

**Quarterly Compliance Report on Corporate Governance**

1. **Name of Listed Entity:** Goodyear India Limited (Scrip Code: 500168)

2. **Quarter ending:** June 30, 2020

<b>I. Composition of Board of Directors</b>													
Title (Mr./Ms.)	Name of the Director	PAN & DIN		Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of directorship in listed entities including this listed entity [in reference to Reg 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Reg 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajeev Anand	AACPA2436L	02519876	Chairperson-Executive	20-02-2009 <sup>^</sup>	01-06-2020	-	NA	23-05-1960	1	0	1	0
Mr.	Sandeep Mahajan	ABFPM2797J	08627456	Executive	01-06-2020 <sup>#</sup>		-	NA	26-10-1964	1	0	1	0
Mr.	Rajiv Lochan Jain	ACYPJ1455E	00161022	Non-Executive Independent	12-03-2018 <sup>@</sup>		-	27	01-01-1951	2	2	5	3
Ms.	Sudha Ravi	ATCPS4815L	06764496	Non-Executive Independent	07-06-2014	07-06-2019 <sup>@@@</sup>	-	72	31-05-1955	2	2	5	0
Mr.	Mitesh Mittal	AGBPM0113F	05231968	Executive	13-11-2017		31-05-2020 <sup>^^</sup>	NA	10-01-1978	1	0	1	0
Ms.	Nicole Amanda Nuttall	BVYPN5119H	08164858	Non-Executive Non-Independent	23-06-2018 <sup>*</sup>		-	NA	14-10-1979	1	0	0	0
Mr.	Rajeev Kher	AAVPK0845J	01192524	Non-Executive Independent	06-03-2020 <sup>**</sup>		-	03	28-06-1955	2	2	3	0

**Note:**

^ Mr. Rajeev Anand was appointed as the Vice Chairman & Managing Director of the Company w.e.f. February 20, 2009. Further effective September 19, 2017, he was designated as Chairman and Managing Director of the Company. Thereafter, Mr. Anand was appointed as a Whole time Director to be designated as Executive Chairman of the Company w.e.f. June 01, 2020 till September 30, 2020.

# Mr. Sandeep Mahajan was appointed as an Additional Director w.e.f. June 01, 2020 to hold office till the conclusion of the next Annual General Meeting and as the Managing Director of the Company w.e.f. June 01, 2020 for a period of 5 years or upto the date of superannuation/ retirement, whichever is earlier, subject to the approval of the members at the ensuing Annual General Meeting.

@ Mr. Rajeev Lochan Jain was appointed as an Independent Director pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and other applicable laws for the fixed term of 5 consecutive years w.e.f. March 12, 2018.

@@@ Ms. Sudha Ravi was appointed as the Independent Director for the second term of 5 consecutive years w.e.f. June 07, 2019.

^^ Mr. Mitesh Mittal resigned as a Whole Time Director from the close of business hours on May 31, 2020. However, Mr. Mitesh Mittal continues to be the Chief Financial Officer and a Key Managerial Personnel of the Company.

\* Ms. Nicole Amanda Nuttall was appointed as an Additional Director (Non-Executive) w.e.f. June 23, 2018 and was appointed as a Director of the Company w.e.f. August 08, 2018, at the Annual General Meeting.

\*\* Mr. Rajeev Kher has been appointed as an Additional Director (Non-Executive and Independent Director) w.e.f. March 06, 2020 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members at the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term upto 5 (five) consecutive years w.e.f. March 06, 2020.

**II. Composition of Committees**

<i>Name of Committee</i>	<i>Whether regular Chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajeev Anand	Member (Executive)	01-06-2020	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
2. Nomination & Remuneration Committee					
	Yes	Ms. Sudha Ravi	Chairperson (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajiv Lochan Jain	Member (Non-Executive-Independent)	12-03-2018	-
		Ms. Nicole Amanda Nuttall	Member (Non- Executive Non-Independent)	23-06-2018	-
3. Stakeholders Relationship Committee					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Mitesh Mittal	Member (Executive)	13-11-2017	31-05-2020
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-

4. Corporate Social Responsibility Committee					
	Yes	Mr. Rajeev Anand	Chairperson (Chairperson- Executive)	01-06-2020	-
		Mr. Mitesh Mittal	Member (Executive)	13-11-2017	31-05-2020
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-

5. Risk Management Committee					
	Yes	Ms. Sudha Ravi	Chairperson (Non-Executive-Independent)	01-06-2020	-
		Mr. Rajiv Lochan Jain	Member (Non-Executive-Independent)	01-06-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-
		Mr. Mitesh Mittal	Chief Financial Officer (CFO)	01-06-2020	-

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
12-02-2020	22-05-2020	Yes	6	3	99 days
-	12-06-2020	Yes	6	3	20 days

### IV. Meeting of Committees

#### A. Audit Committee

<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
12-06-2020	Yes	4	3	12-02-2020	120 days

#### B. Nomination and Remuneration Committee

<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
22-05-2020	Yes	3	2	12-02-2020	99 days

<b>C. Corporate Social Responsibility Committee</b>					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
12-06-2020	Yes	3	1	-	-
<b>D. Stakeholders Relationship Committee</b>					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
-	-	-	-	12-02-2020	-
<b>V. Related Party Transactions</b>					
<i>Subject</i>		<i>Compliance status(Yes/No/NA)</i>			
Whether prior approval of audit committee obtained		Yes			
Whether shareholder approval obtained for material RPT		Yes (Material transactions are with Goodyear South Asia Tyres Private Limited). The shareholders' approval was obtained at the Annual General Meeting held on June 26, 2015			
Whether details of RPT entered in to pursuant to omnibus approval have been reviewed by the Audit Committee		Yes			
<b>VI. Affirmations</b>					
<i>Subject</i>				<i>Compliance status (Yes/No/NA)</i>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				Yes	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:					
a. Audit Committee;				Yes	
b. Nomination & remuneration Committee;				Yes	
c. Stakeholders relationship Committee				Yes	
d. Risk management Committee				Yes	

3. The Committee members have been made aware of their powers role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
5. This report and/or the report submitted in the previous quarter had been placed before Board of Directors	Yes
6. Any comments / observations/ advice of Board of Directors may be mentioned here	None

**For Goodyear India Limited**

**Sd/-  
Sonali Khanna  
Head-Legal, Compliance & Company Secretary**