

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 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 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 110 and 108 of the Companies Act, 2013 ("the Act"), 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 Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 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 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations, resolution as set out in this Postal Ballot Notice for re-appointment of Mr. Rajiv Lochan Jain (DIN: 00161022), as an Independent Non-Executive Director for a second consecutive term with effect from March 12, 2023 till December 31, 2025, on the terms and conditions as contained in the draft letter of appointment, is proposed to be passed as a Special Resolution 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 Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories as on February 17, 2023. 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 Postal Ballot Notice, login ID and password for remote e-voting.

The Members are requested to read the instructions in the Notes under the section "Instructions for members for remote e-voting". The communication of the assent or dissent of the members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of the Directors of the Company 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 through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences at 09:30 A.M. (IST) on February 23, 2023 and will end at 5:00 P.M. (IST) on March 24, 2023, thereafter, the remote e-voting will be blocked and voting shall not be allowed beyond 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 on or before Monday, March 27, 2023.

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 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.



SPECIAL BUSINESS

Item No. 1

To approve the re-appointment of Mr. Rajiv Lochan Jain (DIN: 00161022), 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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”) and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Rajiv Lochan Jain (DIN: 00161022), who has submitted a declaration that he

meets the criteria for independence as provided in the Act and SEBI LODR 2015, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a second consecutive term with effect from March 12, 2023 till December 31, 2025.

RESOLVED FURTHER THAT the Board of Directors including the Nomination and Remuneration Committee thereof and/or the Company Secretary, be and are 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 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: February 14, 2023

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 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 also available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to closure of remote e-voting on March 24, 2023.
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 cut-off date i.e. Friday, February 17, 2023, 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.
4. In compliance with Sections 110 and 108 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. The remote e-voting period commences at 9:30 A.M. (IST) on February 23, 2023 and ends at 5:00 P.M. IST on March 24, 2023, 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., February 17, 2023, may cast their vote electronically. 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 Depository Participant, may complete the 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 name, folio number and complete address, 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.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members.
8. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on February 17, 2023 ("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.
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. Mr. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code - P2011DE025300) 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 Monday, March 27, 2023. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) 2015") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ("ICSI") pertaining to the Directors proposed to be appointed/re-appointed vide Item No. 1 of the Notice is provided in "Annexure A" to this Notice. Director(s) have furnished the requisite consents / declarations for their appointment / re-appointment.

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 Secretarial Standard on General Meetings (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 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"> 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. 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 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>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use your existing my easi username & password. 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. 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. 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.
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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

(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?

- I. 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.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.
- III. 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.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

IV. 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***

V. 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.**

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

- (i) 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.
- (ii) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.



- (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - VII. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - VIII. Now, you will have to click on “Login” button.
 - IX. After you click on the “Login” button, Home page of e-Voting will open.
- 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 members and e-voting user manual for members available at the “Download” section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may call on the toll free no. 022 - 4886 7000 and 022 - 2499 7000 or contact Ms. Pallavi Mhatre, Sr. Manager, NSDL, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at the designated email ids: evoting@nsdl.co.in Members may also write to the Company Secretary at the Company’s email address at goodyearindia_investorcell@goodyear.com.

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

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

- I. 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.
- II. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. 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.
- V. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

- I. 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.co.in. 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.
- (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) to the email address of 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 email address of the Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com. If you are an Individual shareholders 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (d) 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

SHAREHOLDER SERVICES

- 13. 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 dematerialization account to the Company's RTA.
- 14. 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.
- 15. 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 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22. 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>).

- 16. Members of the Company are informed that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 and subsequent clarification on December 14, 2021, has made it mandatory for the holders of physical securities to furnish PAN, KYC details and details of nomination on or before April 1, 2023 to the RTA (Registrar and Share Transfer Agents) of the Company in respect of all concerned Folios. Therefore, keeping the above statutory requirements in view, members are requested to furnish their valid PAN, KYC details and details of Nomination immediately to the RTA of the Company to ensure that, their folios are not frozen on or after 01.04.2023.



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

Item No. 1

Mr. Rajiv Lochan Jain was appointed as an Independent Non-Executive Director to hold office for a term of 5 (five) years commencing from March 12, 2018 to March 11, 2023, by the members of the Company at the Annual General Meeting held on August 08, 2018.

