

**Goodyear India Limited**

**Corporate Office :**

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email

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website

www.goodyear.co.in

**GOODYEAR**

SO -1745  
January 15, 2018

To,  
The Dept. of Corporate Services  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai -400001

Scrip Code: 500168

Dear Sirs,

**Sub: Compliance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended December 31, 2017.

Kindly take the same on record.

Thanking you,  
Yours very truly,

For Goodyear India Limited

  
Pankaj Gupta  
Company Secretary



Encl.: As above

CC:

Central Depository Services (India) Limited  
17th Floor, P J Towers, Dalal Street, Fort,  
Mumbai-400 001

National Securities Depository Limited  
4th Floor, "A" Wing Trade World,  
Kamala Mills Compounds,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai-400 013

**ONE TEAM**

Format to be submitted by listed entity on quarterly basis

[Refer Regulation 27(2) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 read with Annexure I of SEBI Circular No CIR/CFD/CMD/5/2015 dated September 24, 2015]

1. Name of Listed Entity: Goodyear India Limited (Scrip Code: 500168)
2. Quarter ending: December 31, 2017

I. Composition of Board of Directors									
Title (Mr / Ms)	Name of the Director	PAN & DIN		Category (Chairperson/Executive /Non-Executive/ independent/Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr	Rajeev Anand	AACPA2436L	02519876	Chairperson - Executive	20/02/2014^	NA	1	1	0
Mr	Oliver Carsten Gloe# As Additional Directors	NA-Foreign national	07250426	Non -Executive	19/09/2017	NA	1	0	0
Mr	Ravi Vira Gupta	AAAPG1093R	00017410	Independent	12/03/2015@	3	5	5	2
Mr	Chandrashekhar Dasgupta	AEOPD5594C	00381799	Independent	12/03/2015@@	5	1	2	1
Ms	Sudha Ravi	ATCPS4815L	06764496	Independent	07/06/2014@@@	5	2	3	0
Mr	Mitesh Mittal^^	AGBPM0113F	05231968	Executive	13/11/2017	NA	1	1	0



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**Note:**

# Mr Oliver Carsten Gloe was appointed as Additional Director in terms of Companies Act, 2013 and other applicable laws effective 19/09/2017.

^ Original date of appointment of Mr Rajeev Anand is 20/02/2009, Vice Chairman & Managing Director is appointed as Chairman of the Board effective September 19, 2017

^^ Appointed as Whole-time Director designated as "Finance Director" in terms of Companies Act, 2013 and other applicable laws for the fixed term of 5 consecutive years effective 13/11/2017

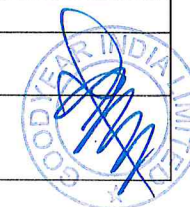
@ Appointed in terms of Companies Act, 2013 and other applicable laws for the fixed term of 3 Consecutive years effective 12/03/2015, however original date of appointment was 27/10/1998

@@ Appointed in terms of Companies Act, 2013 and other applicable laws for the fixed term of 5 consecutive years effective 12/03/2015, however original date of appointment was 01/05/2001

@@@ Appointed in terms of Companies Act, 2013 and other applicable laws for the fixed term of 5 consecutive years effective 07/06/2014

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee)
1. Audit Committee		
	Mr Ravi Vira Gupta	Chairperson- Non-Executive -Independent
	Mr Chandrashekhar Dasgupta	Non-Executive- Independent
	Ms Sudha Ravi	Non-Executive- Independent
	Mr Rajeev Anand	Executive
2. Nomination & Remuneration Committee		
	Ms Sudha Ravi	Chairperson – Non-Executive - Independent
	Mr Ravi Vira Gupta	Non-Executive- Independent
	Mr Oliver Carsten Gloe	Non- Executive
3. Risk Management Committee (if applicable)	NOT APPLICABLE	
4. Stakeholders Relationship Committee		
	Mr Chandrashekhar Dasgupta	Chairperson –Non-Executive - Independent
	Mr Ravi Vira Gupta	Non-Executive - Independent
	Ms Sudha Ravi	Non-Executive-Independent
	Mr Mitesh Mittal	Executive
5. Corporate Social Responsibility Committee		
	Mr Rajeev Anand	Chairperson - Executive
	Mr Chandrashekhar Dasgupta	Non-Executive-Independent
	Mr Mitesh Mittal	Executive



III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter		Maximum gap between any two consecutive (in number of days)
August 9, 2017 & September 18, 2017	November 13, 2017		55 Days
IV. Meeting of Committees			
A. Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
November 13, 2017	Yes, 4 out of 4 Members were present throughout the meeting	August 9, 2017	95 days
B. Stakeholder Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
None	NA	August 9, 2017	NA
C. Nomination and Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
None	NA	September 18, 2017	NA
D. Corporate Social Responsibility Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
None	NA	September 15, 2017	NA
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	Yes (Material transactions are with Goodyear South Asia Tyres Private Limited), Shareholder approval obtained at the Annual General Meeting held on June 26, 2015		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		



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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities) **NOT APPLICABLE**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. ~~This report and/or~~ The report submitted for the quarter ended September 30, 2017 had been placed before Board of Directors at its meeting held on November 13, 2017. The same has been noted by the Board. ~~Any comments/observations/advice of Board of Directors may be mentioned here:-~~

Date January 15, 2018

*[Signature]*



For Goodyear India Limited

*[Signature]*

Pankaj Gupta  
Company Secretary