



## GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

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Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola, New Delhi-110025, India

E-mail: goodyearindia\_investorcell@goodyear.com, Website: www.goodyear.co.in

### POSTAL BALLOT NOTICE

**[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc. thereon]**

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification or re-enactment thereof for the time being in force and other applicable provisions, if any, that the resolution(s) appended below is proposed to be passed by the Members of the Company by way of Postal Ballot including remote electronic voting ("e-voting") in compliance with the applicable provisions of the Act and the Rules framed thereunder.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the said resolution(s) setting out the material facts and the reasons thereof, is also appended. The said resolution(s) and explanatory statement are being sent to you along with a Postal Ballot Form and self-addressed business reply envelope for your consideration.

The Nomination and Remuneration Committee ("the NRC") and Board of Directors of the Company ("the Board"), at its meeting held on February 13, 2019, has considered to seek the approval of Members of the Company for the following items through postal ballot:

- To consider and approve the continuation of directorship of Mr. Chandrashekhar Dasgupta (DIN: 00381799) as a Non- Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years, in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 1, 2019 by way of Special Resolution.
- To consider and approve the re-appointment and remuneration payable to Mr. Rajeev Anand (DIN: 02519876) as a Chairman and Managing Director of the Company for a period from February 20, 2019 to May 31, 2020 by way of Special Resolution.

The Board has appointed Mr. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

#### **ITEMS FOR SPECIAL BUSINESS:**

1. **To consider and approve the continuation of directorship of Mr. Chandrashekhar Dasgupta (DIN: 00381799) as a Non- Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years, effective from April 1, 2019**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("regulations") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Chandrashekhar Dasgupta (DIN: 00381799) who has attained the age of more than 75 years i.e. 78 years, as a Non-Executive Independent Director of the Company with effect from April 01, 2019 (i.e. upon the effective date of the said regulations) till the completion of his present term (i.e. upto March 11, 2020).

**RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee thereof and/ or the Company Secretary, be and are hereby authorised 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 in giving effect to this resolution."

2. **To consider and approve the re-appointment and remuneration payable to Mr. Rajeev Anand (DIN: 02519876) as a Chairman and Managing 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 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Rajeev Anand (DIN: 02519876) as the Chairman and Managing Director of the Company for a period from February 20, 2019 to May 31, 2020 at a managerial remuneration as specified in detail along with other terms and conditions of his re-appointment in the agreement to be entered into between the Company and Mr. Rajeev Anand (a draft of which was placed before the Board Meeting held on February 13, 2019).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration in accordance with the Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

**RESOLVED FURTHER THAT** in terms of the applicable provisions and Schedule V of the Companies Act, 2013, where in any financial year during the tenure of Mr. Rajeev Anand, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the remuneration as specified in the explanatory statement to this Notice, as the minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee thereof and/ or the Company Secretary, be and are hereby authorised 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 in giving effect to this resolution."

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

**Sd/-**  
**Pankaj Gupta**  
Company Secretary  
Membership No.- F4647

**Date:** February 13, 2019  
**Place:** New Delhi

**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts in respect of the Special Business annexed hereto and forms part of this Notice.
2. The relevant documents, if any, referred to in the explanatory statement are available for inspection of the shareholders at the Company's Registered & Corporate Office on any working day except Saturday, Sunday and public holidays between 11.00 a.m. IST to 01.00 p.m. IST upto Friday, March 22, 2019.
3. The Board has appointed Mr. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and his decision on the validity of the voting will be final.
4. This Notice is being sent to all the Members whose names appears as on cut-off date i.e. Friday, February 15, 2019, in the Register of Members or in the Register of beneficial owners as received from Skyline Financial Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company. Any person who is not a member of the Company as on date specified above shall treat the Notice for information purposes only.
5. Members who have registered their e-mail IDs with depositories / with the Company/ with RTA are being sent this Notice by e-mail unless any member has registered for a physical copy of the same and the members who have not registered their e-mail IDs will receive Notice along with the Postal Ballot Form by Registered Post or any other prescribed mode.
6. The e-voting and postal ballot period commences at 9:30 a.m. IST on February 23, 2019 and ends at 5:00 p.m. IST on March 24, 2019. During this period, the members holding equity shares either in physical form or in dematerialized form, as on cut-off date, i.e. February 15, 2019, may cast their vote by e-voting or postal ballot.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members.
8. The Address for Correspondence shall be as follows:
  - a) **Registered office of the Company:** Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India
  - b) **RTA of the Company:** Skyline Financial Services Private Limited, D-153A, 1 Floor, Okhla Industrial Area Phase – 1, New Delhi – 110020, India, Tel.: +91 11 26812682-83, 64732681, Email id.: admin@skylinerta.com
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to goodyearindia\_investorcell@goodyear.com or admin@skylinerta.com. The RTA /Company shall forward the same along with self-addressed postage-prepaid business reply envelope to the Member.
10. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. Friday, February 15, 2019.
11. The Notice and Postal Ballot Form are also placed on the website of the Company, www.goodyear.co.in/investor-relations and website of NSDL, www.evoting.nsdl.com.
12. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ("ICSI") pertaining to the Directors proposed to be re-appointed/continuation vide Item No. 1 and 2 of the Notice is provided in "Annexure A" to this Notice. Director(s) have furnished the requisite consents/ declarations for their re-appointment/ continuation.

