

**Goodyear India Limited**

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SO-1961  
July 12, 2019

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

Scrip Code: 500168

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

Dear Sirs,

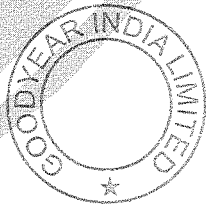
Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Quarterly Report on Corporate Governance for the Quarter ended June 30, 2019.

Kindly take the same on record.

Thanking you,  
Yours very truly,

For **Goodyear India Limited**

  
**Anup Karnwal**  
Company Secretary



**Encl.: As above**



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: June 30, 2019

| I. Composition of Board of Directors |                         |            |   |               |                             |                         |                    |   |   |  |   |
|--------------------------------------|-------------------------|------------|---|---------------|-----------------------------|-------------------------|--------------------|---|---|--|---|
| Title (Mr/Ms)                        | Name of the Director    | PAN & DIN  | Category (Chairperson/ Executive/Non-Executive/Independent) | Date of Birth | Initial Date of Appointment | Date of re-appointment  | Tenure (in months) | No of Directorship in listed entities including this listed entity (Refer Reg 17A of Listing Regulations) | No. of Independent Directorship in listed entities including this listed entity (Refer Reg 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg 26(1) of Listing Regulations) |
| Mr.                                  | Rajeev Anand            | AACPA2436L | Chairperson- Executive                                      | 23-05-1960    | 20-02-2009 <sup>*</sup>     | 20-02-19                | NA                 | 1   | 0   | 1  | 0   |
| Mr.                                  | Rajiv Lochan Jain       | ACYPJ1455E | Non-Executive Independent                                   | 01-01-1951    | 12-03-2018 <sup>@</sup>     |                         | 60                 | 2   | 2   | 5  | 3   |
| Mr.                                  | Chandrashekhar Dasgupta | AEOPD5594C | Non-Executive Independent                                   | 02-05-1940    | 12-03-2015 <sup>@@</sup>    |                         | 60                 | 1   | 1   | 2  | 0   |
| Ms.                                  | Sudha Ravi              | ATCPS4815L | Non-Executive Independent                                   | 31-05-1955    | 07/06/2014                  | 07-06-19 <sup>@@@</sup> | 60                 | 2   | 2   | 5  | 1   |
| Mr.                                  | Mitesh Mittal           | AGBPM0113F | Executive   | 10-01-1978    | 13/11/2017 <sup>^^</sup>    |                         | NA                 | 1   | 0   | 1  | 0   |
| Ms.                                  | Nicole Amanda Nuttall   | BVYPN5119H | Non-Executive Non-Independent                               | 14-10-1979    | 23/06/2018 <sup>*</sup>     |                         | NA                 | 1   | 0   | 0  | 0   |

**Note:**

<sup>^</sup> Original date of appointment of Mr. Rajeev Anand is 20/02/2009, as the Vice Chairman & Managing Director of the Company. He was appointed as Chairman of the Board effective September 19, 2017. Mr. Anand was further re-appointed as Chairman and Managing Director of the Board effective February 20, 2019 to May 31, 2020.

<sup>@</sup> Appointed as an Independent Director pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and other applicable laws for the fixed term of 5 consecutive years effective 12/03/2018.

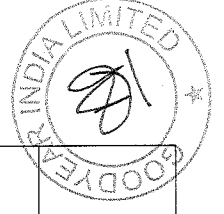
<sup>@@</sup> Appointed as an Independent Director pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and other applicable laws for the fixed term of 5 consecutive years effective 12/03/2015. (Original date of appointment was 01/05/2001)

<sup>@@@</sup> Ms. Sudha Ravi has been appointed as the Independent Director for the second consecutive term of 5 years effective June 07, 2019, subject to approval of the members at the ensuing Annual General Meeting to be held on August 12, 2019

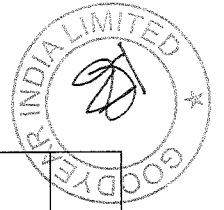
<sup>^^</sup> Appointed as Whole-time Director designated as "Finance Director" pursuant to the provisions of the Companies Act, 2013 and other applicable laws for the fixed term of 5 consecutive years effective 13/11/2017

<sup>\*</sup> Ms. Nicole Amanda Nuttall was appointed as an Additional Director (Non-Executive) effective June 23, 2018 and further was appointed as Director of the Company effective August 08, 2018.







