GOODYEAR INDIA LIMITED

(**CIN**: L25111HR1961PLC008578)
Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India
Telephone: 0129-6611000
E-mail: goodyearindia_investorcell@goodyear.com, **Website**: www.goodyear.co.in

NOTICE

NOTICE is hereby given that the Sixty Fifth (65th) Annual General Meeting ("AGM") of the Members of Goodyear India Limited ("the Company") will be held on **Wednesday, August 12, 2026** at **10.00 A.M.** Indian Standard Time (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend of Rs. 26.50/- per equity share fully paid up of Rs 10/- each for the Financial Year ended March 31, 2026.
3. To appoint a director in place of Mr. Sandeep Garg (DIN: 10360979), Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

4. To ratify the remuneration of M/s Vijender Sharma & Co. (Firm Registration No: 000180), Cost Auditors of the Company, for the Financial Year ending on March 31, 2027

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), M/s Vijender Sharma & Co, Cost Accountants (Firm Registration No. 000180), appointed as the Cost Auditors by the Board of Directors of the Company to conduct the audit of Cost records and submit the Cost Audit Report of the Company for the Financial Year ending on March 31, 2027, be paid a remuneration of Rs. 6,39,000/- (Rupees Six Lakhs Thirty-Nine Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid Audit."

5. To approve the waiver of recovery of excess managerial remuneration paid to Managing Director of the Company for the Financial Year 2025-26

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof) as amended from time to time and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for waiver of recovery of the excess remuneration amounting to Rs. 20,265,182/- (Rupees Two Crores Two Lakhs Sixty-Five Thousand One Hundred Eighty-Two only) read with the details as mentioned in the Explanatory Statement and paid/payable to Mr. Arvind Bhandari (DIN: 10864817), Chairman and Managing Director for the Financial Year 2025-26 in the form of fixed pay or otherwise, which is in excess of the limits prescribed under Section 197 of the Act and limits as approved by the Members of the Company through postal ballot notice dated December 30, 2024.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

6. **To approve the waiver of recovery of excess managerial remuneration paid to all Directors and all Executive Directors (including Managing Director of the Company) for the Financial Year 2025-26**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof) as amended from time to time and Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for waiver of recovery of the excess remuneration aggregating to Rs. 10,310,125/- (Rupees One Crores Three Lakhs Ten Thousand One Hundred Twenty-Five only) read with the details as mentioned in the Explanatory Statement and paid / payable to all the Executive Directors of the Company for the Financial Year 2025-26, in the form of fixed pay or otherwise including the Managing Director & Whole Time Director(s) (current and former) of the Company exceeding the managerial remuneration limit of 10% of net profits calculated under Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof) as amended from time to time and Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for waiver of recovery of the excess remuneration aggregating to Rs. 5,964,028/- (Rupees Fifty-Nine lakhs Sixty-Four Thousand Twenty-Eight only) read with the details as mentioned in the Explanatory Statement and paid / payable to all the Directors of the Company for the Financial Year 2025- 26 in the form of fixed pay or otherwise including the Managing Director & Whole Time Director(s) (current and former) exceeding the overall managerial remuneration limit of 11% of net profits calculated under Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

7. **To approve the payment of minimum remuneration to be paid to Mr. Arvind Bhandari (DIN: 10864817), in case of no profits or inadequate profits, as Managing Director of the Company for a period of three years**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), including any statutory modification(s) or re-enactment thereof) as amended from time to time and Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for payment of remuneration to Mr. Arvind Bhandari (DIN: 10864817) as Managing Director of the Company in his professional capacity, for a period commencing from May 01, 2026 till

March 31, 2029, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act, upon the terms and conditions including remuneration as set out below and Explanatory Statement:

Salary: Rs. 1,100,000 (Rupees Eleven Lakhs only) per month.

Special Allowance: Rs. 714,167/- (Rupees Seven Lakhs Fourteen Thousand One Hundred Sixty Seven only) per month.

With increments as per the Company's Policy and as may be determined by the Board of Directors, from time to time, subject to a ceiling on increment of 30% in a year over the existing Salary and Allowance.