## INSTRUCTION FOR VOTING BY MEMBERS

13. The voting for the items as mentioned in the Notice shall be done in the following manner:

For the purpose of offering e-voting facility, the Company has entered into an agreement with NSDL. E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations).

### A. VOTING THROUGH ELECTRONIC MEANS

In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

#### The instructions for e-voting are as follows:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com>

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsd.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 on NSDL e-voting system.

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. Your password details are given below:
  - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (b) 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.
  - (c) How to retrieve your 'initial password'?
    - i) 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'.
    - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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 is 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 is 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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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/Power of Attorney 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.co.in](mailto:evoting@nsdl.co.in).
2. 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.
3. 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 send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). For any further grievance related to the e-voting, members may call on toll free no. : 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL Trade Word, A wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Pallavid@nsdl.co.in](mailto:Pallavid@nsdl.co.in) or at telephone no.: 022-2499-4545.

**E-voting Period**

The e-voting facility will be available during the following period:

Commencement of e-voting	From 9:30 A.M. (IST) on Saturday February 23, 2019
End of e-voting	Upto 5:00 P.M. (IST) on Sunday, March 24, 2019

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

## **B. CASTING OF VOTE THROUGH POSTAL BALLOT FORM**

Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5:00 pm IST) on Sunday, March 24, 2019. No other request / details furnished in the self-addressed envelope will be entertained. The Postal Ballot Form received after close of working hours (5:00 pm IST), will be treated as if the same has not been received from the Member.

14. Kindly note that the Members can opt only one mode of voting i.e. either by Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote by Postal Ballot Form also and vice versa. However, in case a Member has voted both by Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
15. The Scrutinizer will submit his report, to the Chairman of the Board or in his absence to any other person authorized by him, after completion of scrutiny of postal ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website: [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations).
16. The results of the postal ballot and remote e-voting will be announced by the Chairman of the Board or any person authorized by him on Tuesday, March 26, 2019 and will be displayed at the Registered Office of the Company situated at Mathura Road, Ballabgarh, (Dist. Faridabad), Haryana - 121004 and communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company's website: [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations).
17. The last date specified by the Company for receipt of the duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

## **SHAREHOLDER SERVICES**

18. Pursuant to the SEBI (LODR) (Fourth Amendment) Regulations, 2018 issued on June 8, 2018 read with the notification (Reference Number - No. SEBI/LAD-NRO/GN/2018/49) dated November 30, 2018 and effective from April 01, 2019, SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form. Members, who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.
19. 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.
20. 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](http://www.goodyear.co.in/investor-relations) and Ministry of Corporate Affairs – IEPF Authority at [www.iepf.gov.in](http://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 2011, 2012, 2013, 2014, 2015-16, 2016-17 and 2017-18. 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 Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

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

**Item No. 1**

Mr. Chandrashekhar Dasgupta (“Mr. Dasgupta”) was re-appointed as a Non-Executive Independent Director of the Company for a fixed term of 5 consecutive years, in terms of the Act and other applicable laws, effective March 12, 2015, however he has been associated with the Company from May 01, 2001.

In terms of the recently notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 1, 2019, the consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director upon attaining the age of 75 years. As Mr. Dasgupta is 78 years old, the matter was placed before the NRC and the Board for their consideration. Mr. Dasgupta is an Economics honours graduate of the Delhi University and an Emeritus Distinguished Fellow of The Energy and Resources Institute (TERI). He has written extensively on climate change and sustainable development, as well as issues of diplomatic history.

Mr. Dasgupta served as India’s ambassador to China and to the European Union, among other posts, during his career in the Indian Foreign Service and has also served as a member of the UN Committee on Economic, Social and Cultural Rights. Mr. Dasgupta is currently a member of the Prime Minister’s Council on Climate Change.

The President of India has awarded him the third highest civilian honour of the Padma Bhushan in 2008, for his contributions to Indian civil service.

Accordingly, the Board at its meeting held on February 13, 2019, on the recommendation of NRC, recommended for the approval of the members for continuation of Mr. Dasgupta as a Non-Executive Independent Director of the Company effective April 01, 2019 till the completion of his present term on the existing terms and conditions.

