

Goodyear India Limited

Corporate Office:

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email

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website

www.goodyear.co.in



SO-1918
April 10, 2019

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

Script Code: 500168

Dear Sirs,

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

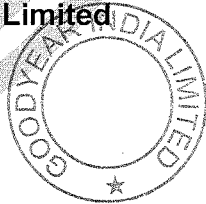
Pursuant to Regulation 27(2) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015, please find enclosed herewith the Quarterly Report on Corporate Governance for the quarter ended March 31, 2019.

Kindly take the same on record.

Thanking you
Yours very truly,

For **Goodyear India Limited**


Rajeev Anand
Managing Director



Encl.: As above

CC:

Central Depository Services (India) Limited
Marathon Futurex, A-Wing, 25th Floor, NM
Joshi Marg, Lower Parel, Mumbai-400013

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

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: March 31, 2019

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 (in months)#	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	Chairperson- Executive	20/02/2019*	NA	1	1	0	
Mr.	Rajiv Lochan Jain	ACYPJ1455E	Independent	12/03/2018@	60	2	5	3	
Mr.	Chandrashekar Dasgupta	AEOPD5594C	Independent	12/03/2015@@	60	1	2	0	
Ms.	Sudha Ravi	ATCPS4815L	Independent	07/06/2014@@@	60	2	5	1	
Mr.	Mitesh Mittal	AGBPM0113F	Executive	13/11/2017^^	NA	1	1	0	
Ms.	Nicole Amanda Nuttall	BVYPN5119H	Non-Executive	23/06/2018*	NA	1	0	0	

Note:

- ^ 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.
 @ 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.
 @@ 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)
 @@@ Appointed as an Independent Director pursuant to the terms of Companies Act, 2013 and other applicable laws for the fixed term of 5 consecutive years effective 07/06/2014
 ^^ 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
 * Ms. Nicole Amanda Nuttall was appointed as an Additional Director effective June 23, 2018 and further appointed as a Director of the Company effective August 08, 2018.

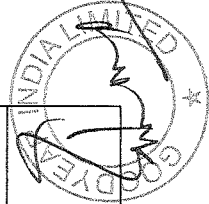


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II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁸
1. Audit Committee		
	Mr. Rajiv Lochan Jain	Chairperson of the Committee (Non-Executive-Independent)
	Mr. Chandrashekhar Dasgupta	Member of the Committee (Non-Executive-Independent)
	Ms. Sudha Ravi	Member of the Committee (Non-Executive-Independent)
	Mr. Rajeev Anand	Member of the Committee (Executive)
2. Nomination & Remuneration Committee		
	Ms. Sudha Ravi	Chairperson of the Committee (Non-Executive-Independent)
	Mr. Rajiv Lochan Jain	Member of the Committee (Non-Executive-Independent)
	Ms. Nicole Amanda Nuttall	Member of the Committee (Non-Executive Non-Independent)
3. Stakeholders Relationship Committee		
	Mr. Rajiv Lochan Jain	Chairperson of the Committee (Non-Executive-Independent)
	Mr. Chandrashekhar Dasgupta	Member of the Committee (Non-Executive-Independent)
	Ms. Sudha Ravi	Member of the Committee (Non-Executive-Independent)
	Mr. Mitesh Mittal	Member of the Committee (Executive)
4. Corporate Social Responsibility Committee		
	Mr. Rajeev Anand	Chairperson of the Committee (Chairperson- Executive)
	Mr. Chandrashekhar Dasgupta	Member of the Committee (Non-Executive-Independent)
	Mr. Mitesh Mittal	Member of the Committee (Executive)
5. Risk Management Committee (if applicable)		
NOT APPLICABLE		
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)
November 05 2018	February 13, 2019	99 days



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[Handwritten Signature]

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*
February 13, 2019	Yes All 4 Members were present throughout the meeting	November 05 2018	99 days
B. 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*
February 13, 2019	Yes All 3 Members were present throughout the meeting	-	-
C. 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*
-	-	-	-
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 in to pursuant to omnibus approval have been reviewed by Audit Committee		Yes	

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 **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 in the previous quarter had been placed before Board of Directors in the meeting held on February 13, 2019.~~
6. ~~Any comments/observations/advice of Board of Directors may be mentioned here:~~

For Goodyear India Limited

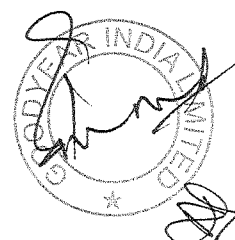

Rajeev Anand
Managing Director

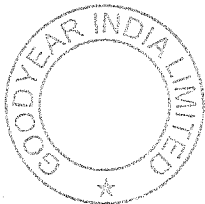





Format to be submitted by listed entity at the end of the Financial Year (i.e. April 1, 2018 to March 31, 2019)

I. Disclosure on website in items of Listing Regulations		
Item	Compliance status (Yes/ No/ NA)	
Details of Business	Yes	
Terms and conditions of appointment of Independent Directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact Information of the Designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/ No/ NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management committee	21(1),(2),(3),(4)	NA



Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes
III. Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NOT APPLICABLE		
<p style="text-align: right;">For Goodyear India Limited</p> <div style="display: flex; justify-content: space-around; align-items: center;">  <div style="text-align: center;">  Rajeev Anand Managing Director </div> </div> <p style="text-align: right; margin-top: 10px;"><i>J.I.</i></p>		