate published on the Reserve Bank of India (RBI)'s website at <https://www.rbi.org.in/home.aspx>. The RBI published rate will be rounded off to the nearest 5 basis points (0.05%) to arrive at the applicable TBLR. The interest rate will be reset on annual basis starting from date of signing of the loan agreement for the Proposed Loan. Further, the interest on Proposed Loan will be payable on a quarterly basis.

The said rate of interest on Proposed Loan is in line with corporate lending rates offered by banks, prevailing as of such date.

Presently the Company's surplus funds are invested in term deposits placed with scheduled banks. The average pre-tax return on such deposits over year ended March 31, 2018 was approximately 6.05%.

Accordingly, the Proposed Loan offers better return and terms compared to the current investments made by the Company using surplus funds.

3. No credit risks or equity exposure anticipated as a result of the Proposed Loan

The Proposed Loan is sought to be secured through a Corporate Guarantee from the ultimate parent of GSATPL, The Goodyear Tire & Rubber Company ("GTRC"). GTRC is a multinational tyre manufacturing company, and is amongst

the top four tyre manufacturers globally. GTRC is listed on the New York Stock Exchange and has a credit rating of BB from Standard & Poor's Investors Service as of April 2018.

Separately, the existing distribution network should be able to serve the increased supply of goods from GSATPL.

The Company does not anticipate requirement of any material investment, in order to meet the increased distribution requirements, due to any rise in sales volumes.

Accordingly, no credit risk or equity exposure is anticipated for your Company as a result of the Proposed Loan.

The Audit Committee of the Company, at its meeting held on May 25, 2018, was pleased to approve the Proposed Loan, subject to approval of the Board of Directors and fulfilment of other requirements, if any. Further, the Board of Directors of the Company, at its meeting held on May 25, 2018, was pleased to unanimously approve the Proposed Loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any

The key particulars of the Proposed Loan are as under -

Particulars	Information
Name of the Related Party	Goodyear South Asia Tyres Private Limited ("GSATPL")
Name of Director(s) or Key Managerial Person who is related	The following are common Directors/ KMPs with Company and GSATPL - <ol style="list-style-type: none"> Mr Rajeev Anand Mr Oliver Carsten Gloe (till the close of business hours of May 25, 2018) Ms. Nicole Amanda Nuttall (with effect from Date of allotment of DIN, i.e. June 23, 2018) <p>Accordingly, both the above mentioned Directors did not participate in discussions and did not vote on the resolutions of the Audit Committee and Board of Directors in relation to the Proposed Loan.</p>
Nature of relationship	GSATPL is a fellow subsidiary of the Company by virtue of being an Indian subsidiary of the Company's ultimate parent company i.e. The Goodyear Tire & Rubber Co. Ohio, Akron, USA ("GTRC")
Purpose	Financial assistance related to expansion of manufacturing facility of Passenger Car Tyres located at Aurangabad.
Material terms of the transaction	
- Total limit	Up to Rs.260,00,00,000 (Rupees Two Hundred Sixty Crores only) to be given through one or more tranches
- Nature of loan	Term loan
- Tenure	84 months (or such extended period as may be mutually agreed between Company and GSATPL subject to requisite approvals) <p>In case of termination of OTA between Company and SATL, outstanding loan and interest to become payable within 90 days of final date of termination of OTA</p>
- Interest	<ul style="list-style-type: none"> Floating interest rate based on India government Treasury Bill (364 day) rate (TBLR) + 165 basis points spread. The TBLR will be determined by using the Treasury Bill (364 day) reference rate published on the RBI's website at https://www.rbi.org.in/home.aspx. The RBI published rate will be rounded off to the nearest 5 basis points (0.05%) to arrive at the applicable TBLR. The interest rate to be reset on annual basis starting from date of signing of loan agreement. Payment of interest to be made on quarterly basis.
- Security	The Term Loan shall be secured by a corporate guarantee from GTRC

A copy of the draft Loan Term Sheet will be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days, excluding Saturday and Sunday, between 11.00 AM to 1.00 PM up to the date of the AGM and also at the venue of the AGM.

None of the Directors, except for Mr. Rajeev Anand, and Ms. Nicole Amanda Nuttall, or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolutions.

These Board is of the opinion that the Proposed Loan is in the best interests of the Company, and therefore, recommends the Resolution set out in the Notice for the approval of the members.

