

Quarterly Compliance Report on Corporate Governance

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

2. Quarter ending: December 31, 2019

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 directors hip 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 [@]		-	60	01-01-1951	2	2	5	3
Mr.	Chandrashekhar Dasgupta	AEOPD5594C	00381799	Non-Executive Independent	12-03-2015 ^{@@}		-	60	02-05-1940	1	1	2	0
Ms.	Sudha Ravi	ATCPS4815L	06764496	Non-Executive Independent	07/06/2014	07-06-2019 ^{@@@}	-	60	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

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 w.e.f. September 19, 2017. Mr. Anand was further re-appointed as Chairman and Managing Director of the Board w.e.f. February 20, 2019 to May 31, 2020.

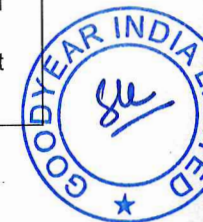
[@] Appointed as an Independent Director pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and other applicable laws for the fixed term of 5 consecutive years w.e.f. 12/03/2018.

^{@@} 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 w.e.f. 12/03/2015. (Original date of appointment was 01/05/2001)

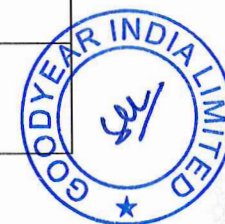
^{@@@} Ms. Sudha Ravi has been appointed as the Independent Director for the second term of 5 consecutive years w.e.f. June 07, 2019.

^{^^} 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. 13/11/2017

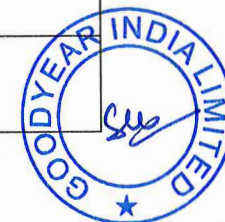
^{*} Ms. Nicole Amanda Nuttall was appointed as an Additional Director (Non-Executive) w.e.f. June 23, 2018 and was appointed as a Director of the Company w.e.f. August 08, 2018, at the Annual General Meeting.


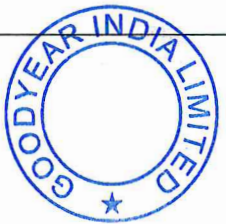


II. Composition of Committees					
Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Mr. Chandrashekhar Dasgupta	Member (Non-Executive-Independent)	12-03-2015	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Rajeev Anand	Member (Executive)	20-02-2019	-
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					
	Yes	Mr. Rajiv Lochan Jain	Chairperson (Non-Executive-Independent)	12-03-2018	-
		Mr. Chandrashekhar Dasgupta	Member (Non-Executive-Independent)	12-03-2015	-
		Ms. Sudha Ravi	Member (Non-Executive-Independent)	07-06-2019	-
		Mr. Mitesh Mittal	Member (Executive)	13-11-2017	-
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	-
		Mr. Mitesh Mittal	Member (Executive)	13-11-2017	-
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 consecutive (in number of days)</i>
12-08-2019	13-11-2019	Yes	6	3	92 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 consecutive (in number of days)</i>
13-11-2019	Yes	4	3	12-08-2019	92 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 consecutive (in number of days)</i>
13-11-2019	Yes	3	2	-	-
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 consecutive (in number of days)</i>
13-11-2019	Yes	3	1	-	-
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 consecutive (in number of days)</i>
-	-	-	-	12-08-2019	-



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). 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	
Subject	Compliance status (Yes/No/NA)
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;	Yes
b. Nomination & remuneration Committee;	Yes
c. Stakeholders relationship Committee	Yes
d. Risk management Committee	NA
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
<p>For Goodyear India Limited</p> <p></p> <p></p> <p>Sonali Khanna Head-Legal, Compliance & Company Secretary</p>	