



GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India

Telephone: 0129-6611000 **Fax:** 0129-2305310

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

NOTICE

NOTICE is hereby given that the Sixtieth (60th) Annual General Meeting ("AGM") of Goodyear India Limited will be held on **Thursday, August 12, 2021 at 10.00 A.M.** Indian Standard Time (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 including Balance Sheet as at March 31, 2021, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm payment of Interim Dividend of Rs. 80/- per equity share for the Financial Year 2020-21 and to declare a Final Dividend of Rs. 18/- per equity share of Rs 10/- each and Special Dividend of Rs. 80/- per equity share of Rs 10/- each for the Financial Year ended March 31, 2021.
3. To appoint a Director in place of Mr. Sandeep Mahajan (DIN: 08627456), Chairman and Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), M/s Vijender Sharma & Co, Cost Accountants (Firm Registration No. 000180), appointed as the 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, 2022, be paid a remuneration of Rs. 6,00,000 (Rupees Six Lakh only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid Audit."

5. 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 190, 196, 197, 198, 203, Schedule V of the Companies Act, 2013 ("the Act") read with rules made thereunder and other applicable provisions

of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Mitesh Mittal (DIN: 05231968), be and is hereby appointed as a Whole Time Director of the Company, w.e.f. November 06, 2020 till May 31, 2021, on such terms & conditions including remuneration as given below:

Salary: Not exceeding INR 4,08,611/- (Rupees Four Lakh Eight Thousand Six Hundred and Eleven only) per month.

Allowances: Not exceeding INR 4,69,878/- (Rupees Four Lakh Sixty Nine Thousand Eight Hundred and Seventy Eight only) per month.

Perquisites:

In addition to the Salary and Allowance as mentioned above, expenses incurred by the Company on perquisites shall be restricted to the following:

- (i) **Housing Facility:** Accommodation to be provided by the Company, and if the Company's accommodation is not provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the basic salary.
- (ii) **Personal Accident, Medical and Term Life Insurance Premium** in accordance with the policies/ rules of the Company.
- (iii) **Encashment of leave:** Encashment of leave, as per the policies/ rules of the Company.
- (iv) **Company Car with drivers** for use on Company's business and personal use, as per policy/rules of the Company.
- (v) **Performance Bonus:** Performance Bonus including Pay for Performance Bonus and incentive(s) as per policy/rules of the Company.
- (vi) Participation in all/any Performance Stock Unit Plans of the Company and Goodyear Tire & Rubber Company.
- (vii) **Medical Allowance:** As per the policy/rules of the Company.
- (viii) **Reimbursement of communication expenses** on mobile, data card and residential land line with broadband as per the policy/rules of the Company.
- (ix) **Contribution to Provident Fund and National Pension Scheme:** Contribution to Provident Fund and National Pension Scheme to the extent these either singly or put





together are not taxable under the Income Tax Act, 1961. Provided that any contribution made as per the Company's rules applicable for other Senior Management Staff of the Company, which is in excess of the exemption limit prescribed under the Income Tax Act, 1961 would be included for computation of tax.

- (x) **Gratuity:** as per the applicable laws and policy/ rules of the Company.

The above perquisites and allowances shall be evaluated as per Income Tax Act, 1961 and rules made thereunder, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

FURTHER RESOLVED THAT in terms of applicable provisions and Schedule V of the Act wherein any Financial Year during the currency of tenure of Mr. Mitesh Mittal, the Company has no profits or its profits are inadequate, the Company may pay the remuneration to Mr. Mitesh Mittal in his professional capacity, within the limits as set out under Schedule V to the Act (including any statutory modification(s) or re-enactment) as the minimum remuneration, subject to necessary approvals and compliances as per the applicable provisions of the Act, if any.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Company Secretary to give effect to the aforesaid resolution."

6. 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 160, 161 of the Companies Act, 2013 ("the Act") read with rules made thereunder and other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant articles of the Article of Association and based on recommendation of the Nomination and Remuneration Committee, Mr. Manish Manakchand Mundra (DIN: 08724646), who was appointed as an Additional Director of the Company with effect from July 13, 2021 by the Board of Directors and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Section 190, 196, 197, 198, 203, Schedule V of the Companies Act, 2013 ("the Act") read with rules made thereunder and other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Manish Manakchand Mundra (DIN: 08724646), be and is hereby appointed as a Whole Time Director of the Company for a period of 5 years,

w.e.f. July 13, 2021, who is liable to retire by rotation on such terms & conditions including remuneration as given below:

Salary: Not exceeding INR 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month.