Perquisites and Allowances:

i. **Housing Facility:** Accommodation to be provided by the Company, and if the Company's accommodation is not provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 50% of the basic salary.

ii. **Personal Accident, Medical and Term Life Insurance Premium** in accordance with the policies/ rules of the Company.

iii. **Special Position Allowance:** Rs. 9,250,000/- (Rupees Ninety-two lakhs fifty thousand only) for a period of 1 year. This special position allowance will be paid in February next year and will not form part of base salary.

iv. **Encashment of leave:** Encashment of leave, as per the policies/ rules of the Company.

v. **Company Lease Car with driver** for use on Company's business and personal use as per the policy/rules of the Company.

vi. **Bonus** includes Performance Bonus, Pay for Performance Bonus, other bonuses and incentive(s) as per policy/rules of the Company.

vii. **Participation** in Long Term Incentive Plan (LTIP) of Goodyear Tire & Rubber Company in the form and manner as applicable from time to time.

viii. **Reimbursement of communication expenses** on mobile, data card and residential land line with broadband as per policy/rules of the Company.

ix. **Contribution to Provident Fund and National Pension Scheme:** Contribution to Provident Fund and National Pension Scheme as per the Statutory Requirement.

x. **Gratuity:** as per the applicable laws and policies/ rules of the Company

The above perquisites and allowances shall be evaluated as per Income-Tax Act, 1961 / 2025 and rules made thereunder, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost."

FURTHER RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), including any statutory modification(s) or re-enactment thereof) as amended from time to time and Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded that the remuneration paid/payable to Mr. Arvind Bhandari (DIN: 10864817) as Managing Director of the Company, in his professional capacity, for the month of April 2026 as approved by the Members vide Postal Ballot notice dated December 30, 2024, shall forms part of the minimum remuneration for the Financial Year 2026-27, in the event of absence or inadequacy of profits, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act, upon the terms and conditions including remuneration as set out in Postal Ballot notice dated December 30, 2024.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) reserves the right to revise or modify the existing remuneration structure, within the approved remuneration limits, in order to ensure compliance with the applicable labour codes and related statutory requirements, as may be amended from time to time.

FURTHER RESOLVED THAT all other existing terms and conditions of appointment of Mr. Arvind Bhandari as mentioned in the Postal Ballot notice dated December 30, 2024, shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

8. To approve the payment of minimum remuneration to be paid to Mr. Sandeep Garg (DIN: 10360979) in case of no profits or inadequate profit, as Whole Time Director and Chief Financial Officer of the Company for a period of three years

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), including any statutory modification(s) or re-enactment thereof) as amended from time to time and Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for payment of remuneration to Mr. Sandeep Garg (DIN: 10360979) as Whole Time Director and Chief Financial Officer of the Company, in his professional capacity, for a period commencing from May 01, 2026 till March 31, 2029, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act, upon the terms and conditions including remuneration as set out below and Explanatory Statement:

Salary: Rs. 553,703/- (Rupees Five Lakhs Fifty Three Thousand Seven Hundred Three only) per month.

Special Allowance: Rs. 329,644/- (Rupees Three Lakh Twenty Nine Thousand Six Hundred Forty Four only) per month.

With increments as per the Company's Policy and as may be determined by the Board of Directors, from time to time, subject to a ceiling on increment of 15% in a year over the existing Salary.

Perquisites and Allowances:

In addition to the salary as mentioned above, expenses incurred by the Company on perquisites and allowances shall be restricted to the following:

i. **Housing Facility:** Accommodation to be provided by the Company, and if the Company's accommodation is not provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 50% of the basic salary.

ii. **Personal Accident, Medical and Term Life Insurance Premium** in accordance with the policies/ rules of the Company.

iii. **Encashment of leave:** Encashment of leave, as per the policies/ rules of the Company.

iv. **Company Leased Car with driver** for use on Company's business and personal use as per the policy/rules of the Company.

v. **Bonus** includes Performance Bonus, Pay for Performance Bonus, other bonuses and incentive(s) as per the policy of the Company.

vi. **Participation** in Long Term Incentive Plan (LTIP) of Goodyear Tire & Rubber Company in the form and manner as applicable from time to time.

vii. **Reimbursement of communication expenses** on mobile, data card and residential land line with broadband as per policy/rules of the Company.

viii. **Contribution to Provident Fund and National Pension Scheme:** Contribution to Provident Fund and National Pension Scheme as per the Statutory Requirement.

ix. **Gratuity:** as per the applicable laws and policies/ rules of the Company.

The above perquisites and allowances shall be evaluated as per Income-Tax Act, 1961/2025 and rules made thereunder, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost."

FURTHER RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), including any statutory modification(s) or re-enactment thereof) as amended from time to time and Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded that the remuneration paid/payable to Mr. Sandeep Garg (DIN: 10360979) as Whole Time Director and Chief Financial Officer of the Company, in his professional capacity, for the month of April 2026, as approved by the Members vide Postal Ballot notice dated March 27, 2025, shall forms part of the minimum remuneration for the Financial Year 2026-27 in the event of absence or inadequacy of profits, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act, upon the terms and conditions including remuneration as set out in Postal Ballot notice dated March 27, 2025.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) reserves the right to revise or modify the existing remuneration structure, within the approved remuneration limits, in order to ensure compliance with the applicable labour codes and related statutory requirements, as may be amended from time to time.

