

Quarterly/ Yearly Compliance Report on Corporate Governance

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

2. **Quarter ending:** March 31, 2020

I. Composition of Board of Directors													
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 [^]	20-02-2019	-	NA	23-05-1960	1	0	1	0
Mr.	Rajiv Lochan Jain	ACYPJ1455E	00161022	Non-Executive Independent	12-03-2018 [@]		-	24	01-01-1951	2	2	5	3
Mr.	Chandrashekhara Dasgupta	AEOPD5594C	00381799	Non-Executive Independent	12-03-2015 ^{@@}		11-03-2020	60	02-05-1940	1	1	2	0
Ms.	Sudha Ravi	ATCPS4815L	06764496	Non-Executive Independent	07-06-2014	07-06-2019 ^{@@@}	-	69	31-05-1955	2	2	5	0
Mr.	Mitesh Mittal	AGBPM0113F	05231968	Executive	13-11-2017 ^{^^}		-	NA	10-01-1978	1	0	1	0
Ms.	Nicole Amanda Nuttall	BVYPN5119H	08164858	Non-Executive Non-Independent	23-06-2018 [*]		-	NA	14-10-1979	1	0	0	0
Mr.	Rajeev Kher	AAVPK0845J	01192524	Non-Executive Independent	06-03-2020 ^{**}		-	01	28-06-1955	2	2	3	0

Note:

^ Mr. Rajeev Anand was appointed as the Vice Chairman & Managing Director of the Company w.e.f. February 20, 2009. Further, he was appointed as Chairman of the Board w.e.f. September 19, 2017. Mr. Anand was re-appointed as Chairman and Managing Director of the Board w.e.f. February 20, 2019 till May 31, 2020.

@ Mr. Rajeev Lochan Jain was 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 w.e.f. March 12, 2018.

@@ Tenure of Mr. C Dasgupta as an Independent Director came to an end from the close of business hours on March 11, 2020. He was appointed as an Independent Director for 5 consecutive years w.e.f. March 12, 2015 (Original date of appointment was May 01, 2001).

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

^^ Mr. Mitesh Mittal was 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 years w.e.f. November 13, 2017.

* 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.

** Mr. Rajeev Kher has been appointed as an Additional Director (Non-Executive and Independent Director) w.e.f. March 06, 2020 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members at the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term upto 5 (five) consecutive years w.e.f. March 06, 2020.

II. Composition of Committees

<i>Name of Committee</i>	<i>Whether regular Chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Mr. Chandrashekhar Dasgupta	Member (Non-Executive-Independent)	12-03-2015	11-03-2020
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajeev Anand	Member (Executive)	20-02-2019	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-
2. Nomination & Remuneration Committee					
	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	-
3. Stakeholders Relationship Committee					
		Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-

	Yes	Mr. Chandrashekhar Dasgupta	Member (Non-Executive-Independent)	12-03-2015	11-03-2020
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Mitesh Mittal	Member (Executive)	13-11-2017	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-

4. Corporate Social Responsibility Committee

	Yes	Mr. Rajeev Anand	Chairperson (Chairperson- Executive)	20-02-2019	-
		Mr. Chandrashekhar Dasgupta	Member (Non-Executive-Independent)	12-03-2015	11-03-2020
		Mr. Mitesh Mittal	Member (Executive)	13-11-2017	-
		Mr. Rajeev Kher	Member (Non-Executive-Independent)	06-03-2020	-

5. Risk Management Committee (if applicable)

NOT APPLICABLE

III. Meeting of Board of Directors

<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>
13-11-2019	12-02-2020	Yes	5	3	90 days

IV. Meeting of Committees

A. Audit Committee

<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>
12-02-2020	Yes	4	3	13-11-2019	90 days

B. Nomination and Remuneration Committee					
<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>
12-02-2020	Yes	2	2	13-11-2019	90 days
C. Corporate Social Responsibility Committee					
<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>
-	-	-	-	13-11-2019	-
D. Stakeholders Relationship Committee					
<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>
12-02-2020	Yes	4	3	-	-
V. Related Party Transactions					
<i>Subject</i>		<i>Compliance status(Yes/No/NA)</i>			
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			
VI. Affirmations					
<i>Subject</i>				<i>Compliance status (Yes/No/NA)</i>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				Yes	

<p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</p> <p>a. Audit Committee;</p> <p>b. Nomination & remuneration Committee;</p> <p>c. Stakeholders relationship Committee</p> <p>d. Risk management Committee</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>NA</p>
<p>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</p>	<p>Yes</p>
<p>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</p>	<p>Yes</p>
<p>5. This report and/or the report submitted in the previous quarter had been placed before Board of Directors</p>	<p>Yes</p>
<p>6. Any comments / observations/ advice of Board of Directors may be mentioned here</p>	<p>None</p>

For Goodyear India Limited

Sd/-
Sonali Khanna
Head-Legal, Compliance & Company Secretary

Format to be submitted by listed entity at the end of the Financial Year (i.e. April 1, 2019 to March 31, 2020)

I. Disclosure on website in items of Listing Regulations		
Item	Compliance status (Yes/ No/ NA)	If Yes provide link to website. If No/ NA provide reasons
As per regulation 46(2) of the LODR		
a) Details of Business	Yes	www.goodyear.co.in
b) Terms and conditions of appointment of Independent Directors	Yes	www.goodyear.co.in/investor-relations
c) Composition of various committees of board of directors	Yes	www.goodyear.co.in/investor-relations
d) Code of conduct of board of directors and senior management personnel	Yes	www.goodyear.co.in/investor-relations
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.goodyear.co.in/investor-relations
f) Criteria of making payments to non-executive directors	Yes	www.goodyear.co.in/investor-relations
g) Policy on dealing with related party transactions	Yes	www.goodyear.co.in/investor-relations
h) Policy for determining 'material' subsidiaries	NA	Company has no material subsidiaries
i) Details of familiarization programmes imparted to independent directors	Yes	www.goodyear.co.in/investor-relations
j) Contact Information of the Designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.goodyear.co.in/investor-relations
k) Email address for grievance redressal and other relevant details	Yes	www.goodyear.co.in/investor-relations
l) Financial results	Yes	www.goodyear.co.in/investor-relations
m) Shareholding Pattern	Yes	www.goodyear.co.in/investor-relations
n) Details of agreements entered into with the media companies and/or their associates	Yes	www.goodyear.co.in/investor-relations
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	No	There has been no analyst and institutional investor meet during the FY 2019-20
p) New name and the old name of the listed entity	NA	Company has not changed its name during the FY 2019-20
q) Advertisements as per Regulation 47(1)	Yes	www.goodyear.co.in/investor-relations

r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	Company has no outstanding instruments
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	Company has no subsidiaries
As per other regulations of the LODR		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.goodyear.co.in/investor-relations
b) Materiality Policy as per Regulation 30	Yes	www.goodyear.co.in/investor-relations
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Company was not under top 500 BSE listed entities

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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17 (2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes

Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21 (3A)	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
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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**

For Goodyear India Limited

Sd/-

Sonali Khanna
Head-Legal, Compliance & Company Secretary