

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 56th Annual General Meeting (“AGM”) of the Members of GOODYEAR INDIA LIMITED will be held on Wednesday, August 9, 2017 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 statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend @ Rs. 12.50/- per Equity Share.
3. To appoint a Director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Deloitte Haskins and Sells LLP, Chartered Accountants [ICAI Firm Registration No. 117366W / W-100018] be and are hereby appointed as the Statutory Auditors of the Company, in place of Price Waterhouse and Co Bangalore LLP [ICAI Firm Registration No 007567S/S-200012], Chartered Accountants, the retiring Auditors, to hold office for a term of five consecutive years, commencing from the Financial Year 2017-18, from the conclusion of the 56th Annual General Meeting of the Company, subject to annual ratification of their appointment by the Members of the Company at every intervening Annual General Meeting till the conclusion of the 61st Annual General Meeting to be held in year 2022, on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018 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(s) thereof for the time being in force), the remuneration of Rs. 4,80,000/- (Rupees Four Lakhs Eighty Thousand only) plus out of pocket expenses payable to M/s Vijender Sharma & Co, Cost Accountants (Firm Registration No. 000180), appointed as Cost Auditors by the Board of Directors of the Company 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, 2018, be and is hereby ratified.”

6. To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] 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 pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 9, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to determination by retirement of directors by rotation.”

7. To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and his overall yearly remuneration limit effective February 9, 2017 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 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(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment and overall yearly remuneration limit of Mr. Leopoldo Estefano Maggiolo Gonzalez, Chief Financial Officer of the Company, [DIN: 07318939] (‘Mr. Leo’) as Whole time Director, designated as “Finance Director” for a period of 3 years, with effect from February 9, 2017 to February 8, 2020, 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. Leo, 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. Leo 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. Leo 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. Leo 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 Act.”

8. To approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman & Managing Director of the Company, effective May 1, 2017 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 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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 and Managing Director of the Company with effect from May 1, 2017, and his overall yearly remuneration limit as specified in detail in the draft Fourth Supplemental Agreement, to be entered into between the Company and Mr. Rajeev Anand, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors of the Company are 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 Act and as per the terms and conditions of the previously approved Third Supplemental Agreement.”

By Order of the Board

For and on behalf of Goodyear India Limited

Pankaj Gupta

Company Secretary

Membership No.- F4647

Date: May 26, 2017

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 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 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 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 3, 2017 to Wednesday, August 9, 2017 (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 30, 2017, 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 2, 2017 (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 days from the date of declaration, to the Members whose names appear on the Company’s Register of Members as on Wednesday, August 2, 2017 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, the dividends that remain unpaid & unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid & unclaimed dividend account were required to be transferred to the Investor Education & Protection Fund (IEPF) constituted by the Central Government. The status of the unpaid & unclaimed dividend is as follows:

Financial Year	Date of Declaration of dividend	Date of Transfer/ Due Date of transfer of dividend to IEPF
2008	June 19, 2009	August 16, 2016
2009	June 04, 2010	July 09, 2017
2010	June 21, 2011	July 27, 2018

- (iii) The Ministry of Corporate Affairs (‘MCA’) had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 7, 2016 (‘IEPF Rules 2016’). Amongst other things, the rules provide for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the Members on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority (‘Authority’).

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the Members who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those Members do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified.

Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on February 28, 2017 ('IEPF Rules 2017'), substituting, amongst other things, Rule 6 of IEPF Rules, 2016 and providing that where the period of seven years provided under the sub section (5) of Section 124 of the Companies Act, 2013 has been completed or being completed during the period from September 7, 2016 to May 31, 2017, the due date of transfer of such shares will be May 31, 2017. Accordingly, the Company had given intimation in the manner prescribed under Rule 6 of the IEPF Rules, 2016 to all other Members who have not encashed any unpaid/unclaimed dividends and where the period of seven years has been completed or being completed during the period from September 7, 2016 to May 31, 2017. In such cases where valid claim is not received by May 31, 2017, the respective shares are required to be credited to the designated DEMAT Account of the Authority in a manner as may be prescribed by the Authority.

Accordingly, the Company also published notice in the leading newspaper in English and regional language having wide circulation on November 19, 2016, December 16, 2016 and April 8, 2017 and uploaded the same on the website of the Company at www.goodyear.co.in (Investor Relations section).