Allowances: Not exceeding INR 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand only) per month.

With increments as per the Company's Policy and as may be determined by Board of Directors, from time to time, subject to a ceiling on increment of 30% in a year over the existing Salary and Allowance.

Perquisites:

In addition to the Salary and Allowance as mentioned above, expenses incurred by the Company on perquisites shall be restricted to the following:

- (i) **Housing Facility:** Accommodation to be provided by the Company, and if the Company's accommodation is not provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the basic salary.
- (ii) **Personal Accident, Medical and Term Life Insurance Premium** in accordance with the policies/ rules of the Company.
- (iii) **Encashment of leave:** Encashment of leave, as per the policies/ rules of the Company.
- (iv) **Company Car with drivers** for use on Company's business and personal use, as per policy/rules of the Company.
- (v) **Bonus:** Performance Bonus including Pay for Performance Bonus and incentive(s), special sign on bonus as per policy/ rules of the Company.
- (vi) Participation in all/any Performance Stock Unit Plans of the Company and Goodyear Tire & Rubber Company.
- (vii) **Medical Allowance:** As per the policy/rules of the Company.
- (viii) **Reimbursement of communication expenses** on mobile, data card and residential land line with broadband as per the policy/rules of the Company.
- (ix) **Contribution to Provident Fund and National Pension Scheme:** Contribution to Provident Fund and National Pension Scheme to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Provided that any contribution made as per the Company's rules applicable for other Senior Management Staff of the Company, which is in excess of the exemption limit prescribed under the Income Tax Act, 1961 would be included for computation of tax.
- (x) **Gratuity:** as per the applicable laws and policy/ rules of the Company.

The above perquisites and allowances shall be evaluated as per Income Tax Act, 1961 and rules made thereunder, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.





FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to vary, alter terms of appointment (including change in designation), enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto) payable to Mr. Manish Mundra during his tenure as Whole Time Director of the Company to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company provided that any such variation in remuneration shall not exceed any amount permitted to be paid to Mr. Manish Mundra, as specified in the resolution above.

FURTHER RESOLVED THAT in terms of applicable provisions and Schedule V of the Act wherein any Financial Year during the currency of tenure of Mr. Manish Mundra, the Company has no profits or its profits are inadequate, the Company may pay the remuneration to Mr. Manish Mundra in his professional capacity,

within the limits as set out under Schedule V to the Act (including any statutory modification(s) or re-enactment) as the minimum remuneration, subject to necessary approvals and compliances as per the applicable provisions of the Act, if any.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Company Secretary to give effect to the aforesaid resolution.”

By Order of the Board

Sonali Khanna
Head-Legal, Compliance and Company Secretary
Place: New Delhi
Date: July 13, 2021





NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company at their meeting held on July 13, 2021 considered that the special business under Item Nos. 4 to 6, being considered unavoidable, be transacted at the 60th AGM of the Company.
2. General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
 - (a) In view of the COVID-19 pandemic, social distancing is a norm to be followed and therefore, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021, ("MCA Circulars") allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before December 31, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"), wherein the relaxation of holding AGM has been extended till December 31, 2021. In compliance with the above circulars, the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, physical attendance of the Members to the AGM venue is not required and thus, the AGM of the Company is being held through video conferencing (VC) or other audio visual means (OAVM). The deemed venue for the 60th AGM shall be the Registered Office of the Company.
 - (b) In terms of MCA Circulars and SEBI Circulars, since the AGM will be held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Corporate Members intending to send their authorized representatives to attend the AGM through VC/OAVM are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and cast their votes through e-voting.
 - (c) Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 9:45 A.M. IST i.e. 15 minutes before the scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time of the commencement of the Meeting.
 - (d) Members may note that VC/OAVM facility, provided by NSDL, allows participation for atleast 1000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the AGM without restriction on account of first-come-first-served principle.
 - (e) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - (f) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circulars, the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the AGM to be held through VC/OAVM.
 - (g) National Securities Depository Limited ("NSDL") will be providing the remote e-voting facility for participation in the AGM through VC/OAVM Facility and e-voting during the AGM.
 - (h) In terms of the MCA Circulars and SEBI Circulars, Notice of the AGM and the Annual Report for the Financial Year 2020-21 including therein the Audited Financial Statements for the Financial Year 2020-21, will be available on the website of the Company at www.goodyear.co.in/investor-relations and also available on the website of BSE Limited at www.bseindia.com. The Notice of AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
 - (i) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
3. Instructions for Members for Remote E-Voting are as under:
 - (a) The remote e-Voting period begins on August 09, 2021 at 9:30 A.M. IST and ends on August 11, 2021 at 5:00 P.M. IST. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
 - (b) A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
 - (c) The process and manner of remote e-Voting are as under:





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: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> I. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. II. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. III. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.





Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- I. 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.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/ Members' section.
- III. 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.

- IV. 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 (e-Voting Event 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***
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- V. Password details for shareholders other than Individual shareholders are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (ii) 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.
- (iii) How to retrieve your 'initial password'?

- (a) 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'.
- (b) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- (i) 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.
- (ii) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- VIII. Now, you will have to click on "Login" button.

- IX. After you click on the "Login" button, Home page of e-Voting will open.





Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system

How to cast your vote electronically and join AGM on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- II. Select "EVEN" of Goodyear India Limited for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. 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.
- V. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chetan.gupta@apacandassociates.com with a copy marked to evoting@nsdl.co.in.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "Download" section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may call on the toll free no. 1800 1020 990 /1800 224 430 or contact Ms. Pallavi Mharte, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at the designated email ids: evoting@nsdl.co.in or at telephone no. 1800 1020 990 /

1800 224 430. Members may also write to the Company Secretary at the Company's email address at goodyearindia_investorcell@goodyear.com.

4. Process for those shareholders whose email ids are not registered for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
 - (a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by providing Folio No., Name of Shareholder, Complete Address, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com.
 - (b) In case shares are held in demat mode, may obtain the login ID and password by providing DP ID / Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Instructions for Members for e-Voting during the AGM are as under:-
 - (a) Members may follow the same procedure for e-voting during AGM as mentioned above for remote e-voting.
 - (b) Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - (c) The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.





- (d) The details of the person who may be contacted for any grievances connected with the facility for e-voting before or during the AGM shall be the same person mentioned for remote e-voting (Refer instruction no. 3).
6. Instructions for Members for attending the AGM through VC/OAVM are as under:
- (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice to avoid last minute rush.
- (b) Members are encouraged to join the Meeting through Laptops for better experience.
- (c) Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (d) Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (e) Members can submit their questions at least 48 hours before the commencement of AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM. Members may send their request from their registered email address mentioning their name, demat account number/ folio number, email id, mobile number at email address of the Company at goodyearindia_investorcell@goodyear.com. The same will be replied by the Company suitably.
- (f) Members who would like to ask questions during the AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email address of the Company at goodyearindia_investorcell@goodyear.com at least 48 hours before the commencement of AGM. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time.
7. Pursuant to the MCA Circulars and SEBI Circulars and in view of the prevailing situation, owing to the difficulties involved

in dispatching of physical copies of the Notice of the AGM and the Annual Report for the Financial Year 2020-21 including therein, the Audited Financial Statements for Financial Year 2020-21, Auditor's report, Board's report, along with all the annexures are being sent only by email to those Members whose email addresses registered with the Company / Depository Participants. Therefore, the Members, who wish to receive the Notice of the AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, are requested to update their email address with the Company / its RTA (in case of shares held in physical mode) by sending the request at goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com and Depository Participants (in case of shares held in demat mode).

