



GOODYEAR INDIA LTD

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of Fair Disclosure)

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Approved by the Board

Sd/-
Chairman of the Board

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GOODYEAR INDIA LTD
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
[In terms of Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]
[approved by the Board of Directors on May 07, 2015]

ABBREVIATIONS

The abbreviated word as used in this document shall mean as follows:

Amendment Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2018 and SEBI (Prohibitions of Insider Trading) Regulations, Amendment 2018
GIL	Goodyear India Limited
CA 2013	Companies Act, 2013
Code of Fair Disclosure	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as amended from time to time by the Board
SEBI	Securities and Exchange Board of India
UPSI	Unpublished Price Sensitive Information

RATIONALE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been notified and published in the official gazette on January 15, 2015 (hereinafter referred to as the '**Regulations**'). Regulation 8 (1) of the Regulations require every company whose securities are listed on stock exchanges to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In the light of the aforesaid regulation, the Board at their meeting held on May 07 2015 adopted this "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. This Code shall come into force from May 15, 2015 including such amendments/modifications to the Code as may be approved by the Board from time to time.

SEBI has on December 31, 2018 and January 21, 2019 amended the Regulations and notified SEBI (Prohibition of Insider Trading) Regulations, 2018 and SEBI (Prohibitions of Insider Trading) Regulations, Amendment 2018 respectively (together referred to as Amendment Regulations).

Given the Amendment Regulations, the Company has revised its existing Code. The revised Code along with the Policy for determination of legitimate purpose, which forms part of the Code, shall be published on the website of the Company.

Any reference to Regulations in the documents shall be inclusive of the amendments brought in by the Amendment Regulations.

1. SCOPE

- 1.1 To preserve the confidentiality of UPSI and prevent its misuse;
- 1.2 To ensure timely and adequate disclosure of UPSI;

2. DEFINITIONS

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992;
- 2.2 “**Board**” means the Board of Directors of the Company;
- 2.3 “**Company**” means Goodyear India Limited;
- 2.4 “**Compliance Officer**” shall mean Company Secretary of the Company, acting as a compliance officer and chief investor relations officer or such other person(s) as may be appointed by the Board from time to time in terms of this Code, possessing such qualifications as specified in the Regulations, including being financially literate. [financially literate shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions].
- 2.5 “**Need to Know**” basis means the information which is considered material and price sensitive should be disclosed only to those employees within the Company who need such information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- 2.6 “**Securities**” shall have meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 (42 of 1956) or any modification thereof except units of mutual funds
- 2.7 “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company, and “trade” shall be construed accordingly.
- 2.8 “**Unpublished Price Sensitive Information**” shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and, ordinarily including but not restricted to, information relating to the following:
 - (i) Financial results;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Delisting’s, disposals and expansion of business and such other transactions;
 - (v) Changes in key managerial personnel;
 - (vi) Change in the nature of business;
 - (vii) Disruption of operations due to natural calamity;
 - (viii) Commencement of Commercial Production/Commercial Operation;
 - (ix) Developments with respect to pricing/realisation arising out of change in the regulatory framework;
 - (x) Litigation/dispute with a material impact;

- (xi) Revision in Ratings;
- (xiii) Issue of any class of securities;
- (xiv) Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the company, etc;
- (xv) Change in market lot of the company's shares, sub-division of equity shares of company;
- (xvi) Voluntary delisting by the company from the stock exchange(s);
- (xvii) Forfeiture of shares;
- (vi) Any action, which will result in alteration in, the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the company;
- (vii) Information regarding opening, closing of status of ADR, GDR, or any other class of securities to be issued abroad;
- (viii) Cancellation of dividend/rights/bonus, etc.;
- (ix) any such event as may be identified by the Compliance officer.

Words and expressions used in this Code and not defined shall have the meanings respectively assigned to them in the Regulations.

3. CODE OF FAIR DISCLOSURE

To ensure timely and adequate disclosure/dissemination of Unpublished Price Sensitive Information, the Company shall follow the following norms:

- 3.1 UPSI shall be appropriately and promptly disclosed publicly by the Company to stock exchange(s) where securities of the Company are listed, or otherwise and disseminated on a continuous and immediate basis. Such information may also be made available on the website of the Company after disclosure publicly .
- 3.2 Unpublished Price Sensitive Information shall be disclosed only after ensuring that information is credible and concrete.
- 3.3 Unpublished Price Sensitive Information shall be disclosed on uniform and universal basis to avoid selective disclosure. In case Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise the Company shall immediately make prompt dissemination of such information to make such information generally available.
- 3.4 The Compliance Officer of the Company shall be responsible to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information and also to:
 - (i) set forth policies, procedures and shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, pre-clearance of trades by Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company;
 - (ii) present (i) an annual report on Insider Trading to the Board; (ii) a quarterly report on Insider Trading to the Audit Committee or to the Chairman of the Board as the Board may decide. The annual report shall be placed in the Board Meeting held after March 31 of every Financial Year, for consideration of yearly audited financial results of the Company and quarterly report shall be placed before the Chairman of the Audit Committee in the Audit Committee meeting to be held for approval of

quarterly financial results of the Company of each quarter; and (iii) an overview of the institutional mechanism followed to prevent Insider Trading in the Company.