FURTHER RESOLVED THAT all other existing terms and conditions of appointment of Mr. Sandeep Garg as mentioned in Postal Ballot notice dated March 27, 2025, shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

9. To approve the appointment of Mr. Rohitashv Sharma (DIN: 11735730), as a Whole Time Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 160, 161 of the Companies Act, 2013 ("the Act") read with rules made thereunder and other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015") (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), Article of Association of the Company, Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee, Mr. Rohitashv Sharma (DIN: 11735730), who was appointed as an Additional Director of the Company in the category of Executive Director by the Board of Directors with effect from June 01, 2026, and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Section 190, 196, 197, 198, 203, Schedule V of the Act read with rules made thereunder and other applicable provisions of the Act, if any, and in terms of Regulation 17 (1C) of SEBI (LODR), 2015 and any other applicable provisions (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Rohitashv Sharma (DIN: 11735730), be and is hereby appointed as Whole Time Director of the Company for a period of 5 years w.e.f. June 01, 2026 till May 31, 2031, who is liable to retire by rotation on such terms & conditions, including remuneration as mentioned in this resolution and Explanatory Statement.

FURTHER RESOLVED THAT in terms of applicable provisions and Schedule V of the Act, below mentioned remuneration be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of appointment of Mr. Rohitashv Sharma, in his professional capacity, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act:

Salary: Rs. 2,64,942/- (Rupees Two Lakh Sixty Four Thousand Nine Hundred Forty Two) per month.

Special Allowance: Rs. 3,29,517/- (Rupees Three Lakh Twenty Nine Thousand Five Hundred Seventeen only) per month.

With increments as per the Company's Policy and as may be determined by the Board of Directors, from time to time, subject to a ceiling on increment of 15% in a year over the existing Salary.

Perquisites and Allowances:

In addition to the salary as above, expenses incurred by the Company on perquisites and allowances shall be restricted to the following:

i. **Housing Facility:** Accommodation to be provided by the Company, and if the Company's accommodation is not provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 50% of the basic salary.

ii. **Personal Accident, Medical and Term Life Insurance Premium** in accordance with the policies/ rules of the Company.

iii. **Encashment of leave:** Encashment of leave, as per the policies/ rules of the Company.

iv. **Company Leased Car with driver** for use on Company's business and personal use as per the policy/rules of the Company.

v. **Bonus:** includes Performance Bonus, Pay for Performance Bonus, other bonuses and incentive(s) as per the policy of the Company.

vi. **Participation** in Long Term Incentive Plan (LTIP) of Goodyear Tire & Rubber Company in the form and manner as applicable from time to time.

vii. **Reimbursement of communication expenses** on mobile, data card and residential land line with broadband as per policy/rules of the Company.

viii. **Contribution to Provident Fund and National Pension Scheme:** Contribution to Provident Fund and National Pension Scheme as per the Statutory Requirement.

ix. **Gratuity:** as per the applicable laws and policies/ rules of the Company.

The above perquisites and allowances shall be evaluated as per the Income-Tax Act, 1961 / 2025 and rules made thereunder, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) reserves the right to revise or modify the existing remuneration structure, within the approved remuneration limits, in order to ensure compliance with the applicable labour codes and related statutory requirements, as may be amended from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to vary, alter terms of appointment (including change in designation), enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto) payable to Mr. Rohitashv Sharma during his tenure as Whole Time Director of the Company to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company provided that any such variation in remuneration shall not exceed any amount permitted to be paid to Mr. Rohitashv Sharma, as specified in the resolution above.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution.

By Order of the Board
Goodyear India Limited

Anup Karnwal
Company Secretary & Compliance Officer

Date: May 28, 2026
Place: Gurugram

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Regulation 17(11) of the SEBI (Listing obligation and Disclosure Requirement), Regulations, 2015, [SEBI (LODR), 2015] setting out the material facts with respect to the Special Businesses set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company at their meeting held on May 28, 2026 considered and recommended the special businesses as mentioned under Notice, being considered unavoidable, be transacted at the 65th AGM of the Company.

2. General instructions for accessing and participating in the Annual General Meeting ("AGM") through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility and voting through electronic /means including remote e-Voting:

    (a) In Compliance with the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular Nos. 3/2025 dated September 22, 2025 and other relevant circulars (hereinafter collectively referred to as "MCA Circulars"), the Act and SEBI (LODR), 2015, physical attendance of the Members to the AGM venue is not required and thus, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 65th AGM shall be the Registered Office of the Company.