8. The Register of Members and Share Transfer Books of the Company will remain closed from August 06, 2021 to August 12, 2021 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the AGM.
9. The Board of Directors has recommended Final Dividend of Rs 18/- per Equity Share and Special Dividend of Rs 80/- per Equity Share for the Financial Year ended March 31, 2021, subject to the approval of the shareholders at the AGM. During the Financial Year 2020-21, Interim Dividend of Rs. 80/-per equity share was paid on December 24, 2020.
10. The dividend, if any, approved by the Members will be paid, as per the mandate registered with the Company or with their respective Depository Participants. In case the dividend declared at AGM could not be paid due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant, cheque to such shareholder by post.
11. In case of joint holders, the Member whose name appeared as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM and the dividend will be paid in the name of such first holder in the order of names.
12. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company / its RTA (in case of shares held in physical mode) and Depository Participants (in case of shares held in demat mode). For all Members - details that should be completed and /or updated, as mentioned below:

Resident Member

- A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G (applicable to an individual below the age of 60 years) /15H (applicable to an individual above the age of 60 years), to avail the benefit of non-deduction of tax at source.





- Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Further, the Finance Act 2021 has proposed higher TDS rate for non-filers of income tax return for immediate past two years (u/s 206AB), accordingly in such case tax will be deducted at a higher rate of 20%.
- Mutual Funds which are exempted under section 196(iv) / 197A(1F) of the Income Tax Act, 1961 (hereinafter referred as "the Act") are required to provide self-attested SEBI registration certificate along with a declaration that they are covered under clause (23D) of section 10 of the Act.
- Alternative Investment Fund (AIF) established in India to submit a documentary evidence that concerned 'Investment Fund' is a fund as defined in clause (a) of the Explanation 1 of section 115UB of the Act; and a declaration that its dividend income is exempt under section 10(23FBA) of the Act.
- Provident Fund, Superannuation Fund, Gratuity Fund, Pension Fund and ESI Fund whose income is exempt under section 10 of the Act and on which TDS is not required to be deducted are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)
- Insurance Companies are entitled for TDS exemption under section 194 of the Act and are required to provide self-attested IRDA registration certificate.
- If any Member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).
- If any other member is entitled for exemption then valid self-attested documents (like registration copy, income tax order, etc.) are required to be provide for claiming exemption from TDS.

All these documents duly completed and signed are required to be send by email to either goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com by August 04, 2021.

Note: Please always quote your registered Folio Number/DP-ID & Client-ID, PAN, while communicating/submitting documents as mentioned above with the Company.

Non-Resident Member

- Non-resident Members including FII & FPI can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration (as per performa attached in this notice), Self-attested copy of valid Tax Residency Certificate (TRC) for the tax year 2021-22 obtained from the tax authorities of the country of which the member is a resident, declaration in Form 10F, Self-attested copy of PAN, any other document which may be required to avail the tax treaty benefits.

- If any member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).
- If any member is entitled for exemption then valid self-attested documents (like registration copy, order, etc. by Indian Tax Authorities) are required to be provide for claiming exemption from TDS.

All these documents duly completed and signed are required to be send by email to either goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com. The aforesaid declarations and documents need to be submitted by the Members by August 04, 2021

Note: Please always quote your registered Folio Number/DP-ID & Client-ID, PAN, while communicating/submitting documents as mentioned above with the Company.

Other General Information to Members

- Application of TDS rate is subject to necessary due diligence and verification by the Company of the member details as available in register of Members on the Book Closure Date and above prescribed documents. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
- The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend paid to members. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident member.
- In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund, if eligible.
- In case dividend income is assessable in the hands of person other than member then declaration needs to be provided by member for the same as per Rule 37BA of the Income Tax Rules, 1962.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company against all claims, demands, penalties, losses etc. and also, provide the Company with all information / documents and co-operation in any appellate proceedings. No claim shall lie against the Company for such taxes deducted.
- Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Members should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.





13. 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, who are holding shares in physical form, are encouraged to claim payment of dividend in terms of above-mentioned electronic payment modes by sending scanned copy of the details required in attached ECS Mandate Form to the email address of the Company at goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com and Members holding shares in demat form, are requested to update their Electronic Bank Mandate with their Depository Participants by August 04, 2021.
14. 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 (FY)	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
2012	June 07, 2013	July 12, 2020	July 12, 2020
2013	May 15, 2014	June 20, 2021	June 20, 2021
2014	June 26, 2015	June 30, 2022	June 30, 2022

Members are requested to note that the details of the unclaimed dividends are available on the Company's website at www.goodyear.co.in/investor-relations and Ministry of Corporate Affairs - IEPF Authority at www.iepf.gov.in. The Members/claimants whose shares or unclaimed dividend(s) have been transferred to IEPF Authority may claim the shares or apply for refund by making an online application to IEPF Authority in e-form IEPF-5 (available on www.iepf.gov.in). 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, 2014 to the Financial Year ended March 31, 2020. 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.