| II. Composition of Committees  |                             |          |  |                     |  |
|--|-----------------------------|----------|--|---------------------|--|
| Name of Committee  | Name of Committee members   | DIN      | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment |  |
| 1. Audit Committee   |                             |          |  |                     |  |
|  | Mr. Rajiv Lochan Jain       | 00161022 | Chairperson (Non-Executive-Independent)                            | 12-03-2018          |  |
|  | Mr. Chandrashekhar Dasgupta | 00381799 | Member (Non-Executive-Independent)                                 | 12-03-2015          |  |
|  | Ms. Sudha Ravi*             | 06764496 | Member (Non-Executive-Independent)                                 | 07-06-2014          |  |
|  | Mr. Rajeev Anand            | 02519876 | Member (Executive)   | 20-02-2019          |  |
| 2. Nomination & Remuneration Committee   |                             |          |  |                     |  |
|  | Ms. Sudha Ravi*             | 06764496 | Chairperson (Non-Executive-Independent)                            | 07-06-2014          |  |
|  | Mr. Rajiv Lochan Jain       | 00161022 | Member (Non-Executive-Independent)                                 | 12-03-2018          |  |
|  | Ms. Nicole Amanda Nuttall   | 08164858 | Member (Non-Executive Non-Independent)                             | 23-06-2018          |  |
| 3. Stakeholders Relationship Committee   |                             |          |  |                     |  |
|  | Mr. Rajiv Lochan Jain       | 00161022 | Chairperson (Non-Executive-Independent)                            | 12-03-2018          |  |
|  | Mr. Chandrashekhar Dasgupta | 00381799 | Member (Non-Executive-Independent)                                 | 12-03-2015          |  |
|  | Ms. Sudha Ravi*             | 06764496 | Member (Non-Executive-Independent)                                 | 07-06-2014          |  |
|  | Mr. Mitesh Mittal           | 05231968 | Member (Executive)   | 13-11-2017          |  |
| 4. Corporate Social Responsibility Committee   |                             |          |  |                     |  |
|  | Mr. Rajeev Anand            | 02519876 | Chairperson (Chairperson- Executive)                               | 20-02-2019          |  |
|  | Mr. Chandrashekhar Dasgupta | 00381799 | Member (Non-Executive-Independent)                                 | 12-03-2015          |  |
|  | Mr. Mitesh Mittal           | 05231968 | Member (Executive)   | 13-11-2017          |  |
| 5. Risk Management Committee (if applicable)   |                             |          |  |                     |  |
| NOT APPLICABLE   |                             |          |  |                     |  |
| * Ms. Sudha Ravi has been appointed as the Independent Director for the second consecutive term of 5 years effective June 07, 2019, subject to approval of the members at the ensuing Annual General Meeting to be held on August 12, 2019 |                             |          |  |                     |  |



| III. Meeting of Board of Directors  |  |  |                             |  |  |  |
|---|--|--|-----------------------------|--|--|--|
| Date(s) of Meeting (Enter dates of Previous quarter and current quarter in chronological order) | Maximum gap between any two consecutive (in number of days)* | Whether Requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |  |  |
| 13-02-2019  | -  | Yes  | 5                           | 3  |  |  |
| 22-04-2019  | 67 days  | Yes  | 6                           | 3  |  |  |
| 29-05-2019  | 36 days  | Yes  | 6                           | 3  |  |  |
| IV. Meeting of Committees   |  |  |                             |  |  |  |
| A. Audit Committee  |  |  |                             |  |  |  |
| Date(s) of Meeting (Enter dates of Previous quarter and current quarter in chronological order) | Maximum gap between any two consecutive (in number of days)* | Whether Requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |  |  |
| 13-02-2019  | -  | Yes  | 4                           | 3  |  |  |
| 29-05-2019  | 104 days   | Yes  | 4                           | 3  |  |  |
| B. Nomination and Remuneration Committee  |  |  |                             |  |  |  |
| Date(s) of Meeting (Enter dates of Previous quarter and current quarter in chronological order) | Maximum gap between any two consecutive (in number of days)* | Whether Requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |  |  |
| 13-02-2019  | -  |  | 2                           | 2  |  |  |
| 22-04-2019  | 67 days  | Yes  | 3                           | 2  |  |  |
| 29-05-2019  | 36 days  | Yes  | 3                           | 2  |  |  |
| C. Corporate Social Responsibility Committee  |  |  |                             |  |  |  |
| Date(s) of Meeting (Enter dates of Previous quarter and current quarter in chronological order) | Maximum gap between any two consecutive (in number of days)* | Whether Requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |  |  |
| 29-05-2019  | -  | Yes  | 3                           | 1  |  |  |
| D. Stakeholders Relationship Committee  |  |  |                             |  |  |  |
| Date(s) of Meeting (Enter dates of Previous quarter and current quarter in chronological order) | Maximum gap between any two consecutive (in number of days)* | Whether Requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |  |  |
| 13-02-2019  | -  | Yes  | 4                           | 3  |  |  |

| V. Related Party Transactions   |   | Compliance status (Yes/No/NA)  |
|---|---|--|
| Subject   |   |  |
| 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). The shareholders' approval was obtained at the Annual General Meeting held on June 26, 2015 |  |
| Whether details of RPT entered in to pursuant to omnibus approval have been reviewed by Audit Committee   | Yes   |  |
| VI. Affirmations  |   | Compliance status (Yes/No/NA)  |
| Subject   |   |  |
| 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  |   | Yes  |
| 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:<br>a. Audit Committee;<br>b. Nomination & remuneration Committee;<br>c. Stakeholders relationship Committee |   | Yes  |
| 3. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:<br>d. Risk management Committee   |   | NA   |
| 4. The Committee members have been made aware of their powers role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  |   | Yes  |
| 5. 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   |   | Yes  |
| 6. This report and/or the report submitted in the previous quarter had been placed before Board of Directors  |   | Yes  |
| 7. Any comments / observations/ advice of Board of Directors may be mentioned here  |   | NA   |
|   |   | <b>For Goodyear India Limited</b><br><br><b>Anup Karnwal</b><br><b>Company Secretary and Compliance Officer</b> |