    (b) In terms of MCA Circulars since the AGM will be held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Corporate Members intending to send their authorized representatives to attend the AGM through VC/OAVM are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and cast their votes through e-voting.

    (c) Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 9:45 a.m. IST i.e. 15 minutes before the scheduled time to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time of the commencement of the Meeting.

    (d) National Securities Depository Limited ("NSDL") will be providing the remote e-voting facility for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

    (e) Members may note that VC/OAVM facility, provided by NSDL, allows participation for at least 1000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the respective Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the AGM without restriction on account of first-come-first-served principle.

    (f) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

    (g) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (LODR), 2015 (as amended) read with MCA Circulars the Company is providing facility of remote e-voting (i) for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the businesses to be transacted at the AGM to be held through VC/OAVM.

    (h) In terms of the MCA Circulars, Notice of the AGM and the Annual Report for the Financial Year 2025-26 including therein the Audited Financial Statements for the Financial Year 2025-26, will be available on the website of the Company at www.goodyear.co.in/investor-relations and also available on the website of BSE Limited at www.bseindia.com. The Notice of AGM will also be available on the website of NSDL at www.evoting.nsdl.com.

(i) Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

3. Instructions for Members for Remote E-Voting are as under:

(a) The remote e-Voting period begins on August 09, 2026 at 9:30 A.M. and ends on August 11, 2026 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

(b) A person who is not a Member as on August 05, 2026, ("Cut-Off date") date should treat this Notice of AGM for information purpose only.

(c) The process and manner of remote e-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	I. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. II. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. III. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Members	Login Method
	IV. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. V. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Members	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: *Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800-21-09911

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.

III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

IV. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

V. Password details for shareholders other than Individual shareholders are given below:

(i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(iii) How to retrieve your 'initial password'?

(a) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(b) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(i) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(ii) **Physical User Reset Password**? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

(iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

(iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system

How to cast your vote electronically and join AGM on NSDL e-Voting system?

I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

II. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

III. Now you are ready for e-Voting as the Voting page opens.

IV. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

V. Upon confirmation, the message "Vote cast successfully" will be displayed.

VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@apacandassociates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager, NSDL, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at evoting@nsdl.com. Members may also write to the Company Secretary at the Company's email address at goodyearindia_investorcell@goodyear.com.

4. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

   (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com.

   (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the email address of the Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

   (c) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

   (d) In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. Instructions for Members for e-Voting during the AGM are as under:-

   (a) Members may follow the same procedure for e-voting during AGM as mentioned above for remote e-voting.

   (b) Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

   (c) The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM facility but shall not be entitled to cast their vote again.

   (d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

6. Instructions for Members for attending the AGM through VC/OAVM are as under:

   (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice to avoid last minute rush.

(b) Members are encouraged to join the Meeting through Laptops for better experience.

(c) Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(d) Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(e) Members can submit their questions at least 48 hours before the commencement of AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM. Members may send their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email address of the Company at goodyearindia_investorcell@goodyear.com. The same will be replied by the Company suitably.

(f) Members who would like to ask questions during the AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email address of the Company at goodyearindia_investorcell@goodyear.com at least 48 hours before the commencement of AGM. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

7. Pursuant to the MCA Circulars, the Audited Financial Statements for Financial Year 2025-26, Auditor's report, Board's report, along with all the annexures are being sent only by email to those Members whose email addresses are registered with the Company / Depositories. Therefore, the Members, who wish to receive the Notice of the AGM and the Annual Report for the year 2025-26 and all other communications sent by the Company, from time to time, are requested to update their email address with the Company / its RTA (in case of shares held in physical mode) by sending the request at goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com and Depository Participants (in case of shares held in demat mode).

8. The Register of Members of the Company will remain closed from August 06, 2026 to August 12, 2026 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the AGM.

9. The Board of Directors has recommended Final Dividend of Rs. 26.50/- per Equity Share fully paid up of Rs. 10/- each for the Financial Year ended March 31, 2026, subject to the approval of the shareholders at the AGM.

10. The final dividend, if any, approved by the Members will be paid, as per the bank details available with the Company and/or depository participant.

    Further, as per SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, notified on November 18, 2025, along with SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, as amended, mandates that any payment of dividend shall be made only through electronic mode to the members. Further, dividend warrants, cheques, demand drafts or any other instrument are no longer required to be issued.