Members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / Registrar & Transfer Agents ('RTA')- Skyline Financial Services Private Limited immediately claiming the Dividend(s) declared by the Company pertaining to the Financial Years 2009-16. Kindly note that the once the amount and/or shares is transferred to the IEPF, 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:
 - a) **Registered Office of the Company:** Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, 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 – 110020, India, Tel.: +91 11 26812682-83, 64732681-88, 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 alongwith 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 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 Annual General Meeting and also at the venue of the Annual General Meeting.
- (iv) In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id goodyearindia_investorcell@goodyear.com, 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 during the e-voting period as mentioned below 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 as amended 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 resolutions proposed to be considered at the Annual General Meeting (AGM) and set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“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.nsd.com>.
- (iv) Click on Shareholder – Login.
- (v) Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the Company/depository participant(s) or mentioned in the attendance slip) and verification code as displayed. Click Login.
- (vi) Password change menu appears. Change the password with a 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 authorized to vote, to the Scrutinizer through e-mail to chetan.gupta@apacandassociates.com 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. Members who forgot the User Details/Password can also use "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com. [In case Shareholders are holding shares in DEMAT mode, USER-ID is the combination of (DP ID + Client ID) and In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No)].

- (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.

(C) E-voting Period

The Remote E-voting period commences on Sunday, August 6, 2017 (9:30 AM) and ends on Tuesday, August 8, 2017 (5:00 PM). During the aforesaid period, Members of the Company may opt to cast their votes through Remote E-voting. After Tuesday, August 8, 2017 (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:

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut Off Date i.e. Wednesday, August 2, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

(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 or call on toll free no.: 1800-222-990.

(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.

(iii) 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 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 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 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/revision of remuneration vide Item No. 3, 6, 7 and 8 of the Notice is provided in "Annexure A" to this Notice. 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 Annual General Meeting. 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 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 at its meeting held on May 26, 2017, 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 the audit of the cost records of the Company for the Financial year ended March 31, 2018, on remuneration of Rs 4,80,000/- (Rupees Four Lakh and Eighty Thousand Only) plus 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 in the resolution.

The Board of Directors recommends passing of the above resolution as set out at item no.5.

Item No. 6 and 7

The Board at its meeting held on February 8, 2017, on the recommendation of Nomination and Remuneration Committee and the Audit Committee of the Company, appointed Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] ('Mr. Leo'), (Chief Financial Officer of the Company), as Additional Director effective February 9, 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 Annual General Meeting 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, along with the requisite deposit.

Further, at the same meeting, the Board of Directors appointed Mr. Leo as Whole time Director designated as "Finance Director" of the Company for a period of 3 years, effective February 9, 2017, on such terms and conditions, agreed upon between the Company & Mr. Leo and as prescribed in law, subject to the approval of Members of the Company. The Board of Directors also approved the remuneration of Mr. Leo, subject to the approval of the Members of the Company, although, there is no change in the remuneration of Mr. Leo by virtue of his appointment as Whole time Director of the Company.

A brief profile and other information as required under Regulation 36 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. Mr. Leo has been nominated as member of Corporate Social Responsibility Committee and Stakeholder Relationship Committee of the Company effective February 9, 2017.

The approval of the Members is being sought to the terms, conditions and stipulations for the appointment of Mr. Leo as the Whole time Director and the remuneration payable to him. The terms and conditions proposed are keeping in line with the remuneration package that is necessary to encourage good professional managers with the sound carrier record to important position as that of the 'Finance Director'.

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 and Perquisites: Rs. 360 Lakhs per annum

Others: In addition to the above Salary and Perquisites, Mr. Leo shall also be entitled to Rs. 215 Lakhs

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 of the Companies Act, 2013, the Board may revise and vary the terms of remuneration (including the remuneration structure, categories / elements) payable to Mr. Leo, provided that the aggregate yearly remuneration payable to Mr. Leo shall not exceed Rs. 800 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. Leo 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 Companies Act, 2013. However, till the time approval is obtained, Mr. Leo shall be paid the remuneration in terms of and to the extent prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

The period of office of Mr. Leo shall be liable to determination by retirement of directors by rotation. If Mr. Leo 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. Leo 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 Companies Act, 2013, recommends the Special Resolution as set out in the accompanying Notice for the approval of the Members.

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 26, 2017, subject to the approval of the Members on

overall yearly remuneration limit, have revised the remuneration of Mr. Leo effective May 1, 2017 to increase his Salary and Perquisites upto Rs. 545 Lakhs and Others upto Rs. 255 Lakhs.

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. Leo, Whole time Director, to the extent of his appointment and remuneration is concerned or interested, financial or otherwise, in the resolution. Mr. Leo is not related to any Director of the Company.

Item No. 8

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on May 26, 2017, approved the revision in the remuneration payable to Mr. Rajeev Anand ('Mr. Anand'), Vice Chairman and Managing Director as per the details embodied in the draft Fourth Supplemental Agreement effective May 1, 2017, subject to the approval of the Members of the Company.

