

Goodyear India Limited

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website
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GOODYEAR

SO - 1719
October 11, 2017

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

Sub: Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

Dear Sirs,

Please find enclosed following compliance report on Corporate Governance pursuant to regulation 27(2) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD/5/2015 dated September 24, 2015 ("Circular")

Thanking yous

Pankaj Gupta
FCS: 4647

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



Yours very truly,
For Goodyear India Limited
Company Secretary

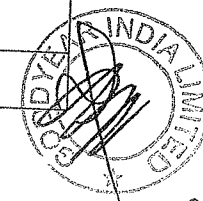
ONE TEAM

No contract is valid unless signed by a duly authorised officer of the company
Regd. Office : Mathura Road, Ballabgarh, (Dist. Faridabad) - 121004, Haryana
CIN : L25111HR1961PLC008578

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: September 30, 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	Christopher Raymond Delaney~	NA-Foreign national & 07348894	Chairperson- Non Executive	18/09/2017	NA	1	0	0
(Mr)	(James Constantine Venizelos is Alternate Director to Mr Christopher Raymond Delaney)#	(NA-Foreign national & 07184802)	(Non Executive)	(09/08/2017)	(NA)	(1)	(0)	(0)
(Mr)	(Oliver Carsten Gloe is Alternate Director to Mr Christopher Raymond Delaney)##	NA-Foreign national & 07250426	Non Executive	09/08/2017	NA	1	0	0
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	Leopoldo Estefano Maggiolo Gonzalez ^^	BSHPG0549Q & 07318939	Executive	09/02/2017	NA	1	1	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	3	4	0



\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

~ Mr Christopher Raymond Delaney resigned from the post of Directorship and Chairmanship of the Board effective from the closure of business hours on September 18, 2017.

Mr James Constantine Venizelos had vacated the office of Alternate Director to Mr Christopher Raymond Delaney effective from the closure of business hours on August 9, 2017.

Mr Oliver Carsten Gloe was Appointed as Alternate Director to Mr Christopher Raymond Delaney effective 10/08/2017 and vacated the office effective from the closure of business hours on September 18, 2017.

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, being existing 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 3 consecutive years effective 09/02/2017 by the shareholders at the Annual General Meeting of the Company held on August 9, 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- Independent
	Mr Chandrashekhar Dasgupta	Independent
	Ms Sudha Ravi	Independent
	Mr Rajeev Anand	Executive
2. Nomination & Remuneration Committee		
	Ms Sudha Ravi	Chairperson -Independent
	Mr Ravi Vira Gupta	Independent
	Mr Oliver Carsten Gloe	Non- Executive
3. Risk Management Committee(if applicable)	NOT APPLICABLE	
4. Stakeholders Relationship Committee		
	Mr Chandrashekhar Dasgupta	Chairperson -Independent
	Mr Ravi Vira Gupta	Independent
	Ms Sudha Ravi	Independent
	Mr Leopoldo Estefano Maggiolo Gonzalez	Executive



5. Corporate Social Responsibility Committee		
	Mr Rajeev Anand	Chairperson - Executive
	Mr Chandrashekhar Dasgupta	Independent
	Mr Leopoldo Estefano Maggiolo Gonzalez	Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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)
May 26, 2017	August 9, 2017 & September 18, 2017	74 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*
August 9, 2017	Yes, 3 out of 4 Members were present throughout the meeting	May 26, 2017	74 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*
August 9, 2017	Yes, 3 out of 4 Members were present throughout the meeting	None	None

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*
September 18, 2017	Yes, 2 out of 3 Members were present throughout the meeting	May 26, 2017	114 days

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*



September 15, 2017	Yes, 3 out of 3 Members were present throughout the meeting	May 26, 2017	111 days
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* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
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

Note
 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

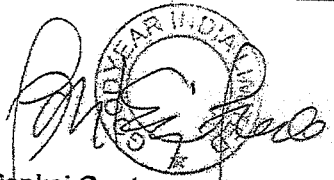
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) **NOT APPLICABLE**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter had been placed before Board of Directors in the meeting held on August 9, 2017. Any comments/observations/advice of Board of Directors may be mentioned here:-



For Goodyear India Limited
 Hanraj Gupta
 Company Secretary

Name of Listed Entity - Goodyear India Limited

Format to be submitted by Listed entity at the end of 6 Months after end of Financial Year along with second quarter report of next Financial Year

I. Affirmations		
Broad Heading	Regulation Number	Compliance Status (yes/ No/ NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss account, Directors Report, Corporate governance report, Business responsibility report displayed on website.	46(2)	Yes, the Annual Report for 2016-17 was displayed on the website containing all the reports except the Business Responsibility Report which was not applicable to the Company for the previous financial year 2016-17.
Presence of Chairperson of Audit Committee at the Annual general Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual report	34(3) read with para C of Schedule V	Yes
 Pankaj Gupta Head - Legal & Company Secretary		