The annual report shall contain details of (i) all the trading's done by the Designated Persons and their Immediate Relatives in the securities of the Company during the report period, if any; (ii) initial disclosures received from Directors, Promoters, member of the Promoter Group and KMPs, if any, during the reporting period; (iii) continual disclosures and annual statements received from Designated Persons or any other persons as may be identified by the Compliance officers; (iii) pre clearances given and the disclosures received for such trading's, if any and (iv) trading done under trading plan etc., if any and such details as may be required.

The quarterly report shall contain (i) details of all the trading's done by the Designated Persons (including their immediate relatives) in the securities of the Company during the report period, if any; (ii) pre- clearances given and the disclosures received for such trading's, if any; (iii) trading done under trading plan etc., if any and such details as may be required.

- (iii) maintain records of all the declarations from the Designated Persons and place the same before the Board/ Audit Committee in accordance with this Code
- (iv) To preserve and maintain records relating to Designated Persons, their immediate relatives and persons with whom Designated Persons share material financial relationship, including declarations by the Designated Persons in the appropriate form for a minimum period of 8 (Eight) years or as may be prescribed by the Regulations
- (v) ensure all relevant disclosures to stock exchange where securities of the Company are listed are made promptly
- (vi) decide in consultation with the Board of Directors, whether a public announcement to be made for verifying/denying any rumors or media reports etc. and shall appoint spokesperson, and then making the disclosure, if necessary
- (vii) act as a Chief Investor Relations Officer and shall be responsible to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
- (viii) assist all employees in addressing any queries/clarifications regarding the Regulation and / or the Code.
- (ix) Oversee and coordinate disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
- (x) Ensure that the information disclosure is correct and concrete.
- (xi) response to queries on news reports and requests for verification of market rumors by regulatory authorities.

3.5 The following guidelines shall be followed while dealing with analysts and institutional investors:

- (i) The Company shall provide only public information to the analyst/ research persons/ large investors like institutions.
 - (ii) If the answer includes unpublished price sensitive information, a public announcement should be made before responding.
 - (iii) The Company may, if it thinks appropriate and necessary, disclose transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website.
- 3.6 Information's filed by the Company with stock exchanges where securities of the Company are listed, under continuous disclosure requirements under the listing agreement may be made available on the Company's website in terms of applicable laws.
- 3.7 The Company may choose appropriate medium of disclosure/dissemination of information's under this Code so as to achieve maximum reach and quick dissemination.

4. CLARIFICATION

- 4.1 A copy of the Regulations is enclosed. Employees are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein.
- 4.2 In case it is observed by the Company that there has been a violation of the Regulations, it shall inform SEBI promptly.
- 4.3 Clarification /assistance as necessary may be sought from the Compliance Officer.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE
[Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading)
(Amendment) Regulations, 2018]

1. RATIONALE

The Policy forms a part of the “Code of Fair Disclosure and Conduct” formulated under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and will be termed as the “Policy for determination of Legitimate Purpose” (“Policy”).

The objective of the Policy is to identify the legitimate purposes for sharing unpublished price sensitive information of the Company or its listed securities or proposed to be listed securities, if any, during the course of performance of duties or discharging legally bona-fide obligations.

The Policy was approved and adopted by the Board of Directors of the Company on March 29, 2019.

2. DEFINITION

A. “Legitimate Purpose” will mean sharing of Unpublished Price Sensitive Information in the ordinary course of business on a need to know basis with persons including:

- i. Promoter and members of the promoter group of the Company;
- ii. Partners and members of Audit firms, appointed for audit of the Company for example, Statutory Auditor, Secretarial Auditor, Cost Auditor, internal auditor;
- iii. Partners and members of legal/secretarial advisory/consultancy firms appointed for providing legal or secretarial services to the Company;
- iv. Any other advisory or consultancy firm, as appointed by the Company,
- v. Customers;
- vi. Suppliers;
- vii. Bankers, including Merchant Bankers;
- viii. Lenders;
- ix. Insolvency Professionals;
- x. Any other persons identified during the normal course of business of the Company

B. “Insider” for the purpose of this Policy will mean any person who is in receipt Unpublished Price Sensitive Information pursuant to a legitimate purpose.

C. “Ordinary Course of Business” for the purpose of this Policy will mean activities that are necessary and regular to the main business of the Company and forms the common practices and customs of the business transactions.