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

Pankaj Gupta
Company Secretary
Membership No.- F4647

Date: June 27, 2018
Place: New Delhi

ANNEXURE A

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

Particulars	Mr. Mitesh Mittal [DIN: 05231968] (refer item 6 and 7)	Mr. Rajiv Lochan Jain [DIN: 00161022] (refer item 8)	Ms. Nicole Amanda Nuttall [DIN: 08164858] (refer item 9)
Date of Birth	January 10, 1978 (40 years)	January 1, 1951 (67 years)	October 14, 1979 (38 years)
Date of first Appointment	November 13, 2017	March 12, 2018	June 23, 2018 (Date of allotment of DIN)
Qualification	Bachelor of Commerce from SRCC, Delhi University, Company Secretary from ICSI, qualified Chartered Accountant from ICAI, Certified Public Accountant (CPA) and MBA from Rensselaer Polytechnic Institute, USA	B. Tech. (Hons.) degree in Chemical Engineering from IIT, Kharagpur and did MBA from Peter T. Paul College of Business and Economics at the University of New Hampshire, USA	Bachelor of Commerce from the University of Queensland. Bachelor of Laws and Graduate Diploma in Legal Practice from Queensland University of Technology. Admitted as a Solicitor of the Supreme Court of Queensland
Brief Resume	Mr. Mitesh Mittal in his 20 years of experience at MNC(s) in Asia and US, gained significant Finance expertise. This includes leading finance departments, financial planning/ analysis, controllership, operations finance, audit and consulting	Mr. Rajiv Lochan Jain was the Chief Executive of the Specialty Chemicals, Rubber Chemicals and Explosives businesses of ICI India Limited (now Akzo Nobel India Limited) prior to being appointed as the Chief Operating Officer. Mr. Jain joined the Board in 1997 and served as the Chief Executive Officer and Managing Director of ICI India Limited from 2003. Mr. Jain successfully led the portfolio reshaping of ICI India Ltd. from a diversified chemical Company to a focused and the fastest growing player in the paints and coatings business. Mr. Jain was also the Chairman of ICI's Research Company in India and the joint-venture company of ICI with Orica, Australia. Mr. Jain advises global and local companies on their entry and growth strategies for India.	Ms. Nicole Amanda Nuttall is presently working as an Associate General Counsel of Goodyear Tire Management Company (Shanghai) Ltd. Ms. Nuttall has previously worked as a Director-Compliance and Ethics, Asia Pacific region. Ms. Nuttall has also been associated with Goodyear and Dunlop Tyres (Aust) Pty Ltd as legal counsel for a period of almost 6 years. Ms. Nuttall area of expertise is Legal and Compliance. Ms. Nuttall has worked with organizations such as GM Holden Ltd, Home Wilkinson Lowry, The Royal Automobile Club of Queensland Limited, Lyons Solicitor and Ellison Moschella & Co. in the past in their legal department.
Experience and expertise in specific functional area	Finance (20 years)	General Management and advisory (45 years)	Legal and Compliance (16 years)
Directorships held in Other Companies in India	Goodyear South Asia Tyres Private Limited	Gujarat Alkalies and Chemicals Limited Fresenius Kabi Oncology Limited	Goodyear South Asia Tyres Private Limited
Chairman/ Member of Committee of the Board of other Companies in which they are director	None	Member of Audit Committee, Stakeholders Relationship Committee, Project Committee, Risk Management Committee, Personnel Committee of Gujarat Alkalies and Chemicals Limited Member of Audit Committee, Remuneration and Nomination Committee and Corporate Social Responsibility Committee of Fresenius Kabi Oncology Limited	None
Shareholding in Goodyear India Limited	0.00% (500 equity shares)	None	None
Inter-se Relationship between Directors/ Mangers/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. 6 and 7 of the AGM Notice. Additionally, the service contract of Mr. Mitesh Mittal is valid upto 3 years	The Director shall hold office for a term of 5 (five) consecutive years commencing from March 12, 2018 to March 11, 2023 and whose office shall not be liable to retire by rotation	The Director is liable to retire by rotation. The other terms shall be as per the Nomination and Remuneration Committee Policy of the Company
Remuneration Last Drawn	Rs. 67.93 Lakhs	None	None
Number of Board Meetings Attended during the Financial Year 2017-18 (Total 5 Board Meetings were held during the Financial Year)	2 of 2	No Board Meeting was held post appointment	Not applicable

GOODYEAR INDIA LIMITED



(CIN: L25111HR1961PLC008578)

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

Telephone: 0129-6611000 Fax: 0129-2305310

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

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

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]

57th Annual General Meeting- August 8, 2018

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:

