

## GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

Telephone: 0129-6611000

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

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### POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]

#### DEAR MEMBER(S),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), inter-alia, for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and Circular No. 3/2025 dated September 22, 2025 and other relevant circulars (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015") as amended from time to time and as per Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") as amended and pursuant to other applicable provisions, if any, for the time being in force, for the resolution(s) as set out in this Postal Ballot Notice ("Notice") to be passed by members of Goodyear India Limited ("the Company") by means of Postal Ballot through voting by electronic means only ("remote e-voting")

In compliance with MCA Circulars, this Notice along with the explanatory statement is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the

Depositories as on Monday, November 17, 2025 ("Cut-off date"). If Member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes forming part of this notice to receive this Postal Ballot Notice, login ID and password for remote e-voting. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

In compliance with Regulation 44 of the SEBI LODR, 2015, as amended time to time, the Company has provided the facility of voting by electronic means (Remote E-voting) through NSDL platform to enable the Members to cast their votes electronically.

The Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The explanatory statement pursuant to Section 102(1) and 110 of the Act, SS-2 and Regulation 17(11) and 36(3) of the SEBI LODR, 2015 as amended and other applicable provisions of the Act and/or the SEBI LODR, 2015, pertaining to the said resolutions setting out all the material facts and the reasons/ rationale thereof, is also appended and forms an integral part of this notice.

Pursuant to Rule 22(5) of the Rules, the Board of the Directors of the Company has appointed APAC & Associates LLP, Company Secretaries (ICSI Unique Code - P2011DE025300) represented by Mr. Chetan Gupta, Partner,



(COP No. 7077), as the Scrutinizer for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner.

The remote e-voting period will commence at 09:30 A.M. (IST) from Monday, November 24, 2025 and end on Tuesday, December 23, 2025 at 5:00 P.M. (IST). Thereafter, the Remote E-voting will be blocked, and voting shall not be allowed beyond the said time. Based on the Scrutinizer's Report, the Results of Remote E-voting will be declared by the Chairman of the Company or in his absence, any person authorised by him in writing within 48 hours from the conclusion of the Remote E-voting period.

The results along with the Scrutinizer's Report shall be displayed at the Registered Office and the Corporate Office of the Company. The declared Result, along with the Scrutinizer's Report, will be available forthwith on the Company's website at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations) and will also be forwarded to the BSE Limited, where the Company's shares are listed. NSDL, engaged by the Company for facilitating Remote E-voting, will also display the Result on its website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of e-voting, i.e. Tuesday, December 23, 2025, shall be the date on which the resolutions would be deemed to have been passed at the General Meeting, if approved by the requisite majority.



## SPECIAL BUSINESS(ES)

### Item No. 01

**To approve the appointment of Mr. Gajanan Vithal Gandhe (DIN: 02023395) as an Independent Non-Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder, Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Gajanan Vithal Gandhe (DIN: 02023395) who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015 and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of 5 consecutive years with effect from January 01, 2026 and shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board (including any Committee thereof) be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable for the purpose of giving effect to this resolution.

### Item No. 02

**To approve the payment of an additional remuneration amounting to Rs. 6,34,774/- towards perquisites being reimbursement of notice period payout made to Mr. Sandeep Garg (DIN: 10360979) as Whole Time Director and Chief Financial Officer of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended from time to time and Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of one time additional remuneration amounting to Rs. 6,34,774/- (Rupees Six Lakh Thirty Four Thousand Seven Hundred Seventy Four only), towards perquisites being reimbursement of notice period payout made to Mr. Sandeep Garg (DIN: 10360979) as Whole Time Director and Chief Financial officer of the Company

**FURTHER RESOLVED THAT** all the other terms and conditions related to the appointment and remuneration of Mr. Garg shall remain same in accordance with respective Shareholder's approval of the Company vide Postal Ballot notice dated March 27, 2025 for the remaining tenure of Mr. Garg.

**FURTHER RESOLVED THAT** the Board (including any Committee thereof) be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable for the purpose of giving effect to this resolution.