15. 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 at goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com.
16. 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.
17. The Securities and Exchange Board of India (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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
18. 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 dematerialization account to the Company's RTA.
19. Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.goodyear.co.in/investor-relations.
20. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
21. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment are also annexed as Annexure- A to this Notice.
22. 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 in connection with the meeting".
23. Other Guidelines for Members:
- (a) This Notice is being sent to all the Members whose names appear as on July 09, 2021, in the Register of Members or in the Register of beneficial owners as received from 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, 2021, ("Cut-Off date") only shall be entitled to avail the facility of remote e-voting. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off date.
- (c) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at srikant@skylinerta.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- (d) 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 e-voting process in a fair and transparent manner.
- (e) During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a Speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- (f) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM and thereafter unblock the votes casted through remote e-voting. The Scrutinizer shall, within a period not later than Two (2) days from the conclusion of the AGM, prepare and present a scrutinizer report of the total votes cast in favour or against, invalid votes, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- (g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.goodyear.co.in/investor-relations and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai, where the equity shares of the Company are listed.





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

Item No. 4

The Board at its meeting held on May 27, 2021, on the recommendation of Audit Committee, had appointed M/s Vijender Sharma & Co., Cost Accountants (Firm Registration No. 000180), as Cost Auditors to conduct an audit of the cost records of the Company for the Financial year ending March 31, 2022, on a remuneration of Rs. 6,00,000 (Rupees Six Lakhs Only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified and approved by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for ratification and approval of remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for approval by the Members.

Item No. 5

The Board of Directors, at its meeting held on November 06, 2020, on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161(1) of the Act read with Article 92 of the Articles of Association of the Company, appointed Mr. Mitesh Mittal (DIN: 05231968) as an Additional Director of the Company with effect from November 06, 2020 to hold office up to the date of the Annual General Meeting of the Company. Further, the Board of Directors, at the same meeting, also appointed Mr. Mitesh Mittal as the Whole Time Director of the Company, for a period of five (5) consecutive years w.e.f. November 06, 2020, who is liable to retire by rotation, on such terms & conditions including remuneration as mentioned in the resolution subject to shareholders approval. However, Mr. Mitesh Mittal resigned from the office of Director with effect from the close of business hours of May 31, 2021. Therefore, member's approval is sought for his appointment as Whole Time Director from November 06, 2020 till May 31, 2021.

Mr. Mitesh Mittal is eligible for appointment from November 06, 2020 till May 31, 2021 as Director and is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, proposing his candidature for the office of Director of the Company.

Mr. Mitesh Mittal is globally experienced finance professional having over 23 year of diverse experience in leading multinational companies in Asia and USA. For last three years, he has been working with Goodyear as Chief Financial Officer (CFO) and was the Whole Time Director of the Company from November 13, 2017 till

May 31, 2020. Prior to working with Goodyear, Mr. Mittal worked for fifteen years with US conglomerate United Technologies Corporation (UTC) and five years with PricewaterhouseCoopers (PwC).

Mr. Mitesh Mittal was a member of Risk Management Committee and Corporate Social Responsibility Committee till May 31, 2021.

The details mentioned in the resolution(s) as well as in the Explanatory Statement may be treated as a written memorandum setting out the Terms and Conditions of the appointment of Mr. Mitesh Mittal as Whole Time Director in terms of Section 190 of the Companies Act read with rules thereunder.

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

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

Mr. Mitesh Mittal is not related to any Director of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice of the AGM for approval by the Members.

Item No. 6

The Board of Directors, at its meeting held on July 13, 2021, on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161(1) of the Act read with Article 92 of the Articles of Association of the Company, appointed Mr. Manish Mundra (DIN: 08724646) as an Additional Director of the Company with effect from July 13, 2021 to hold office up to the date of the Annual General Meeting of the Company. Further, the Board of Directors, at the same meeting, also appointed Mr. Manish Mundra as the Whole Time Director of the Company, for a period of five (5) consecutive years w.e.f. July 13, 2021, who is liable to retire by rotation, on such terms & conditions including remuneration as mentioned in the resolution subject to shareholders approval.