11. In case of joint holders, the Member whose name appeared as the first holder in the order of names as per

the Register of Members of the Company will be entitled to vote at the AGM and the dividend will be paid in the name of such first holder in the order of names.

12. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2026 and amendments thereof. The Members are requested to update their PAN with the Company / its RTA (in case of shares held in physical mode) and Depository Participants (in case of shares held in demat mode). For all Members - details that should be completed and /or updated, as mentioned below:

Resident Member

- A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121 (erstwhile Form 15G / 15H), to avail the benefit of non-deduction of tax at source. No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to individual member does not exceed Rs. 10,000
- Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Further, if PAN of individual member has become inoperative due to non-linking of PAN and Aadhar Card, then tax will be deducted at a higher rate of 20%.
- Mutual Funds which are exempted under section 393(5) / 393(6) of the Income Tax Act, 2025 (hereinafter referred as "the Act") are required to provide self-attested SEBI registration certificate along with a declaration that they are covered under Schedule VII as per Section 11 of the Act.
- Alternative Investment Fund (AIF) established in India has to submit a documentary evidence that concerned 'Investment Fund' is a fund as defined in Clause 10(a) of Section 224 of the Act; and a declaration that its dividend income is exempt under Schedule V as per section 11 of the Act.
- Recognized Provident Fund, Approved Superannuation Fund, Gratuity Fund, Pension Fund and ESI Fund whose income is exempt under section 11 of the Act and on which TDS is not required to be deducted are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)
- Insurance Companies are entitled for TDS exemption under section 393(4) of the Act and are required to provide self-attested IRDA registration certificate.
- New Pension System Trust (National Pension Scheme) are entitled for TDS exemption under section 393(9) of the Act and are required to provide self-attested valid documentary evidence.
- If any Member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).
- In case dividend income is assessable in the hands of person other than member then declaration (along with details of the beneficiary) needs to be provided by member for the same as per Rule 203 of the Income Tax Rules, 2026
- If any other member is entitled for exemption, then valid self-attested documents (like registration copy, income tax order, etc.) are required to be provided for claiming exemption from TDS.

All these documents duly completed and signed are required to be send by email to either goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com by August 05, 2026.

Note: *Please always quote your registered Folio Number/ DP-ID & Client-ID and PAN, while communicating/submitting documents as mentioned above with the Company.*

Non-Resident Member

- Non-resident Members including FII & FPI can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration (as per performa attached in this notice), Self-attested copy of valid Tax Residency Certificate (TRC) for the year 2026-27 obtained from the tax authorities of the country of which the member is a resident, declaration in Form 41 (filed online on Income tax Portal), Self-attested copy of PAN, any other document which may be required to avail the tax treaty benefits.

- If any member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).

- If any member is entitled for exemption then valid self-attested documents (like registration copy, order, etc. by Indian Tax Authorities) are required to be provide for claiming exemption from TDS.

All these documents duly completed and signed are required to be send by email to either goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com. The aforesaid declarations and documents need to be submitted by the Members by August 05, 2026.

Note: *Please always quote your registered Folio Number/DP-ID & Client-ID and PAN, while communicating/submitting documents as mentioned above with the Company.*

Other General Information to Members

- Application of TDS rate is subject to necessary due diligence and verification by the Company of the member details as available in register of Members on the Book Closure Date and above prescribed documents. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.

- The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend paid to members. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.

- In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund, if eligible.

- In case dividend income is assessable in the hands of person other than member then declaration (along with details of the beneficiary) needs to be provided by member for the same as per Rule 203 of the Income Tax Rules, 2026.

- In case PAN is not be provided by the member then higher tax rate would be applicable as per the Income Tax Act, 2025.

- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company against all claims, demands, penalties, losses etc. and also, provide the Company with all information / documents and co-operation in any appellate proceedings. No claim shall lie against the Company for such taxes deducted.

- Above communication on TDS sets out the provisions of law in a summarized manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Members should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

13. For Members holding shares in physical form, SEBI has mandated the submission of PAN linked with Aadhar, KYC details vide its master circular SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/ MIRD/POD-1/P/CIR/2024/81 dated June 10, 2024. In case any of the aforesaid documents/ details are not available in the record of the Company/ RTA, the Member shall not be eligible to lodge a grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Members holding shares in electronic form are requested to submit/ update their PAN to their Depository Participants.

    For consolidation of share certificates, Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio to the Company or RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.

    Nomination facility as per the provisions of Section 72 of the Act, is available for the Members in respect of the shares held by them. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms are available on the Company's website at www.goodyear.co.in/investor-relations. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities

14. Members are requested to provide/update their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

    (a) **For shares held in physical form:** to the Company's RTA in prescribed Form ISR-1 and other forms as available on the website of the Company pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023.