3. IDENTIFICATION OF ORDINARY COURSE OF BUSINESS

An Insider can share UPSI relating to the Company or its securities for legitimate purpose in the ordinary course of business. A person herein will need to identify the ordinary course of business. The criteria for identification of ordinary course of business will include the following:

- (i) **Object Clause** – An activity is more likely to be considered in the ordinary course of business if it is mentioned in the main object clause of the company's Memorandum of Association;
- (ii) **Nature of Business and Industry** – The nature of business and the industry practice followed in general is also an identifier when deciding on ordinary course of business;
- (iii) **Precedence** – An activity of the company which has been carried out on a regular basis constitutes to be an ordinary course of business. Where an activity is proposed to be conducted for the first time will not likely be considered as an ordinary course of business;

4. SHARING OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

- (i) The Compliance officer, in consultation with the Board has identified the employees basis their functional role, who are eligible for sharing UPSI with any other Insider;
- (ii) Authorised Persons will share UPSI after analyzing the activity as in the ordinary course of business to any employee, intermediaries, fiduciaries or any other persons or entities;
- (iii) The Compliance Officer of the Company will be responsible for identifying legitimate purpose and address queries of the employees on this matter. Any legitimate purpose which fulfills the following conditions, shall be addressed before any financial related information in its relation is shared with external party(ies):
 - i. The information relates to business transactions of an amount exceeding INR 100 crores;
 - ii. The information relates to restructuring of the business of the Company;
 - iii. The information with proposed negative impact on the growth of the Company;
 - iv. The information relates to any regulatory proceedings/investigations

5. NOTICE TO INSIDER

Every Insider with whom an Unpublished Price Sensitive Information is shared pursuant to a legitimate purpose will be given a notice as per format prescribed in **Annexure A**, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with these regulations

6. DIGITAL DATABASE

The Board of Directors of the Company has approved for putting in place a Digital Database to capture the following information where any Unpublished Price Sensitive Information is shared under the ambit of the Regulations. The Database to be maintained with adequate internal controls and checks such as time stamping, audit trails, etc. to ensure non-tampering of the database.

The features of the database will include the following information:

- (i) Name of the recipient of the UPSI;
- (ii) Postal Address, email id and contact number of such recipient;
- (iii) Permanent Account Number (PAN) or any other identifier authorised by law.
- (iv) Name of the employee of the Company with designation and department sharing the UPSI;
- (v) The purpose, in brief, for which such UPSI is shared;
- (vi) Date of sharing the UPSI to such Insider as outlined in Point 4 above.

7. REVIEW AND AMENDMENT

The Board of Directors will review the Policy as and when required and may amend the same as and when deemed necessary. Any amendment to any applicable law, rules and regulations will become applicable on the Policy and shall supersede anything mentioned in this Policy.

ANNEXURE A

NOTICE TO MAINTAIN CONFIDENTIALITY

Date:

_____ (Name of the Recipient)
_____ (Address of the Recipient)

Attention: _____ (Name and Title)

Sub: Confidentiality Notice

In connection with your association for the purpose of _____ (a description of the transaction or service) ("Assignment") with "Goodyear India Limited" ("the Company"), incorporated under the Companies Act, 1956 and having its registered office at Mathura Road, Ballabgarh Faridabad – 121004, Haryana, India, this notice is prepared to make available to you certain information (Confidential Information) concerning the business, financial conditions, operations, assets and liabilities, including but not limited to customer or supplier lists, market research, strategic plans or information or discoveries, ideas, concepts, inventions, improvements, know-how, software, designs, development plans or any other information, which are not available to general public at the time of sharing the same with you. The confidential information is being provided to you solely to facilitate the Assignment and you hereby agree to keep the information shared with you secret and confidential and will not use it for any other purpose than assigned. You further agree to return all physical documents, provided to you in original, pertaining to the Assignment, upon written request from the Company and to verify such return in writing.

The term "Confidential Information" does not include any information which:

- (i) becomes generally available to public as an act of the Company and not as a result of disclosure by you;
- (ii) becomes available to you on a non-confidential basis from any other source than that of the Company, provided that such source is not known to you to be bound by a confidentiality agreement with the Company or otherwise prohibited from transmitting the information to you by a contractual, legal, or fiduciary obligation;

In addition, you agree that, without prior written consent of the Company, neither you nor any of your representatives will disclose to any person the fact that Confidential Information has been made available to you, the fact that discussions are taking place concerning the Assignment or any of the terms, conditions or other facts with respect thereto.

You understand that the Confidential Information is an Unpublished Price Sensitive Information and you are bound to maintain the confidentiality of the information and to abide by the provisions of the Securities Exchange Board of India (Prohibition of

Insider Trading) Regulations, 2015, as amended from time to time, which includes that you will not communicate or allow access to the Confidential information to any other person, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and will not trade in securities of the Company until the Confidential Information shared with you, becomes generally available to public at large by an act of the Company

You understand that any monetary relief would not be sufficient relief for not complying with the requirement of this Notice and the Company has all rights to take necessary actions against you as per the requirements of SEBI Act, Regulations, Guidelines, Circulars etc. and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading' of the Company.

For and on behalf of Goodyear India Limited

Signature : _____

Name: _____(Name of the Person sharing the UPSI)

Designation: _____

Department: _____

Accepted and Agreed

Signature: _____

Name: _____(Name of the person in receipt of UPSI)

Representative of _____(Name of the Organisation)