A brief profile and other information as required under Regulation 36 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.

The material terms of the revised remuneration as embodied in the draft Fourth Supplemental Agreement of Mr. Anand as Vice Chairman and Managing Director effective May 1, 2017 is appended as below:

(i) **Salary, Allowances, Perquisites and others (hereinafter referred to as "Remuneration"):**

Monthly basic salary and Allowances: Monthly basic salary of Rs. 6,77,387/- and Monthly Special Allowance of Rs. 5,75,266/- and expenditure on gas, electricity, water and furnishings upto ceiling of Rs. 5,99,000/- in a year to be paid as misc. monthly allowances.

Performance Bonus: Performance Bonus including Pay for Performance Bonus (PRP) and incentive(s) of any kind whatsoever payable annually as may be decided by the Board subject to a ceiling of Rs. 40 million (subject to overall ceilings laid down under Section 197 of the Act) in a year.

Perquisites and others: All other terms and conditions with respect to the remuneration of Mr. Anand including, reimbursement of expenses incurred for drivers' salary on personal car and exp. for running and maintenance of Personal Car, 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 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 Companies Act, 2013, the Board may revise and vary the terms of remuneration (including the remuneration structure, categories / elements) payable to Mr. Anand, provided that the aggregate yearly remuneration payable to Mr. Anand shall not exceed Rs 800 Lakhs at any time during the tenure of his engagement with the Company as Managing 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. Anand 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 Companies Act, 2013. However, till the time approval is obtained, Mr. Leo shall be paid the remuneration in terms of and to the extent prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

The Board of Directors may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated. The Board recommends the Special Resolution as set out in the accompanying Notice for the approval of the Members.

Copy of the Draft Fourth Supplemental 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. Anand, Vice Chairman and Managing Director of the Company, to the extent of his appointment and remuneration is concerned or interested, financial or otherwise, in the resolution. Mr. Anand is not related to any Director of the Company.

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

Date: May 26, 2017
New Delhi

Pankaj Gupta
Company Secretary
Membership No.- F4647

The details of Directors seeking appointment/re-appointment/revision of the 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 the Institute of Company Secretaries of India

Particulars	Mr. Christopher Raymond Delaney [DIN: 07348894] (refer item 3)	Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] (refer item 6 and 7)	Mr. Rajeev Anand [DIN: 02519876] (refer item 8)
Date of Birth	31/08/1961 (56 Years)	16/01/1975 (42 Years)	23/05/1960 (57 Years)
Date of first Appointment	01/01/2016	09/02/2017	20/02/2009
Qualification	Graduate of Trinity College in Hartford, Conn., where he earned his bachelor's degree in history.	Masters' Degree in Business Administration from the School of Universidad Adolfo Ibanez	Diploma in Mechanical Engineering
Expertise in specific functional area	Mr. 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. Mr. Delaney then spent seven years at the Campbell Soup Company, first leading international sales before becoming president, emerging markets and later president, Asia Pacific. Prior to joining Goodyear India Limited, Mr. Delaney was CEO and Managing Director of Goodman Fielder in Australia from July 2011 to March 2015.	Mr. Leo has 20 years of professional and diverse experience in the Finance field. Mr. Leo joined Goodyear Group in Chile in January 2006 as Controller from Impresora y Commercial Publicguias where he was a Chief Accounting & Management. Prior to Impesora, Mr. Leo was Controller/ Finance Manager for Avery Dennison Chile S.A, Financial Reporting Mercosur for Avery Dennison Argentina. Later on, Mr. Leo held the position of Finance Director in Goodyear Group in Peru in January 2008 and Finance Director, Andean Cluster (Chile-Colombia-Peru) in Goodyear Group in Peru in February 2013.	Mr. Rajeev Anand has been associated with the Company for over 34 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 the Company's Chief Operating 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/ Managers/ Key Managerial Personnel	None	None	None
Terms and Conditions of Appointment / Re-appointment and Remuneration	Mr. Delaney is a non-executive Director, liable to retire by rotation in the ensuing AGM and being eligible offers himself for re-appointment. He does not receive any remuneration from the Company.	Terms and Conditions of the appointment and remuneration details are given in the explanatory statement on Item no. 6 & 7 of the AGM Notice. Additionally, the service contract of Mr. Leo is valid upto 3 years from the date of appointment till February 8, 2020.	Terms and Conditions of the appointment and remuneration details are given in the explanatory statement on Item no. 8 of the AGM Notice. Additionally, the service contract of Mr. Anand is valid upto February 19, 2019.
Remuneration Last Drawn	NIL	*Rs. 92.66 Lakhs (For details please refer para 5 on corporate governance report)	Rs. 444.63 Lakhs (For details please refer para 5 on corporate governance report).
Number of Board Meetings Attended during the Financial Year 2016-17 (Total 4 Board Meetings were held during the Financial Year)	2	NIL (No Board Meetings were held post appointment of Mr. Leo)	4

