

# 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-Eighth (58th) Annual General Meeting (“AGM”) of the members of Goodyear India Limited will be held on **Monday, August 12, 2019 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 businesses:

### 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, 2019; (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019; (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019; (iv) Statement of Changes in Equity as at March 31, 2019; (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 2018-2019.

**3. Appointment of Mr. Mitesh Mittal [DIN: 05231968], Director, liable to retire by rotation**

To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), Whole Time Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

**4. To ratify the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2020**

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

“RESOLVED THAT pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (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 Lakh 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, 2020, be and is hereby ratified, confirmed and approved.”

**5. To re-appoint Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director 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 149, 150, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Ms. Sudha Ravi (DIN: 06764496), Independent Non-Executive Director of the Company, who is eligible for re-appointment and who has submitted a declaration that she meets the criteria for independence as provided under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of 5 (five) consecutive years commencing from June 7, 2019 to June 6, 2024 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors including the Nomination and Remuneration 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.”

By Order of the Board

For and on behalf of Goodyear India Limited

**NOTES:**

**1. PROXY/AUTHORIZED REPRESENTATIVE**

- (a) **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 this 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.

- (b) Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with this notice of the AGM at the Meeting.
- (c) 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 on their behalf at the Meeting.
- (d) 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 August 06, 2019 to August 12, 2019 (both days inclusive) for determining the names of Members eligible for dividend on equity shares, if declared at the AGM.

**3. CUT OFF DATE**

- (a) This Notice is being sent to all the Members whose names appear as on June 28, 2019, 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.
- (b) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on August 05, 2019, (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.
- (c) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

**4. PAYMENT OF DIVIDEND AND TREATMENT OF UNCLAIMED DIVIDEND & SHARES**

- (a) 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 August 05, 2019 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.
- (b) 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
2010	June 21, 2011	August 24, 2018	August 24, 2018
2011	May 25, 2012	June 27, 2019	June 27, 2019
2012	June 07, 2013	July 12, 2020	July 12, 2020

- (c) 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](http://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](http://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, 2011 to the Financial Year ended March 31, 2018. 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.

- (d) 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.
- (e) Members may address all the correspondences relating to dividend, unclaimed shares, claiming refund of shares & dividend transferred to IEPF, change of address, share transfer, transmission, nomination etc. to the Company/ RTA at the below mentioned addresses:
- i) **Registered Office of the Company:** Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India, Tel.: 0129-6611000, Email: [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com)
  - ii) **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](mailto:admin@skylinerta.com)

## 5. COMMUNICATION TO MEMBERS

- (a) 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.
- (b) 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](http://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.
- (c) 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 Sundays, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.

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](mailto: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.

- (d) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- (e) 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/ change, if required, 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:

- (a) 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") during the e-voting period as mentioned below in Para 6.1.2 irrespective of whether the member is holding shares in physical form or in dematerialised form.

- (b) 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.
- (c) Once the vote is cast by the member, he shall not be allowed to change it subsequently or cast the vote again, however 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.

**6.1 VOTING THROUGH ELECTRONIC MEANS**

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing 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 electronically on resolutions proposed to be considered at the AGM and set forth in this Notice 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:

**6.1.1 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.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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](mailto:chetan.gupta@apacandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in) or [pallavi@nsdl.co.in](mailto:pallavi@nsdl.co.in) or at telephone no. 022-24994545/1800-222-990

### 6.1.2 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 Friday, August 9, 2019
End of remote e-voting	Upto 5:00 PM (IST) on Sunday, August 11, 2019

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.

### 6.1.3 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 becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 05, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA [Contact details are provided under Note no. 4(e)(ii)].

## 6.2 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

- (a) Mr. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries, (ICSI Unique Code – P2011DE025300) 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.
- (b) 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, through “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.
- (c) 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 scrutinizer 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 and will be displayed at the Registered Office of the Company situated at Mathura Road, Ballabgarh, (Dist. Faridabad), Haryana - 121004 and communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company’s website: [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations).