The Company had received from him requisite declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Listing Regulations, in connection with his continuation as a Non-Executive Independent Director.

In view of this, the Board recommends resolution as set out in item no. 1 for approval of the members of the Company by way of a Special Resolution.

Copy of the Letter of Appointment issued to Mr. Dasgupta on March 31, 2015 would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on all working days, excluding Saturday, Sunday and public holidays between 11:00 a.m. to 1:00 p.m. upto Friday, March 22, 2019.

Except Mr. Dasgupta, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, either directly or indirectly, in the proposed resolution. Further Mr. Dasgupta is not related to any Director of the Company.

**Item No. 2**

Mr. Rajeev Anand (“Mr. Anand”) was appointed as Vice Chairman & Managing Director of the Company effective from February 20, 2009 for a period of 5 years, and thereafter re-appointed as Vice Chairman & Managing Director for a further period of 5 years from February 20, 2014. Further Mr. Anand was designated as Chairman on September 19, 2017.

Mr. Anand as the Chairman and Managing Director has contributed to the growth and success of the Company and has led the Company in the most skilful manner. Considering the knowledge and guidance provided by Mr. Anand during his tenure, the re-appointment of Mr. Anand as Chairman and Managing Director is sought in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act.

The Board and NRC at their respective meetings held on February 13, 2019 had approved the re-appointment of Mr. Anand as Chairman and Managing Director for a period from February 20, 2019 to May 31, 2020 at a managerial remuneration as specified in detail along with other terms and conditions of his re-appointment in the agreement, effective February 20, 2019, to be entered into between the Company and Mr. Anand, subject to the approval of the members of the Company. It shall be noted that as per the Company’s HR policy, Mr. Anand shall retire on the last day of May 2020 and hence, the tenure recommended is from February 20, 2019 to May 31, 2020. The period of office of Mr. Anand shall be liable to determination by retirement of Director by rotation in pursuance to the Articles of Association of the Company.

The details of yearly remuneration of Mr. Anand as approved by the Board of Directors is appended below:

<b>S. No.</b>	<b>Particulars</b>	<b>Amount (INR in lakhs)</b>
1	Basic Salary and Allowances	213.05
2	Perquisites	40.82
3	Others (Performance bonus, contribution to provident fund, superannuation fund, gratuity, etc.)	383.10 (Up to a limit of 400)
<b>Total</b>		<b>636.99</b> <b>(Up to a limit of 653.87)</b>
<b>Overall Yearly Remuneration Limit*</b>		800

\* Subject to compliance of applicable laws and subject to the limits prescribed in Section I of Part II of Schedule V of the Act, the Board may revise and vary the terms of remuneration (including the remuneration structure, categories / elements) payable to Mr. Anand within the said mentioned Overall Yearly Remuneration Limit at any time during the tenure of his engagement with the Company as Managing Director of the Company. Additionally, this is to inform you that members at Annual General Meeting of the Company held on August 9, 2017 had approved the same over all yearly remuneration limit i.e. INR 800 Lakhs as mention above.

In the event of the Company not earning profit or inadequacy of profit in any financial year, Mr. Anand would be entitled to receive the above remuneration as minimum remuneration in terms of the applicable provisions of the Act.

The Board may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated. The Board recommends the Special Resolution as set out in the accompanying Notice for the approval of the Members.

Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on all working days, excluding Saturday, Sunday and public holidays between 11:00 a.m. to 1:00 p.m. upto Friday, March 22, 2019.

Except Mr. Anand, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, either directly or indirectly, in the proposed resolution. Further Mr. Anand is not related to any Director of the Company.