    (b) **For shares held in electronic form:** to their Depository Participants.

15. Members of the Company are informed that pursuant to the applicable provisions of the Act, the dividends that remain unpaid/unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the unpaid dividend account and underlying equity shares on which dividend remain unpaid/unclaimed for a period of 7 (seven) consecutive years are required to be transferred to the Investor Education & Protection Fund ("IEPF") Authority established by the Central Government.

    The status of the unpaid/unclaimed dividend and underlying equity shares for the following Financial Year are as follows:

Financial Year	Date of Declaration of Dividend	Date of Transfer/ Due Date of Transfer of Dividend to IEPF	Date of Transfer/ Due Date of transfer of Shares to IEPF
2017-18	August 08, 2018	September 11, 2025	September 11, 2025
2018-19	August 12, 2019	September 12, 2026	September 12, 2026
2019-20	August 13, 2020	September 13, 2027	September 13, 2027

    Members are requested to note that the details of the unclaimed dividends are available on the Company's website at https://www.goodyear.co.in/investor-relations and Ministry of Corporate Affairs – IEPF Authority at www.iepf.gov.in. The Members/ claimants whose shares or unclaimed dividend(s) have been transferred to IEPF Authority may claim the shares or apply for refund by making an online application to IEPF Authority in e-form IEPF-5 (available on www.iepf.gov.in).

    Members who have not encashed their dividend are requested in their own interest to write to the Company / RTA immediately claiming the Dividend(s) declared by the Company pertaining to the Financial Year ended March 31, 2019 to the Financial Year ended March 31, 2025.

    Kindly note that once the amount and/or shares is transferred to the IEPF Authority, no claims shall lie against the Company. However, the Members can claim such amount and shares from the Authority in the manner prescribed in IEPF Rules.

    Members may address all the correspondences relating to dividend, unclaimed shares, claiming refund of shares & dividend transferred to IEPF, change of address, share transfer, transmission, nomination etc. to the Company at goodyearindia_investorcell@goodyear.com or RTA at srikant@skylinerta.com.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

17. In accordance with the proviso to Regulation 40(1) of the SEBI LODR, 2015, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding.

18. Documents referred to in the accompanying Notice of the 65th AGM and the Explanatory Statement shall

be available at the Registered Office of the Company for inspection without any fee during normal business hours (11:00 A.M. to 1:00 P.M. IST) on all working days except Saturday, up to and including the date of the 65th AGM of the Company.

19. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com.

20. The relevant details, pursuant to SEBI (LODR), 2015 and SS-2 issued by ICSI in respect of Directors seeking appointment/re-appointment are also annexed as **Annexure-A.**

21. As per Section 118(1) of the Companies Act, 2013 read with the SS- 2 issued by ICSI, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members in connection with the meeting".

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login)

23. **Other Guidelines for Members:**

    (a) This Notice is being sent to all the Members whose names appear as on Friday, July 10, 2026, in the Register of Members or in the Register of beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company.

    (b) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on Wednesday, August 05, 2026 i.e. Cut-Off date only shall be entitled to avail the facility of remote e-voting. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off date.

    (c) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at srikant@skylinerta.com.

    (d) APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300) represented by its partner Ms. Ayushi Jain (COP No. 14498), has been appointed as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

    (e) During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a Speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

    (f) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM and thereafter unblock the votes casted through remote e-voting and e-voting at AGM, prepare and present a consolidated scrutinizer report of the total votes cast in favour or against, invalid votes, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

    (g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.goodyear.co.in/investor-relations and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai, where the equity shares of the Company are listed.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board at its meeting held on May 28, 2026, on the recommendation of Audit Committee, had appointed M/s Vijender Sharma & Co., Cost Accountants (Firm Registration No. 000180), as Cost Auditors to conduct an audit of the cost records of the Company for the Financial year ending March 31, 2027, on a remuneration of Rs. 6,39,000/- (Rupees Six Lakhs Thirty-Nine Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified and approved by the Members of the Company. Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for ratification and approval of remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2027.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM for approval by the Members.

Item No. 5 & 6

Section 197 of the Companies Act, 2013 inter alia provides that the remuneration payable to any Managing Director or Whole-Time Director shall not exceed 5% of the net profits of the Company and if there is more than one such Director remuneration shall not exceed 10% of the net profits of the Company and the total managerial remuneration payable by a Company to its Directors, including Managing Director and Whole-Time Director and Non-Executive Director for any Financial Year shall not exceed 11% of the net profits of the Company for that Financial Year, calculated as per the Section 198 of the Act to all such Directors taken together.