**By Order of the Board**

For and on behalf of Goodyear India Limited

**Anup Karnwal**

Company Secretary & Compliance Officer

Membership No.- A19786

Date: November 06, 2025

Place: Gurugram



**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Act read with SS-2 and Regulation 17(11) and 36(3) of SEBI LODR, 2015 as amended setting out all material facts in respect of the Special Business(es) annexed hereto and forms part of this Notice.
2. The relevant documents referred to in the Notice and the Explanatory Statement would be available for inspection at the Registered Office of the Company (11:00 A.M to 1:00 P.M IST) on any working day, excluding Saturday, up to closure of remote e-voting on Tuesday, December 23, 2025
3. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear as on the cut-off date i.e. Monday, November 17, 2025, in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories and who have registered their e-mail addresses with the Company or with the Depository Participant. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through Remote E-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company sends out the communication for the postal ballot process by e-mail to the Members of the Company. The Remote E-voting period commences at 9:30 A.M. (IST) on Monday, November 24, 2025 and end on Tuesday, December 23, 2025 at 5:00 P.M., thereafter, remote e-voting module will be blocked and voting shall not be allowed beyond said time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e. Monday, November 17, 2025 may cast their vote electronically only. Once a Member casts the vote on the Resolutions, he or she will not be allowed to change it subsequently.
6. Members who have not registered their email address with the Company or RTA or their Depository Participant ("DP"), are requested to complete their email registration process as under:
  - (i) Members holding shares in physical form and whose email addresses are not registered with the Company, may register their email address by sending scanned copy of a signed request letter mentioning the name, folio number and complete address along with the self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the member as registered with the Company, to the email address of the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or to the RTA at [srikant@skylinert.com](mailto:srikant@skylinert.com).
  - (ii) Members holding shares in demat form can update their email address with their Depository Participant ("DP").
7. Resolutions passed (if passed by requisite majority) by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members convened in that behalf.
8. Voting rights of the Members shall be reckoned in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Please note, however, that those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolutions as set out in this Notice.
9. The Postal Ballot Notice will also be available on the website of the Company at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300) represented by Mr. Chetan Gupta, (COP No. 7077), Partner, has been appointed as the Scrutinizer for conducting the Postal



Ballot through remote e-voting process in a fair and transparent manner and his decision on the validity of the voting will be final.

11. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through Remote E-voting and make a Scrutinizer's Report of the total votes cast in favour and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, within 48 hours from the conclusion of the Remote E-voting period. The declared Results along with the Scrutinizer's Report will be submitted to BSE Limited and displayed on the Notice Board of the Company at its Registered Office and Corporate Office and also available on the Company's website at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations). NSDL, engaged by the Company for facilitating e-voting, will also display the Results on its website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. Additional information pursuant to Regulation 36(3) of the SEBI (LODR) 2015, as amended and SS-2 issued by the Institute of Company Secretaries of India ("ICSI") pertaining to the Directors proposed to be appointed and approval of directors remuneration vide Item No 1 & 2 as stated in the Notice is provided in "Annexure A" to this Notice. The proposed Directors has furnished the requisite consents/ declarations for their appointment.
13. The voting for this Postal Ballot cannot be exercised through proxy.

#### INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

- I. In compliance with Regulation 44 of the SEBI (LODR) 2015, as amended and in terms of Sections 108, 110 and other applicable provisions of the Act read with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and SS-2 issued by the ICSI, the Company is pleased to provide Remote E-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

- (a) 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDEAS</b> user can visit the e-Services website of <b>NSDL Viz.</b> <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>"IDEAS"</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDEAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</li> </ol> |



| Type of shareholders   | Login Method   |
|--|--|
|  | <p>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 hold 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 company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>   |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL <a href="http://www.cdslindia.com">website www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>   |

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |





**(B) Login Method 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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:   |
|--|--|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>For example, if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company.<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. 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**

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

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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



8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

### GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [Chetan.gupta@apacandassociates.com](mailto:Chetan.gupta@apacandassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key

in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 at [evoting@nsdl.com](mailto:evoting@nsdl.com). Members may also write to the Company Secretary at the Company's email address at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com).

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, 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) by email to the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or to the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com).
- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or to the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
- (c) Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- (d) In terms of SEBI circular dated December 09, 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.

#### SHAREHOLDER SERVICES

14. In accordance with the proviso to Regulation 40(1) of the SEBI LODR, 2015, as amended from time to time, read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding.
15. Members are requested to provide/update their name, postal address, email address, telephone/mobile numbers, PAN linked with Aadhar, Bank mandate, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - (a) **For shares held in physical form:** to the Company's RTA in prescribed Form ISR-1 and other forms as available on the website of the Company pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023
  - (b) **For shares held in electronic form:** to their Depository Participant.
16. Members of the Company are informed that pursuant to the applicable provisions of the Act, 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. and 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 March 31, 2019 to the Financial Year ended March 31, 2025. 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.

17. For Members holding shares in physical form, SEBI has mandated the submission of PAN linked with Aadhar, KYC details vide its master circular SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRD/POD-1/P/CIR/2024/81 dated June 10, 2024. In case any of the aforesaid documents/ details are not available in the record of the Company/ RTA, the Member shall not be eligible to lodge a grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Members holding shares in electronic form are requested to submit/ update their PAN to their Depository Participants

For consolidation of share certificates Members holding shares in physical form, in identical, order of names, in more than one folio are requested to send the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio to the Company or RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.