## ANNEXURE A

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

Particulars	Mr. Dasgupta (DIN 00381799)	Mr. Anand (DIN 02519876)
Date of Birth	May 02, 1940	May 23, 1960
Date of first Appointment	May 01, 2001. The appointment as an Independent Director under the Act was effective from March 12, 2015	February 20, 2009
Qualifications	IFS (Retd.)	Diploma in Mechanical Engineering
Brief Resume	<ul style="list-style-type: none"> <li>Mr. Dasgupta is a retired Indian Foreign Service officer. During his long diplomatic career, he served as India's ambassador to China and to the European Union. He was a leading climate change negotiator both during and after his foreign service career. He has also served as a member of the UN Committee on Economic, Social and Cultural Rights. He is currently a member of the Prime Minister's Council on Climate Change.</li> <li>Mr. Dasgupta is an Economics honours graduate of the Delhi University and an Emeritus Distinguished Fellow of The Energy and Resources Institute (TERI). He has written extensively on climate change and sustainable development, as well as issues of diplomatic history.</li> <li>The President of India awarded the Padma Bhushan (the third highest civilian honour) to Mr. Dasgupta in 2008, for his contributions to Indian Civil Service.</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Anand is the Chairman &amp; Managing Director of Goodyear India Limited. He has held numerous senior leadership roles in India and ASEAN over the past 38 years at Goodyear; most recently as the Chairman &amp; Managing Director, Goodyear India Limited.</li> <li>Mr. Anand focus in these roles has been on accelerating growth, developing operational excellence and building a high-performance culture and strong corporate governance. He has deep knowledge and experience in business strategy, manufacturing operations, program execution, long cycle investments and customer value creation.</li> <li>Mr. Anand is instinctively good with people and is able to read their motivations and aspirations well. His humility and curiosity to learn about new areas of business and to understand people and their motivations have contributed to his growth as a leader. Under his leadership, the Company has attained sustained level of performance and overall business growth.</li> </ul>
Experience and expertise in specific functional area	<ul style="list-style-type: none"> <li>Served as India's ambassador to China and to the European Union</li> <li>Currently a member of the Prime Minister's Council on Climate Change, a distinguished Fellow at TERI, and a member of the UN Committee on Economic, Social and Cultural Rights</li> <li>Awarded the Padma Bhushan by the President</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Rajeev Anand has been associated with the Company for over 38 years, in various executive capacities, including as Manufacturing Director – ASEAN &amp; India and Director Manufacturing &amp; Strategic Initiatives – India. Prior to his appointment in 2009 as whole time Managing Director of the Company, Mr. Anand was the Company's Chief Operating Officer</li> </ul>

Directorships held in Other Companies in India	None	<ul style="list-style-type: none"> <li>• Automotive Tyre Manufacturers Association</li> <li>• Goodyear South Asia Tyres Private Limited</li> </ul>
Chairman/Member of Committee of the Board of other Companies in which they are director	None	Member of Corporate Social Responsibility Committee of Goodyear South Asia Tyres Private Limited
Shareholding in Goodyear India Limited	NIL	NIL
Inter-se Relationship between Directors/ Mangers/Key Managerial Personnel	None	None
Terms and Conditions of Appointment / Re-appointment and Remuneration	As per the Letter of Appointment on March 31, 2015	Terms and Conditions of the appointment and remuneration details are given in the explanatory statement on Item no. 2 of the Postal Ballot Notice. Additionally, the draft service agreement of Mr. Anand is drawn upto May 31, 2020.
Remuneration Last Drawn	No Managerial Remuneration except sitting fees for attending Board and Committee meetings	Not more than INR 636.99 Lakhs
Number of Board Meetings Attended during the Financial Year 2018-19 (Till the date of the Notice)	3 out of 4	4 out of 4

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

**Date:** February 13, 2019  
**Place:** New Delhi

**Sd/-**  
**Pankaj Gupta**  
Company Secretary  
Membership No.- F4647



**GOODYEAR INDIA LIMITED**  
**CIN: L25111HR1961PLC008578**



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

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

**Corporate Office:** 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola, New Delhi-110025, India

**E-mail:** goodyearindia\_investorcell@goodyear.com, **Website:** www.goodyear.co.in

**POSTAL BALLOT FORM**

Sl. No. year.....

1. Name & Registered Address :  
of the Sole/ First named  
Member
2. Name(s) of the Joint  
Member(s), if any
3. Registered Folio No. / DP ID & :  
Client ID No\* (\*Applicable  
to investors holding shares  
in dematerialized form)
4. No. of Equity Shares Held :

I/ We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 13, 2019 of Goodyear India Limited ("the Company") by sending my/our assent (FOR) or dissent (AGAINST) to the resolution by placing tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of Shares for which vote are cast	I/We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	To consider and approve the continuation of directorship of Mr. Chandrashekhar Dasgupta (DIN: 00381799) as a Non- Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years, effective from April 1, 2019			
2.	To consider and approve the re-appointment and remuneration payable to Mr. Rajeev Anand (DIN: 02519876) as a Chairman and Managing Director of the Company			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Signature of Shareholder/ Authorized Representative

*Last date for the receipt of Postal Ballot Form by the Scrutinizer: Sunday, March 24, 2019 before 5:00 PM*

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

**Note:**

1. In case of shareholder opting for e-voting, please refer the instructions given under Note 13 of the Postal Ballot Notice for process of e-voting.
2. Please read the instructions given overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/DP ID & client ID irrespective of the number of joint holders.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/power of attorney or send through an e-mail to [chetan.gupta@apacandassociates.com](mailto:chetan.gupta@apacandassociates.com).
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **Sunday, March 24, 2019 before 5:00 PM** Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on closing hours of business on Friday, February 15, 2019.
10. The result of the Postal Ballot will be declared on **Tuesday, March 26, 2019** at the registered office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.