

GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

Telephone: 0129-6611000

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

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 Rule 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, 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, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and notified by Ministry of Corporate Affairs ("MCA"), as amended and pursuant to other applicable provisions, if any, for the time being in force, resolution for the appointment of Ms. Uma Ratnam Krishnan (DIN: 00370425), as an Independent Non-Executive Director for a first term of 5 consecutive years effective from June 07, 2024 is proposed to be passed by members of Goodyear India Limited ("the Company") as Special Resolution by means of Postal Ballot through voting by electronic means only ("remote e-voting").

In compliance with MCA Circulars and Section 108 and 110 of the Act and Rules made thereunder, this Postal Ballot Notice ("Notice") along with the explanatory statement and Remote e-voting instructions is being sent only through electronic

mode to those members whose e-mail addresses are registered with the Company, Registrar and Share Transfer Agent ("RTA") or Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on April 19, 2024 ("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 to receive this Notice, login ID and password for remote e-voting.

In compliance with Regulation 44 of the SEBI LODR, 2015, as amended from 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 and other applicable provisions of the Act, pertaining to the resolution setting out all the material facts and the reasons thereof, is also appended to this Notice for your consideration 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 its partner Mr. Chetan Gupta, (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, April 29, 2024 and end on Tuesday, May 28, 2024 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 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 and will also be forwarded to the BSE Limited, where the Company's shares are listed. National Securities Depository Limited ("NSDL"), engaged by the Company for facilitating Remote E-voting, will also display the Result on its website at www.evoting.nsdl.com.

The last date of e-voting, i.e. Tuesday, May 28, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



SPECIAL BUSINESS

Item No. 1

To approve the Appointment of Ms. Uma Ratnam Krishnan (DIN: 00370425), 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 (“Rules”), 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, Ms. Uma Ratnam Krishnan (DIN: 00370425) who

has submitted a declaration that she 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 her 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 June 07, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors including the Nomination and Remuneration Committee thereof and/ or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

By Order of the Board

For and on behalf of Goodyear India Limited

Anup Karnwal

Company Secretary & Compliance Officer
Membership No.- A19786

Date: April 11, 2024
Place: New Delhi



NOTES:

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Act setting out all material facts in respect of the Special Business annexed hereto and forms part of this Notice.
2. The draft letter of appointment referred to in the Notice and the Explanatory Statement would be available on the Company's website at www.goodyear.co.in/investor-relations and at the Registered Office of the Company during business hours (11:00 A.M to 1:00 P.M IST) on any working day, excluding Saturday, up to closure of remote e-voting on May 28, 2024.
3. In accordance with the MCA Circulars, the Notice is being sent only through electronic mode to those members whose names appear as on the cut-off date i.e. Friday, April 19, 2024, 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 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 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, April 29, 2024 and ends at 5:00 P.M. (IST) on Tuesday, May 28, 2024, thereafter, remote e-voting 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., April 19, 2024, may cast their vote electronically only. Once a member casts the vote on the Resolution, 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 or to the RTA at srikant@skylinerta.com.
 - (ii) Members holding shares in demat form can update their email address with their Depository Participant ("DP").
7. Resolution 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 that those members who have not 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 resolution 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, website of BSE Limited at www.bseindia.com and website of NSDL at www.evoting.nsdl.com.
10. APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300) represented by its partner Mr. Chetan Gupta (COP No. 7077), 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, on or before, Thursday May 30, 2024. The declared Results along with the Scrutinizer's Report will be submitted to the BSE Limited and displayed on the Notice Board of the Company at its Registered Office and also available on the Company's website at www.goodyear.co.in/investor-relations. National Securities Depository Limited ('NSDL'), engaged by the Company for facilitating e-voting, will also display the Results on its website at www.evoting.nsd.com.
12. Additional information pursuant to Regulation 36(3) of the SEBI (LODR), 2015 and SS-2 issued by ICSI pertaining to the Director proposed to be appointed vide Item No. 1 of the Notice is provided in "Annexure A" to this Notice. The proposed Director has furnished the requisite consents/disclosures/declarations for her 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 and 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 for facilitating remote e-voting.

- (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 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 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>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>



(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 For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. 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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Chetan.gupta@apacandassociates.com with a copy marked to 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.

- 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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager, NSDL at evoting@nsdl.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 or to the RTA at 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 or to the RTA at 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 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, and 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. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
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. 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 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 years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 (Special Interim Dividend). The Members/ claimants whose shares or unclaimed dividend(s) have been transferred to IEPF Authority may claim the shares or apply for refund by making an application to IEPF Authority in e-Form IEPF 5 (available on <https://www.iepf.gov.in/IEPF/corporates.html>).