## 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

As SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form, the 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

- (a) 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.
- (b) 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.

- (c) 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

- (a) 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.
- (b) Route Map for the AGM is also enclosed with this notice for easy location of the venue. Copy of this AGM Notice along with the route map will also be available on the website of the Company at [www.goodyear.co.in](http://www.goodyear.co.in) in the Investor Relations section.
- (c) 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 the members at or in connection with the meeting".

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

#### Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to 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.

The Board at its meeting held on May 29, 2019, on the recommendation of Audit Committee, had appointed M/s Vijender Sharma & Co., Cost Accountants, 11, 3rd Floor, Hargovind Enclave, Vikas Marg, New Delhi – 110092, as Cost Auditors to conduct an audit of the cost records of the Company for the Financial year ended March 31, 2020, on a remuneration of Rs. 4,80,000 (Rupees Four Lakh Eighty Thousand Only) plus applicable taxes and out of pocket expenses.

The Board of Directors further recommends resolution as set out at item no. 4 as an ordinary resolution for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

#### Item No. 5

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment, for another term of upto 5 (five) consecutive years on the Board of a Company, on passing a special resolution by members of the Company

Ms. Sudha Ravi was appointed as an Independent Non-Executive Director to hold office for a term of 5 (five) consecutive years commencing from June 7, 2014 to June 6, 2019, by the members of the Company through Postal Ballot dated January 16, 2015.

The Nomination and Remuneration Committee at their meeting held on May 29, 2019, on the basis of performance evaluation of Ms. Sudha Ravi and taking into account the business knowledge, acumen, experience and the substantial contribution made by Ms. Sudha Ravi during her tenure, recommended her re-appointment to the Board and the Board at their meeting held on May 29, 2019 in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), further recommends the re-appointment of Ms. Sudha Ravi as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from June 7, 2019 upto June 6, 2024. In the opinion of the Board, Ms. Sudha Ravi fulfils the criteria/ conditions specified under the Act and Listing Regulations for her appointment as an Independent Director of the Company. She has also provided the required consent/ declarations required for the said re-appointment.

The Company has also received a notice from the members under Section 160 of the Act proposing the candidature of Ms. Sudha Ravi for the office of Director of the Company.

A copy of the draft letter for appointment of Ms. Sudha Ravi as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during on all working days, excluding Saturdays, Sundays and public holidays between 11:00 a.m. to 1:00 p.m. upto the date of AGM of the Company.

Ms. Sudha Ravi has also been nominated as member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee effective May 29, 2019 and Chairperson of the Nomination and Remuneration Committee of the Board.

The details as required under the Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided below:



Date of Birth	May 31, 1955
Date of first Appointment	June 07, 2014
Qualification	B.Sc and LL.B
Brief Resume	<ul style="list-style-type: none"> <li>Ms. Sudha Ravi is presently with the Ajay Piramal Group. Joining the Group in 2011, Ms. Ravi, as the CEO, set up the highly successful Non-Banking Finance Company (NBFC) - Piramal Finance Ltd. (PFL) for the Group, focussed on funding real estate projects as well as Educational Institutions. As Executive Director since 2014, Ms. Ravi expanded PFL as a platform to provide financial solutions across the entire capital stack such as structured debt, construction finance, lease rental discounting etc.</li> <li>From October 2014, Ms Ravi is additionally in-charge of India Venture Advisors P Ltd – a healthcare and life sciences focused private equity fund sponsored by the Piramal Group. In March 2018, PFL merged with Piramal Housing Finance Ltd., now known as Piramal Capital &amp; Housing Finance Ltd. (PCHFL), a Housing Finance Company registered with National Housing Bank. PHL Fininvest (PHLFIN), a systematically important NBFC, was added in 2018 to the portfolio companies being looked at by Ms Ravi. PCHFL and PHLFIN provide wholesale and retail funding opportunities across industry sectors including infrastructure, renewable energy, and hospitality.</li> <li>Prior to joining Piramal Group, Ms. Ravi was with State Bank of India (SBI) for over 30 years, having joined the Bank as a direct recruit Probationary Officer in October 1978. In her extensive service in SBI, she has held various important portfolios and has had the opportunity of working in Metro, Urban and Rural areas across the length and breadth of the Country as also abroad. Working in varied functional areas at the Bank, including International, Corporate, Retail and Rural banking has given Ms. Ravi a wide-ranging perspective on the financial sector and business strategy having worked as Chief Executive Secretary to the Chairman of SBI.</li> <li>Ms. Ravi has held key positions including as General Manager, Enterprise Risk Management facilitating alignment of risk with strategy at the Bank-wide level, Chief Representative, Washington DC, USA., where Ms. Ravi has received recognition(s)/plaques presented by the Indian Associations in USA for her outstanding contribution in the sphere of banking for the community in DC.</li> <li>Ms. Ravi is a member of the CII National Committee on NBFCs and was earlier the Chairperson, National Council on NBFCs of ASSOCHAM (The Associated Chambers of Commerce and Industry of India).</li> <li>Ms. Ravi has keen interest in Special Education with focus on education for autistic children.</li> </ul>
Experience and expertise in specific functional area	Financial sector and business strategy (30 years)
Directorships held in other Companies in India	<ul style="list-style-type: none"> <li>Alkem Laboratories Limited</li> <li>Enzene Biosciences Limited</li> <li>SBM Bank (India) Limited</li> <li>Baroda Medicare Private Limited</li> <li>Piramal Trusteeship Services Private Limited</li> </ul>
Chairman/ Member of Committee of the Board of other Companies in which they are Directors	<p><b>Alkem Laboratories Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee – Member</li> </ul> <p><b>Enzeme Bioscience Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee – Chairperson</li> <li>Nomination &amp; Remuneration Committee – Member</li> </ul> <p><b>SBM Bank (India) Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Risk Management Committee – Chairperson</li> <li>Board Credit and Investment Committee – Member</li> <li>IT Steering Committee - Member</li> <li>CSR Committee – Member</li> </ul>



Shareholding in Goodyear India Limited	Nil
Inter-se Relationship between Directors/ Managers/Key Managerial Personnel	None
Terms and Conditions of Appointment/ Re-appointment and Remuneration	As per the Letter of Appointment dated May 29, 2019
Remuneration Last Drawn	No Managerial Remuneration except sitting fees for attending Board and Committee meetings
Number of Board Meetings attended during the Financial Year 2018-19	4 of 4

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

Accordingly, the Board of Directors recommends resolution as set out at item no. 5 as a special resolution for approval of the members.