Mr. Manish Mundra is eligible for appointment as Director and is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Mr. Manish Mundra has over 20 years of diverse, cross-cultural and progressive experience with leading domestic and multinational companies in sectors ranging from textile, pharmaceuticals, cement, tires and industrial automation. His wide range of experience covers the entire gamut of financial activities including Financial Planning & Analysis, Controlling, M&A, Treasury, Shared services, Regulatory compliances, Investors relationship and Business strategy.





He used to work for Goodyear India during 2013 – 2019 as Associate Director FP&A and Contoller. His last role before re-joining Goodyear was the Director & CFO of Rockwell India. Mr. Manish brings extensive finance and leadership experience with his prior knowledge in the tyre industry. He is solution oriented with keen ability to resolve technical issues, design and develop business processes and implement highly successful automated solutions. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint Mr. Manish Mundra as Whole Time Director of the Company with effect from July 13, 2021 and the same is being placed for the approval of the Members.

Mr. Manish Mundra has also been nominated as a member of Risk Management Committee and Corporate Social Responsibility Committee w.e.f. July 13, 2021.

The details mentioned in the resolution(s) as well as in the Explanatory

Statement may be treated as a written memorandum setting out the Terms and Conditions of the appointment of Mr. Manish Mundra as Whole Time Director in terms of Section 190 of the Companies Act read with rules thereunder.

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

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

Mr. Manish Mundra is not related to any Director of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice of the AGM for approval by the Members.

Annexure-A

The details of Directors seeking appointment / re-appointment as per Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided below:

Particulars	Mr. Sandeep Mahajan	Mr. Mitesh Mittal	Mr. Manish Mundra
Date of Birth	October 26, 1964	January 10, 1978	February 14, 1974
Age	56 Years	43 years	47 Years
Date of first Appointment	June 01, 2020	November 06, 2020	July 13, 2021
Qualification	Bachelor's in Engineering (Mechanical) and a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore.	Bachelor of Commerce from SRCC, Delhi University, Licentiate Company Secretary from ICSI, qualified Chartered Accountant from ICAI, Certified Public Accountant (CPA) and MBA from Rensselaer Polytechnic Institute, USA.	Bachelor of Commerce (Hons), Chartered Accountant from ICAI.
Expertise in specific functional area	<ul style="list-style-type: none"> Mr. Sandeep Mahajan is the Chairman & Managing Director of Goodyear India Limited. He has over 30 years of experience with large multinational companies. He has extensive P&L as well as sales and marketing experience, both in Indian and key global markets. He has also been associated with launching new brands and categories in these markets. He started his career with Tata Steel Ltd and has had extensive sales & marketing experience at Hindustan Unilever Ltd. He has been with Goodyear for the last 9 years. Prior to Goodyear, Mr. Mahajan was the General Manager at LG India. 	<ul style="list-style-type: none"> Mr. Mitesh Mittal is globally experienced leader having over 23 year of diverse finance experience in leading multinational companies in Asia and US. He has been working with Goodyear for the last 3 years as Chief Financial Officer (CFO). Prior to working with Goodyear, Mr. Mittal worked for fifteen years with US conglomerate United Technologies Corporation (UTC) and five years with PricewaterhouseCoopers (PwC). Mr. Mittal is value-based leader with deep business acumen, accumulated in roles with steadily increasing responsibilities within leading organizations in public and private environments. He has partnered with the Board of Directors and Senior Leadership teams to formulate and implement business strategies that unlock sustainable growth, create efficiencies and significantly improve operating results. 	<ul style="list-style-type: none"> Mr. Manish Mundra has twenty (20) years of diverse, cross-culture and progressive experience with leading domestic and multinational companies. He has ~7 years of working with Goodyear in the capacity of Country Financial Controller and Associate Director – FP&A. In his prior role, he was responsible for financial reporting, adherence to compliance framework, design corporate strategy and business plan to maximize growth and profitability. Prior to joining Goodyear, he was working with Rockwell Automation, a US multinational as Director and CFO. He also had long association with Lafarge India and Aditya Birla Group in his prior roles. He has hands on experience in managing the entire gamut of finance including FP&A, M&A, business valuation, fund raising, shared services, regulatory compliances, enterprise risk management, large scale capex and productivity improvement projects. Capability to resolve technical issues, design and develop business processes and implement highly successful automated solutions.