17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, and circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023. Therefore, shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA i.e. Skyline Financial Services Private Limited. Members holding shares in electronic form are requested to submit/ update their PAN to their depository participant(s).



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, at its meeting held on April 11, 2024 has recommended, the appointment of Ms. Uma Ratnam Krishnan (DIN: 00370425) as an Independent Non-Executive Director as provided under Section 149(6) of the Act and SEBI (LODR), 2015 of the Company for a term of five consecutive years to hold office from June 07, 2024 to June 06, 2029, 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 thereunder and SEBI (LODR), 2015.

The Company has received a Notice from a member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received from Ms. Uma Ratnam Krishnan all necessary statutory disclosures /declarations. Further, Ms. Uma Ratnam Krishnan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

Basis the consent, disclosure of interest and declarations received from Ms. Uma Ratnam Krishnan and in the opinion of Nomination and Remuneration Committee and the Board of Directors, Ms. Uma Ratnam Krishnan fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR), 2015 for her 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. Ms. Uma Ratnam Krishnan has submitted a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has confirmed that she is in compliance with Rules 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board of Directors considers that her association would be of immense benefit to the Company, and it is desirable to avail services of Ms. Uma Ratnam Krishnan as an Independent

Non-Executive Director for a term of five consecutive years from June 07, 2024 to June 06, 2029.

She has more than 35 (thirty-five) years of experience in the Banking and Financial Services Industry.

She has been a diplomat with the Indian Foreign Service. Prior to starting her corporate career, she completed an MBA in finance and marketing from the Indian Institute of Management (IIM) Bangalore.

After a short stint in the India Foreign Service, she has been in Banking and held senior leadership roles in ANZ Grindlays Bank, HDFC Bank, ABN Amro Bank, NatWest Group and Barclays -in India and globally.

Working across many aspects of banking in both India and overseas has given her rich and diverse experience in Business Strategy, Risk Governance and a Global Perspective. In her global roles she has contributed towards shaping and transforming organizations across functions and geographies.

She would bring to the Company her vast experience and a Global Perspective in the area of Business Strategy and Risk Governance. She has also confirmed her ability to devote the time required to discharge her duties as an Independent Non-Executive Director.

Accordingly, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, recommends her appointment to the members for their approval by way of Special Resolution as set out in the accompanying Notice.

The terms and conditions of appointment of Ms. Uma Ratnam Krishnan 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.

Except Ms. Uma Ratnam Krishnan, being the appointee, or her 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, Ms. Uma Ratnam Krishnan is not related to any Director or Key Managerial Personnel of the Company.



The details of Directors seeking appointment 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
Name	Ms. Uma Ratnam Krishnan
Date of Birth	February 18, 1962
Age (in years)	62 years
Nationality	Indian
DIN	00370425
Date of first Appointment	June 07, 2024
Qualification and Brief Resume	<p>Ms. Uma Ratnam Krishnan has more than 35 years of experience in the Banking and Financial Services Industry.</p> <p>Ms. Krishnan has been a diplomat with the Indian Foreign Service. Prior to starting her corporate career, she completed an MBA in finance and marketing from the Indian Institute of Management (IIM) Bangalore.</p> <p>After a short stint in the India Foreign Service, Ms. Uma Ratnam Krishnan has been in Banking and held senior leadership roles in ANZ Grindlays Bank, HDFC Bank, ABN Amro Bank, NatWest Group and Barclays -in India and globally.</p> <p>Working across many aspects of banking in both India and overseas has given her rich and diverse experience in Business Strategy, Risk Governance and a Global Perspective. In her global roles she has contributed towards shaping and transforming organizations across functions and geographies.</p>
Nature of expertise in specific functional area	Business Strategy, Risk Governance and Global Perspective
Directorships held in other Listed Companies in India	NIL
Chairperson/ Member of Committee of the Board of other Listed Companies in which they are Directors	NIL
Shareholding in the Company	NIL
Inter-se Relationship between Directors/ Manager/Key Managerial Personnel	NIL

Listed entities from which they have resigned in the past three years	Take Solutions Limited Completion of tenure as Independent Director at Chennai Metro Rail Limited on October 30, 2021
Terms and Conditions of Appointment / Re-appointment and Remuneration proposed to be paid	As per the Letter of Appointment
Remuneration Last Drawn	NA
Number of Board Meetings Attended	It is proposed to appoint Ms. Uma Ratnam Krishnan as Director for her first term on the Board and hence, these details are not applicable
The skills and capabilities required for the role and the manner in which Ms. Uma Ratnam Krishnan meets such requirements	Refer to the Item no. 1 of the Explanatory Statement

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

Anup Karnwal
Company Secretary & Compliance Officer
Membership No.- A19786

Date: April 11, 2024
Place: New Delhi