Nomination facility as per the provisions of Section 72 of the Act, is available for the Members in respect of the shares held by them. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms are available on the Company's website at <https://www.goodyear.co.in/investor-relations>. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities

18. SEBI vide Master Circular SEBI/HO/OIAE\_IAD-1/P/ CIR/2023/145 dated August 11, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 01

The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, at its meeting held on November 06, 2025 has recommended the appointment of Mr. Gajanan Vithal Gandhe (DIN: 02023395) as an Independent Non-Executive Director of the Company as provided under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements), 2015 [SEBI (LODR), 2015] for a term of five consecutive years to hold office from January 01, 2026 to December 31, 2030, to the Members for their approval by way of a Special Resolution, in terms of the provisions of sections 149, 150, 152 and Schedule IV of the Act read with rules made thereunder and SEBI (LODR), 2015.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Gandhe all necessary statutory disclosures / declarations including consent to act as an Independent Non-executive Director. Further, Mr. Gandhe has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

Mr. Gandhe fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (LODR), 2015 for his appointment as an Independent Non-Executive Director of the Company and is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority's order and is Independent to the Management of the Company. Mr. Gandhe has submitted a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is in compliance with Rules 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Gajanan Vithal Gandhe is a seasoned leader with over 35 years of experience in the global automotive and mobility sector, having held key roles across the USA, China, India, and South Africa. He is currently the Country Head and Vice President of Dana Incorporated India, leading strategic initiatives including the company's e-mobility

strategy and serving on its India-based boards. Previously, he held leadership positions at International Automotive Components, Lear Corporation, Dow Automotive, and General Motors. He brings deep expertise in business transformation, operational scaling, and cross-border team leadership.

Mr. Gandhe holds a B.Tech in Civil Engineering from IIT Bombay, an M.S. in Engineering Mechanics from Virginia Tech, an MBA in Finance and International Economics from Oakland University, and completed the Advanced Management Program at Harvard Business School. He also serves on the boards of other companies, including Minda Corporation Limited and Dana TM4 India Pvt. Ltd.

Based on the recommendation of the Nomination and Remuneration Committee and considering Mr. Gandhe's extensive experience, the consent, disclosure of interest, and declarations provided by him, the Board of Directors is of the opinion that appointing Mr. Gajanan Vithal Gandhe as an Independent Non-Executive Director effective January 01, 2026, would be in the best interest of the Company. This proposal is now being presented for the approval of the Members by way of Special Resolution as set out in the accompanying Notice.

The terms and conditions of appointment of Mr. Gandhe as an Independent Non-Executive Director, would be available for inspection to the members at the Registered Office and the copy of the draft letter for appointment will be available on the website of the Company at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations).

Except Mr. Gandhe being the appointee, or his relatives, none of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

Further, Mr. Gajanan Vithal Gandhe is not related to any Director or Key Managerial Personnel of the Company.

### Item No. 02

The Board of Directors of the Company, at its meeting held on March 27, 2025, approved the appointment and remuneration of Mr. Sandeep Garg (DIN: 10360979) as Whole Time Director and Chief Financial Officer of the Company,



with effect from April 07, 2025, subject to approval of the shareholders. Subsequently the shareholders approved the said appointment and remuneration through a Postal Ballot Notice dated March 27, 2025.

At the time of his appointment, the Company had agreed to reimburse Mr. Garg for the notice period payout made to his previous employer, in order to enable his timely joining. However, it was later observed that the reimbursement amount of ₹ 6,34,774 (Rupees Six Lakh Thirty-Four Thousand Seven Hundred Seventy-Four only) was inadvertently omitted from the remuneration details placed before and approved by the Nomination and Remuneration Committee, Audit Committee, the Board, and the Shareholders.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors, at its meeting held on November 06, 2025, approved the proposal for one-time additional remuneration of ₹ 6,34,774, being perquisites in the nature of reimbursement of notice period payout, payable to Mr. Garg, subject to approval of the shareholders.

The said payment shall form part of the overall managerial remuneration payable to Mr Garg, subject to applicable tax

provisions, in accordance with the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the rules made thereunder.

Therefore, the approval of the members of the Company is being sought by way of a Special Resolution the one-time payment of ₹ 6,34,774/- as additional remuneration payable to Mr. Sandeep Garg, towards perquisites, being reimbursement of notice period payout.

All the other terms and conditions related to the appointment and remuneration of Directors shall remain same in accordance with the respective Shareholders' approval of the Company for the remaining tenure of Mr. Sandeep Garg.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Mr. Garg and his relatives to the extent of their shareholding interest, if any, in the Company none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 2 of this Notice.

The Board recommends the Special Resolution as set out in Item No. 2 of the Notice of the Postal Ballot for approval by the Members.



