

**Quarterly Compliance Report on Corporate Governance**

1. **Name of Listed Entity:** Goodyear India Limited (Scrip Code: 500168)

2. **Quarter ending:** September 30, 2020

<b>I. Composition of Board of Directors</b>													
Title (Mr./ Ms.)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/Non-Executive/independent/ Nominee)	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of directorship in listed entities including this listed entity [in reference to Reg 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Reg 17A (1)]	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	20-02-2009 <sup>^</sup>	01-06-2020	-	NA	23-05-1960	1	0	1	0
Mr.	Sandeep Mahajan	ABFPM2797J	08627456	Executive	01-06-2020 <sup>#</sup>		-	NA	26-10-1964	1	0	1	0
Mr.	Rajiv Lochan Jain	ACYPJ1455E	00161022	Non-Executive Independent	12-03-2018 <sup>@</sup>		-	30	01-01-1951	2	2	5	4
Ms.	Sudha Ravi	ATCPS4815L	06764496	Non-Executive Independent	07-06-2014	07-06-2019 <sup>@@</sup>	-	75	31-05-1955	2	2	5	0
Ms.	Nicole Amanda Nuttall	BVYPN5119H	08164858	Non-Executive Non-Independent	23-06-2018 <sup>*</sup>		-	NA	14-10-1979	1	0	0	0
Mr.	Rajeev Kher	AAVPM0845J	01192524	Non-Executive Independent	06-03-2020 <sup>**</sup>		-	06	28-06-1955	2	2	3	1

**Note:**

<sup>^</sup> The above information related to Mr. Rajeev Anand is upto September 30, 2020. However, Mr. Rajeev Anand has been appointed as Non-Executive Chairman (Non-Executive and Non-Independent Director) of the Company w.e.f. October 01, 2020.

<sup>#</sup> Mr. Sandeep Mahajan was appointed as an Managing Director of the Company w.e.f. June 01, 2020 for a period of 5 years or upto the date of superannuation/ retirement, whichever is earlier.

<sup>@</sup> The above information related to Mr. Rajeev Lochan Jain is upto September 30, 2020. However, Mr. Rajiv Lochan Jain has been resigned from the Board of Fresenius Kabi Oncology Limited on September 30, 2020.

<sup>@@</sup>Ms. Sudha Ravi was appointed as the Independent Director for the second term of 5 consecutive years w.e.f. June 07, 2019.

<sup>\*</sup> Ms. Nicole Amanda Nuttall was appointed as an Additional Director (Non-Executive) w.e.f. June 23, 2018 and was appointed as a Director of the Company w.e.f. August 08, 2018, at the Annual General Meeting.

<sup>\*\*</sup> Mr. Rajeev Kher was appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years w.e.f. March 06, 2020.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether regular Chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>1. Audit Committee</b>					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajeev Anand	Member (Executive)	01-06-2020	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
<b>2. Nomination &amp; Remuneration Committee</b>					
	Yes	Ms. Sudha Ravi	Chairperson (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajiv Lochan Jain	Member (Non-Executive-Independent)	12-03-2018	-
		Ms. Nicole Amanda Nuttall	Member (Non- Executive Non-Independent)	23-06-2018	-
<b>3. Stakeholders Relationship Committee</b>					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-
<b>4. Corporate Social Responsibility Committee</b>					
	Yes	Mr. Rajeev Anand	Chairperson (Chairperson- Executive)	01-06-2020	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-
<b>5. Risk Management Committee</b>					
	Yes	Ms. Sudha Ravi	Chairperson (Non-Executive-Independent)	01-06-2020	-
		Mr. Rajiv Lochan Jain	Member (Non-Executive-Independent)	01-06-2020	-
		Mr. Sandeep Mahajan	Member (Executive)	01-06-2020	-
		Mr. Mitesh Mittal	Chief Financial Officer (CFO)	01-06-2020	-

<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
22-05-2020	-	Yes	-	-	-
12-06-2020	-	Yes	6	3	20 days
-	04-09-2020	Yes	6	3	83 days
<b>IV. Meeting of Committees</b>					
<b>A. Audit Committee</b>					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
13-08-2020	Yes	4	3	12-06-2020	61 days
04-09-2020	Yes	4	3	-	21 days
<b>B. Nomination and Remuneration Committee</b>					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
04-09-2020	Yes	3	2	22-05-2020	104 days
<b>C. Corporate Social Responsibility Committee</b>					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
04-09-2020	Yes	3	1	12-06-2020	83 days
<b>D. Stakeholders Relationship Committee</b>					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
-	-	-	-	-	-
<b>E. Risk Management Committee</b>					
<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether Requirement of Quorum met (Yes/No)</i>	<i>Number of Directors present</i>	<i>No. of Independent Directors present</i>	<i>Date(s) of Meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutives (in number of days)</i>
-	-	-	-	-	-

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status(Yes/No/NA)</b>
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 the Audit Committee	Yes
<b>VI. Affirmations</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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: a. Audit Committee; b. Nomination & remuneration Committee; c. Stakeholders relationship Committee d. Risk management Committee	Yes Yes Yes Yes
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	Yes
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	Yes
5. This report and/or the report submitted in the previous quarter had been placed before Board of Directors	Yes
6. Any comments / observations/ advice of Board of Directors may be mentioned here	None
<b>For Goodyear India Limited</b>	
<b>Sd/- Sonali Khanna Head-Legal, Compliance &amp; Company Secretary</b>	

**Format to be submitted by listed entity at the end of 6 months after end of financial year along with the second quarter's report of next financial year**

<b>Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA) <i>refer note below</i></b>
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
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
Presence of Chairperson of the Stakeholders Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>For Goodyear India Limited</b></p>     <p><b>Sd/-</b>  <b>Sonali Khanna</b>  <b>Head-Legal, Compliance &amp; Company Secretary</b></p>		