- Name : _____
Address : _____
Email ID : _____ Or failing him
- Name : _____
Address : _____
Email ID : _____ Or failing him
- Name : _____
Address : _____
Email ID : _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 57th Annual General Meeting of the Company to be held on Wednesday, August 8, 2018 at 11:00 AM (IST) at Vibe Hotel by The Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote	
		FOR	AGAINST
ORDINARY BUSINESS			
1	To receive, consider and adopt the financial statements, namely(i) the Audited Balance Sheet as at March 31, 2018, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2018, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2018, (iv) Statement of Changes in Equity as on March 31, 2018, (v) Notes annexed to, or forming part of, the documents referred to in (i) to (iv) above and the reports of the Board of Directors and the Auditors thereon.		
2	To declare dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2017-2018		
3	To appoint a Director in place of Mr. Rajeev Anand (DIN: 02519876), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment		
SPECIAL BUSINESS			
4	To approve the amendments to the Articles of Association of the Company		
5	To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2019		
6	To approve appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Director of the Company		
7	To approve appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Whole time Director of the Company and approve overall yearly remuneration limit effective November 13, 2017		
8	To approve appointment of Mr. Rajiv Lochan Jain [DIN: 00161022] as an Independent Non-Executive Director of the Company		
9	To approve appointment of Ms. Nicole Amanda Nuttall [DIN: 08164858] as a Non-Executive Director of the Company		
10	To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of Companies Act, 2013		
11	To approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015		

Signed this..... Day of.....2018

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

Note:

- This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 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.

Affix
30 paise
Revenue
Stamp



GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

Telephone: 0129-6611000 Fax: 0129-2305310

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

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

57th Annual General Meeting- August 8, 2018**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, 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:

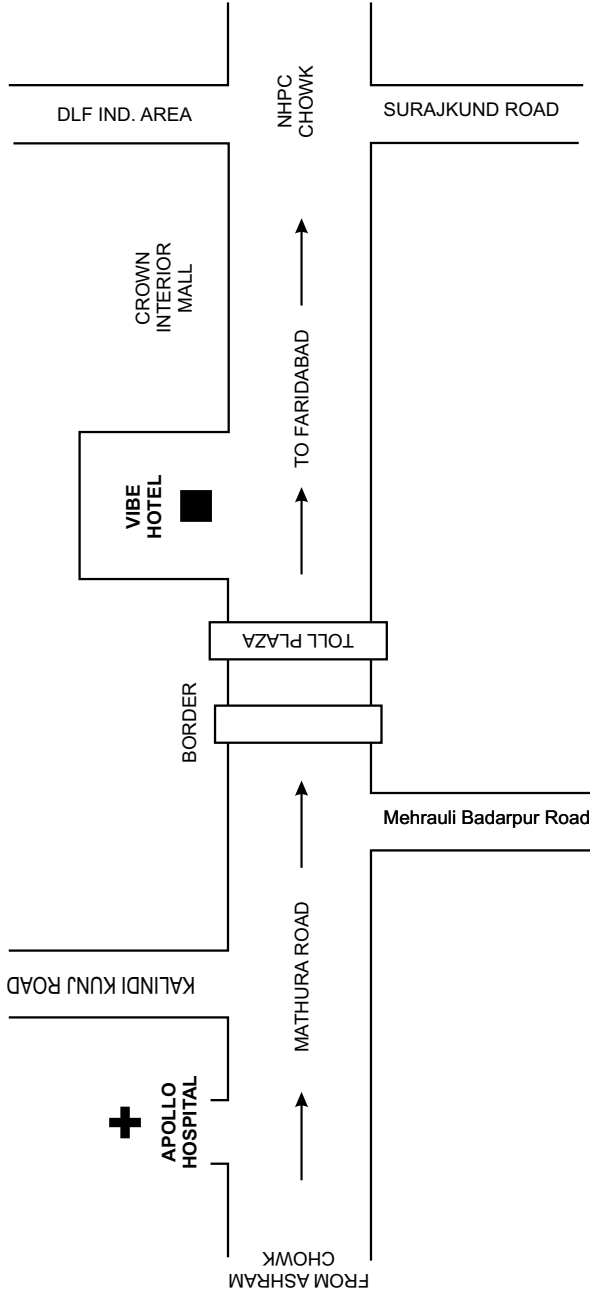
Address:

Name of the Security Holder (s)

Signature:

AGM VENUE ROUTE MAP

Vibe Hotel by the Lalit, 12/7, 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

GOODYEAR INDIA LIMITED



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

57th Annual General Meeting - August 8, 2018

ATTENDANCE SLIP

I/we hereby record my presence at the Fifty Seventh Annual General Meeting of the members of Goodyear India Limited held at **Wednesday, August 8, 2018 at 11.00 AM (IST) at Vibe Hotel by The Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003, India**

Folio No.:	DP ID*:	Client ID*:
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1 (in block letters)		
Joint Holder 2 (in block letters)		
No. of Shares Held		
I hereby certify that I am a member / proxy for the member of the Company.		
Signature of Shareholder/Proxy/Authorised Representative		

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise. Shareholders are also requested to bring their copy of annual report. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting.

*Applicable for shareholders holding shares in electronic form.



ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note No 6 to the Notice of 57th AGM dated August 8, 2018 for e-voting process. The E-voting period starts from Sunday, August 5, 2018 at 9:30 A.M. and will end on Tuesday, August 7, 2018 at 5:00 P.M. The voting module shall be disabled by NSDL for voting thereafter.