Mr. Arvind Bhandari (DIN: 10864817) was appointed as the Managing Director of the Company for a period of five years with effect from January 02, 2025, by means of an Ordinary Resolution passed by the Members vide Postal Ballot notice dated December 30, 2024, on the terms and conditions including payment of remuneration as mentioned therein.

The Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 28, 2026, subject to approval of the Members of the Company, accorded its approval for waiver of the recovery of the excess remuneration amounting to Rs. 20,265,182/- (Rupees Two Crores Two Lakhs Sixty-Five Thousand One Hundred Eighty-Two only) paid by the Company to Managing Director of the Company in the form of fixed pay or otherwise for the Financial Year 2025-26 exceeding the managerial remuneration limit of 5% of net profits calculated under Section 198 of the Companies Act, 2013.

Mr. Gajender Singh (DIN: 10681092) was appointed as Whole Time Director of the Company for a period of five years with effect from w.e.f. September 02, 2024, by means of an Ordinary Resolution passed by the Members vide Postal Ballot notice dated September 12, 2024, on the terms and conditions including payment of remuneration as mentioned therein. Further, Mr. Gajender Singh resigned as Whole Time Director of the Company from the close of business hours on April 06, 2025.

Ms. Varsha Chaudhary Jain (DIN: 08388940) was appointed as Whole Time Director for a period of five years w.e.f. November 12, 2024, by means of an Ordinary Resolution passed by the Members vide Postal Ballot notice dated November 11, 2024, on the terms and conditions including payment of remuneration as mentioned therein. Further, Ms. Varsha Chaudhary Jain resigned as Whole Time Director of the Company from the close of business hours on December 31, 2025.

Mr. Sandeep Garg (DIN: 10360979) was appointed as Whole Time Director for a period of five years w.e.f. April 07, 2025, by means of an Ordinary Resolution passed by the Members vide Postal Ballot notice dated March 27, 2025, on the terms and conditions including payment of remuneration, as mentioned therein and Subsequently, Members of the Company, by way of Special Resolution, passed through Postal Ballot vide notice dated November 06, 2025, approved the payment of an additional remuneration amounting to Rs. 6,34,774/- towards perquisites being reimbursement of notice period payout made to Mr. Sandeep Garg.

The Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 28, 2026, subject to approval of the Members of the Company, accorded its approval for waiver of the recovery of the excess remuneration aggregating to Rs. 10,310,125/- (Rupees One Crores Three Lakhs Ten Thousand One Hundred Twenty-Five only) paid / payable to all the Directors and all Executive Directors in the form of fixed pay or otherwise including the Managing Director & Whole Time Director(s)(current and former) of the Company for the Financial Year 2025- 26 exceeding the managerial remuneration limit of 10% of net profits calculated under Section 198 of the Companies Act, 2013.

In furtherance to above, the Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 28, 2026, accorded its approvals for waiver of the recovery of the excess overall remuneration aggregating to Rs. 5,964,028/- (Rupees Fifty-Nine lakhs Sixty-Four Thousand Twenty-Eight only) paid / payable to all the Directors in the form of fixed pay or otherwise including the Managing Director & Whole Time Director(s) (current and former) for the Financial Year 2025- 26 exceeding the overall managerial remuneration limit of 11% of net profits calculated under Section 198 of the Companies Act, 2013.

The remuneration paid has resulted as excess due to inadequacy of profits on account of several business and industry-related factors affecting the Company including inter alia, the impact of the strategic review of Farm business, low volume and other various macro-economic factor that have affected the Company's profitability. Owing to the above factors, the financial performance of the Company in the Financial Year ended March 31, 2026 could not meet the statutory threshold.

As a result of the above, the remuneration paid to Managing Director & Whole Time Director(s) (current and former) for the Financial Year 2025-26 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The Board of Directors of the Company believes that the remuneration as previously approved by the members of the Company and paid to All Directors including Managing Director & Whole Time Director(s) (current and former) of the Company is justified in terms of their key role within the Company and, in the interest of the Company have recommended the aforesaid resolutions as set out in item no 5 & 6 of this Notice for approval of the Members. Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to All Directors including Managing Director and Whole Time Director(s) (current and former) of the Company.

All the other terms and conditions related to the appointment and remuneration of Directors shall remain same in accordance with respective Shareholder's approval of the Company for the remaining tenure of the Director(s).

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The relevant documents referred to in the accompanying AGM Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M. IST) on all working days except Saturday, up to and including the date of the 65th AGM of the Company.