* The Remuneration of Mr. Leo is with effect from his date of appointment i.e February 9, 2017

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

56th Annual General Meeting - August 9, 2017

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 56th Annual General Meeting of the Company to be held on **Wednesday, August 9, 2017 at 11:30 AM 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:

Resolution No.	Resolution	Vote	
		FOR	AGAINST
ORDINARY BUSINESS			
1	To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon		
2	To declare dividend @ Rs. 12.50/- per Equity Share.		
3	To appoint a director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
4	To appoint Statutory Auditors and fix their remuneration.		
SPECIAL BUSINESS			
5	To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018.		
6	To approve appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Director of the Company.		
7	To approve appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and approve overall yearly remuneration limit effective February 9, 2017		
8	To approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman and Managing Director of the Company effective May 1, 2017		

Signed this..... Day of.....2017

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 completed, 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.

Affix
30 paise
Revenue
Stamp



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

56th Annual General Meeting - August 9, 2017

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:

GOODYEAR

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:

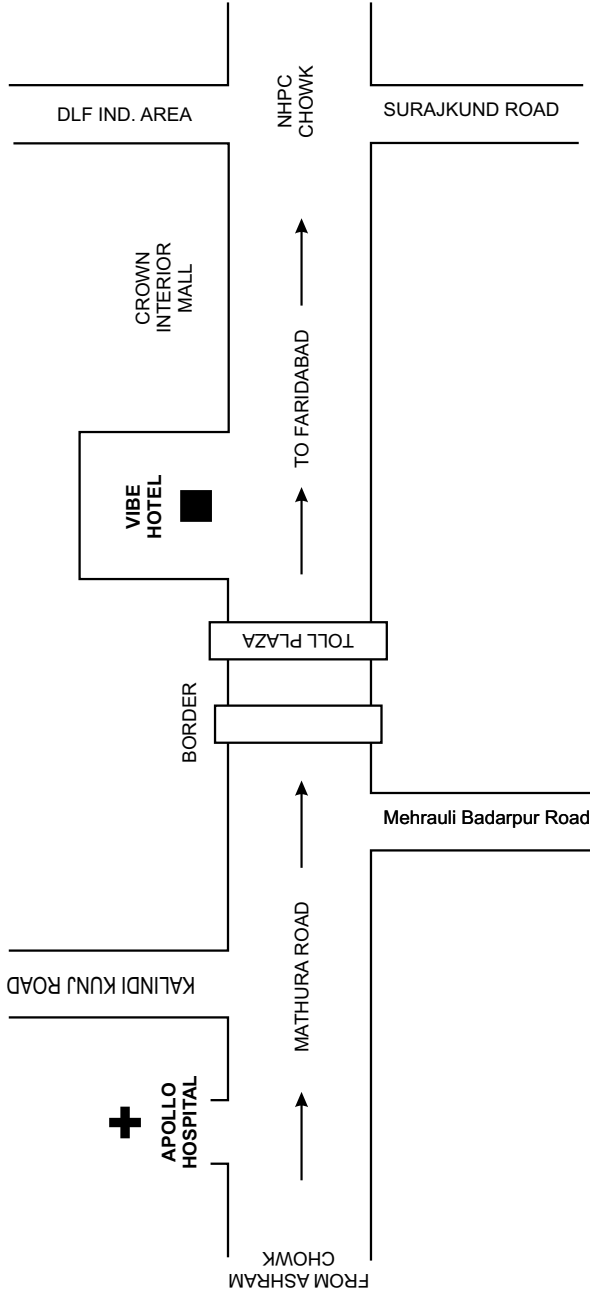
Name of the Security Holder (s)

Signature:



AGM VENUE ROUTE MAP

Vibe Hotel by the Lalit, 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



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

56th Annual General Meeting - August 9, 2017

ATTENDANCE SLIP

I/we hereby record my presence at the Fifty Sixth Annual General Meeting of the Shareholders of Goodyear India Limited held at **Wednesday, August 9, 2017 at 11:30 AM 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 56th AGM dated August 9, 2017 for e-voting process. The E-voting period starts from Sunday, August 6, 2017 at 9:30 A.M., and will end on Tuesday, August 8, 2017 at 5:00 P.M. The voting module shall be disabled by NDSL for voting thereafter.