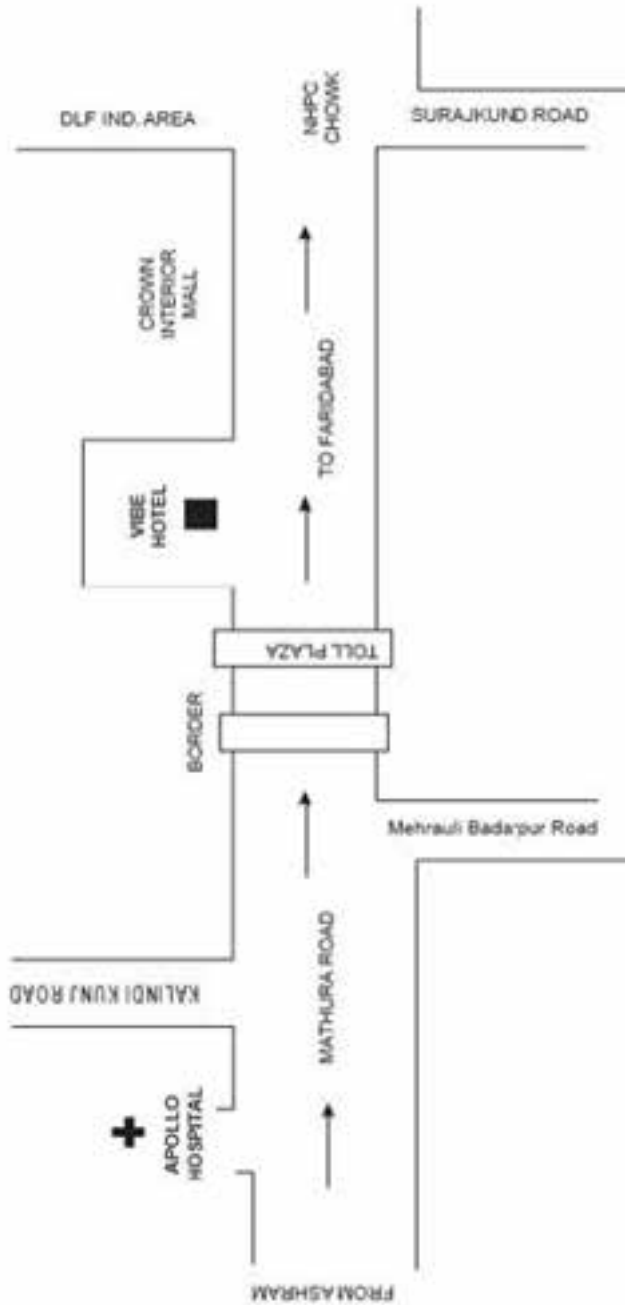
**By Order of the Board**  
For and on behalf of Goodyear India Limited

Date: May 29, 2019  
Place: New Delhi

**Anup Karnwal**  
Company Secretary  
Membership No.- A19786

# AGM VENUE ROUTE MAP

Vibe Hotel by the LaB, 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



(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]

### 58<sup>th</sup> Annual General Meeting - Monday, August 12, 2019

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 58<sup>th</sup> Annual General Meeting of the Company to be held on Monday, August 12, 2019 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
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt the financial statements, namely: (i) the Audited Balance Sheet as at March 31, 2019; (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019; (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019; (iv) Statement of Changes in Equity as on March 31, 2019; and (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 Auditors thereon		
2	To declare dividend of Rs 13/- per Equity Share of Rs. 10/- each for the Financial Year 2018-2019		
3	To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment		
<b>SPECIAL BUSINESS</b>			
4	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, 2020		
5	Re-appointment of Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director of the Company		

Signed this..... Day of.....2019

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

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

E-mail: [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com), Website: [www.goodyear.co.in](http://www.goodyear.co.in)

58<sup>th</sup> Annual General Meeting - Monday, August 12, 2019

## 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, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020.  
Tel.: +91 11 26812682-83, Email ID: [admin@skylinerta.com](mailto: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:



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E-mail: goodyearindia\_investorcell@goodyear.com, Website: www.goodyear.co.in



58<sup>th</sup> Annual General Meeting - Monday, August 12, 2019

## ATTENDANCE SLIP

I/we hereby record my presence at the Fifty-Eighth Annual General Meeting of the members of Goodyear India Limited held at **Monday, August 12, 2019 at 11:00 AM (IST)** at Vibe Hotel by The Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003, India

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

**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

<b>E VOTING EVENT NUMBER (EVEN)</b>	<b>USER ID</b>	<b>PASSWORD</b>

**Note:** Please read the instructions printed under the Note No 6 to the Notice of 58th AGM dated May 29, 2019 for e-voting process. The e-voting period starts from Sunday, August 9, 2019 at 09:30 A.M. and will end on Tuesday, August 11, 2019 at 05:00 P.M. The voting module shall be disabled by NDSL for voting thereafter.