Particulars	Mr. Sandeep Mahajan	Mr. Mitesh Mittal	Mr. Manish Mundra
Directorships held in Other Companies in India	Goodyear South Asia Tyres Private Limited.	Goodyear South Asia Tyres Private Limited till May 31, 2021.	None
Chairman/ Member of Committee of the Board of other Companies in which they are Director	Member of Corporate Social Responsibility Committee of Goodyear South Asia Tyres Private Limited.	Member of Corporate Social Responsibility Committee of Goodyear South Asia Tyres Private Limited till May 31, 2021.	None
Shareholding in the Company	None	Holds 500 equity shares (0.00%)	None
Inter-se Relationship between Directors	None	None	None
Terms & Conditions of Appointment / Re-appointment and Remuneration	The Managing Director is the Director liable to retire by rotation only in terms of Article 125 of the Articles of Association of the Company.	Terms and Conditions of the appointment and remuneration details are given in the Resolution no. 5 of the AGM Notice.	Terms and Conditions of the appointment and remuneration details are given in the Resolution no. 6 of the AGM Notice.
Remuneration Last Drawn	Rs. 235.10 Lakhs	None	None
Number of Board Meetings attended during the Financial Year 2020-21	5	4	None

By Order of the Board

Date: July 13, 2021
Place: New Delhi

Sonali Khanna
Head-Legal, Compliance and Company Secretary





GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India

Telephone: 0129-6611000 Fax: 0129-2305310

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

ECS MANDATE FORM

60th Annual General Meeting- Thursday, August 12, 2021

[In case of Shares held (a) in physical mode- email to Company at goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com 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.: srikant@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 photocopy of a cheque issued by your bank relating to your bank 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:





(Refer Note 12 of the Notice of AGM)

No Permanent Establishment and Beneficial Ownership Declaration

To,

Goodyear India Limited
1st Floor, ABW Elegance Tower,
Plot No. 8, Commercial Centre,
Jasola, New Delhi - 110025

Declaration

I/We hereby confirm that, (Name of Foreign Company / Non-Resident Member) is registered in (Name of Country), having its registered address as (Address).

I/We are resident of (Name of Country), as per Double Tax Avoidance Agreement as modified by MLI (if applicable) (hereinafter referred as DTAA) entered into by Government of the Republic of India and the (Name of Country) and eligible to apply aforesaid DTAA for determination of its income tax liability in Republic of India.

I/We do not have any business connection in India as explained vide section 9(1)(i) Explanation 2 of the Indian Income Tax Act 1961 during the Indian tax year from 1st April 2021 to 31st March 2022.

I/We further confirm that, I/we do not have any Permanent Establishment in India within the meaning of the Double Taxation Avoidance Agreement between India and (Name of Country) during the Indian tax year from 01st April 2021 till 31st March 2022.

I/We further confirm that, I/we are shareholder in Goodyear India Limited and all these shares are beneficially owned by me/us as per DTAA entered into by Government of the Republic of India and the Republic of (Name of Country).

I/we do hereby provide the self-attested copy of the tax residency certificate for(period), which is valid as on (the Book Closure Date), is attached herewith.

If case of any misrepresentation or false documentation provided / made by me/us, I/we shall indemnify Goodyear India Limited to the extent of taxes and other liabilities that may be levied on me/us and / or such other person by the Indian Revenue Authorities.

In the event of any change in any of the facts declared by us above, I/we undertake to forthwith inform Goodyear India Ltd, full particulars of any such change.

Verification

I, (name), being (designation) of (Name of Foreign Company / Non-Resident Member), make this declaration with the full understanding that this information will be utilized for the purpose of determining company's Indian income tax liability in respect of payments to be made by Goodyear India Limited for Dividend Distribution. I hereby also declare that what is stated above is true and correct to the best of my knowledge and belief.

Faithfully

..... (Name of Foreign Company / Non-Resident Member)

..... (Name of Signing Authority)

..... (Designation)

Place :

Date :