The Board of Directors of the Company on the basis of the recommendation of the Nomination and Remuneration Committee of the Company after taking into account the Business knowledge, Acumen, Experience and the substantial contribution made by Mr. Rajiv Lochan Jain from time to time during his tenure as an Independent Director and on the basis of Mr. Jain's performance evaluation, at its meeting held on February 14, 2023 has recommended, the re-appointment of Mr. Rajiv Lochan Jain (DIN: 00161022) as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term w.e.f. March 12, 2023 till December 31, 2025 to the members for their approval by way of a Special Resolution, in terms of the Act and SEBI (LODR) 2015.

In the opinion of the Board, Mr. Rajiv Lochan Jain fulfils the criteria/ conditions specified under the Act and SEBI (LODR) 2015 for his re-appointment as an Independent Director of the Company and is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority and is independent to the management of the Company.

The Company has also received a notice from the members under Section 160 of the Act proposing the candidature of Mr. Rajiv Lochan Jain for the office of Director of the Company.

Mr. Rajiv Lochan Jain is the member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and Chairman of the Audit Committee and Stakeholders Relationship Committee of the Board.

The Company had received from him requisite consent, intimation and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (LODR) 2015.

Further, Mr. Jain 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 as an Independent Non-Executive Director of the Company.

Mr. Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr Jain has confirmed that he is in compliance with Rules 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The terms and conditions of appointment of Mr. Jain as an Independent Non-Executive Director, would be available for inspection to the members 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.

Mr. Jain does not hold by himself or for any other person on a beneficial basis, any equity shares in the Company.

Except Mr. Rajiv Lochan Jain, 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. Rajiv Lochan Jain is not related to any Director of the Company.

ANNEXURE A

The details of Directors seeking appointment/re-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	Mr. Rajiv Lochan Jain (DIN: 00161022)
Date of Birth	January 1, 1951
Age	72 Years
Date of first Appointment	March 12, 2018
Qualification and Brief Resume	<ul style="list-style-type: none"> Mr. Rajiv Lochan Jain is B. Tech. (Hons.) in Chemical Engineering from IIT, Kharagpur and MBA from the Peter T. Paul College of Business and Economics at the University of New Hampshire, USA. He was the Chief Executive of the Specialty Chemicals, Rubber Chemicals and Explosives businesses of ICI India Limited (now Akzo Nobel India Limited) before being appointed as the Chief Operating Officer. He joined the Board in 1997 and served as Chief Executive Officer and Managing Director of ICI India Limited from 2003. He successfully led the portfolio reshaping of ICI India Ltd. from a diversified chemical Company to a focused and fastest growing player in the paints and coatings business. He was also the Chairman of both ICI's Research Company in India and the joint venture company of ICI with Orica, Australia. He advises global and local companies on their entry and growth strategies for India and serves as Independent Director on the Boards of Gujarat Alkalies and Chemicals Ltd., and Goodyear India Limited. He is also on the Board of Governors of GSFC University.
Experience and expertise in specific functional area	General Management and advisory (50 years)
Directorships held in Other Companies in India	Gujarat Alkalies and Chemicals Limited
Chairman/ Member of Committee of the Board of other Companies in which they are director	Gujarat Alkalies and Chemicals Limited: <ul style="list-style-type: none"> Audit Committee - Chairman, Stakeholder Relationship Committee -Chairman, Nomination & Remuneration Committee-Chairman, Risk Management Committee -Chairman, Personnel Committee- Chairman, Project Committee-Member, and NER Committee - Chairman.
Shareholding in the Company	NIL
Inter-se Relationship between Directors/ Mangers/Key Managerial Personnel	None



Terms and Conditions of Appointment / Re-appointment and Remuneration	As per the Letter of Appointment
Remuneration Last Drawn	No Managerial Remuneration except sitting fees for attending Board and Committee meetings
Number of Board Meetings Attended during the Financial Year 2022-23	4 of 4

By Order of the Board

For and on behalf of Goodyear India Limited

Anup Karnwal

Company Secretary & Compliance Officer

Membership No.- A19786

Date: February 14, 2023

Place: New Delhi

Notes