## Annexure A

The details of Directors seeking appointment and approval of Directors remuneration as per Regulation 36(3) of the SEBI (LODR) 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is appended below:

| Particulars  | Details of Director   | Details of Director  |
|--|---|--|
| Name   | Mr. Gajanan Vithal Gandhe   | Mr. Sandeep Garg   |
| Date of Birth  | March 01, 1964  | February 06, 1973  |
| Age (in years)   | 61 years  | 52 years   |
| Nationality  | Indian  | Indian   |
| DIN  | 02023395  | 10360979   |
| Date of first Appointment  | January 01, 2026  | April 07, 2025   |
| Qualification  | B.Tech in Civil Engineering from IIT Bombay, an M.S. in Engineering Mechanics from Virginia Tech, an MBA in Finance and International Economics from Oakland University, and completed the Advanced Management Program at Harvard Business School   | Mr. Sandeep Garg is a Chartered Accountant from the Institute of Chartered Accountants of India  |
| Brief Resume, Experience & Expertise in specific functional area | <p>Mr. Gajanan Vithal Gandhe is a seasoned leader with over 35 years of experience in the global automotive and mobility sector, having held key roles across the USA, China, India, and South Africa.</p> <p>He is currently the Country Head and Vice President of Dana Incorporated India, leading strategic initiatives including the company's e-mobility strategy and serving on its India-based boards.</p> <p>Previously, he held leadership positions at International Automotive Components, Lear Corporation, Dow Automotive, and General Motors. He brings deep expertise in business transformation, operational scaling, and cross-border team leadership.</p> <p>Mr. Gandhe holds a B.Tech in Civil Engineering from IIT Bombay, an M.S. in Engineering Mechanics from Virginia Tech, an MBA in Finance and International Economics from Oakland University, and completed the Advanced Management Program at Harvard Business School. He also serves on the boards of other companies, including Minda Corporation Limited and Dana TM4 India Pvt. Ltd.</p> | <p>Mr. Sandeep Garg is a Chartered Accountant with approximately 26 years of extensive experience in strategic and operational financial management. He has a proven track record of progressive leadership, driving financial initiatives, and implementing both short-term and long-term financial strategies.</p> <p>He possesses significant expertise in working with private equity investors on large-scale mergers and acquisitions (M&amp;A), including business planning, valuation, due diligence, and post-merger integration. Additionally, Mr. Garg excels in leading and coordinating large, multidisciplinary teams, even beyond his direct span of control, ensuring alignment with organizational objectives.</p> <p>Mr. Garg currently serves as a Whole Time Director and Chief Financial Officer of Goodyear India Limited and Non-Executive Director in Goodyear South Asia Tyres Private Limited.</p> <p>Prior to Goodyear, he had worked with Wavin Industries Limited, Musahi Auto Parts and Exicom Power Solutions as CFO. He has also spent a significant part of his career working in diverse roles with Schneider Electric India, Motherson Sumi Systems and Premier Global Group.</p> |



| Particulars  | Details of Director  | Details of Director  |
|--|--|--|
| Directorships held in Other Companies in India   | <ul style="list-style-type: none"> <li>Minda Corporation Limited</li> <li>Insolare Energy Private Limited</li> </ul>   | <ul style="list-style-type: none"> <li>Goodyear South Asia Tyres Private Limited</li> </ul>  |
| Chairperson/ Member of Committee of the Board of other Listed Companies in which they are Directors  | Chairman of the Nomination and Remuneration Committee and Member of the Corporate Social Responsibility and Stakeholders Relationship Committee of Minda Corporation Limited | None   |
| Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | Minda Corporation Limited  | Resigned from Wavin Industries Limited w.e.f. March 28, 2025.  |
| Shareholding in the Company  | None   | None   |
| Inter-se Relationship between Directors, Manager and other Key Managerial Personnel of the company   | None   | None   |
| Terms and Conditions of Appointment / Re-appointment and Remuneration proposed to be paid  | Terms and Conditions of the appointment and remuneration details are given in the Resolution no. 1 of this Notice.   | Terms and Conditions of the appointment and remuneration details are given in the Resolution no. 1 of the Postal Ballot Notice dated March 27, 2025. |
| Remuneration Last Drawn  | None   | Remuneration details are given in the Resolution no. 1 of the Postal Ballot Notice dated March 27, 2025.   |
| Number of Board Meetings Attended  | It is proposed to appoint Mr. Gajanan Vithal Gandhe as Director for his first term on the Board and hence, these details are not applicable                                  | 6 of 6   |
| The skills and capabilities required for the role and the manner in which Independent Director name meets such requirements  | Refer to Item no. 1 of the Explanatory Statement of this Notice.   | N.A  |

**By Order of the Board**

For and on behalf of Goodyear India Limited

**Anup Karnwal**

Company Secretary & Compliance Officer

Membership No.- A19786

Date: November 06, 2025

Place: Gurugram