Save and except Directors and their relatives to the extent of their shareholding interest, if any, in the Company for item no. 5 & 6, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 5 & 6.

The Board recommends the Special Resolution as set out in Item No. 5 & 6 of the Notice of the AGM for approval by the Members.

Item No. 7 & 8

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

The Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 28, 2026, subject to approval of the Members of the Company, accorded its approval for payment of the minimum remuneration as mentioned in the aforesaid resolutions nos. 7 & 8 to Mr. Arvind Bhandari as Managing Director and Mr. Sandeep Garg as Whole Time Director respectively, in their professional capacity, for a period of three (3) years commencing from May 01, 2026, in the event of absence or inadequacy of profits in any financial year during the aforesaid period.

Mr. Arvind Bhandari (DIN: 10864817) was appointed as the Managing Director of the Company for a period of five years with effect from January 02, 2025, by means of an Ordinary Resolution passed by the Members vide Postal Ballot notice dated December 30, 2024, on the terms and conditions including payment of remuneration as mentioned therein.

Also, Mr. Sandeep Garg (DIN: 10360979) was appointed as Whole Time Director of the Company for a period of five years w.e.f. April 07, 2025, by means of an Ordinary Resolution passed by the Members vide Postal Ballot notice dated March 27, 2025, on the terms and conditions, including payment of remuneration as mentioned therein. Subsequently, Members of the Company, by way of Special Resolution, passed through Postal Ballot vide notice dated November 06, 2025, approved the payment of an additional remuneration amounting to Rs. 6,34,774/- towards perquisites being reimbursement of notice period payout made to Mr. Sandeep Garg. Mr. Garg also appointed as Chief Financial Officer of the Company w.e.f April 07, 2025, by the Board of the Directors at its meeting held on March 27, 2025.

As explained under Item Nos. 5 and 6 above, the Company experienced inadequacy of profits during the financial year ended March 31, 2026, primarily on account of various business and industry-related factors, including, inter alia, the impact of the strategic review of the Farm Business, lower volume and certain macro-economic conditions affecting the overall business environment.

While the Company has witnessed operational improvements and the Management remains optimistic about the Company's future prospects and profitability in the coming years, the Board considers it prudent and in the best interests of the Company to obtain the requisite shareholders' approval in advance for payment of minimum remuneration to the Executive Directors in accordance with the provisions of Schedule V to the Companies Act, 2013 in order to ensure compliance with the statutory requirements in the event of inadequacy of profits.

At the time of their respective appointments, the Members had, inter alia, approved the remuneration payable to Mr. Arvind Bhandari, Managing Director, and Mr. Sandeep Garg, Whole Time Director including fixed pay, variable pay (performance-linked incentives), perquisites, allowances and other benefits. The said approvals also contemplated payment of remuneration in the event of inadequacy or absence of profits, subject to obtaining such approvals as may be required under applicable law. Since the remuneration payable to Mr. Arvind Bhandari and Mr. Sandeep Garg was originally approved by the Members through Ordinary Resolution(s) and considering the provisions of Schedule V of the Companies Act, 2013, approval of the Members is now being sought by way of Special Resolution(s) to authorize payment of the aforesaid remuneration as minimum remuneration during any financial year in which the Company may have inadequacy or absence of profits during the period commencing from May 1, 2026 till March 31, 2029.

For the remaining tenure of Mr. Arvind Bhandari, Managing Director and Mr. Sandeep Garg, Whole Time Director post March 31, 2029, remuneration as set out in the Postal Ballot notice(s) dated December 30, 2024 and Postal Ballot notice dated March 27, 2025 respectively shall be paid or payable to both the Directors.

The Board believes that the remuneration of Mr. Arvind Bhandari and Mr. Sandeep Garg as mentioned under item no 7 & 8 is justified in terms of their key role within the Company and also in the interest of the Company, has recommended the aforesaid resolution as set out in this Notice for approval of the Members

All the other terms and conditions related to the appointment and remuneration of Mr. Arvind Bhandari and Mr. Sandeep Garg shall remain same in accordance with respective Shareholder's approval of the Company for the remaining tenure of the Director(s).

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The statement containing additional information and disclosures as required under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act have been provided in Annexure - B of the accompanying notice.

The relevant documents referred to in the accompanying AGM Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M. IST) on all working days except Saturday, up to and including the date of the 65th AGM of the Company.

Save and except Mr. Arvind Bhandari and Mr. Sandeep Garg and their relatives to the extent of their shareholding interest, if any, in the Company for item no. 7 & 8, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 7 & 8.

The Board recommends the Special Resolution as set out in Item No. 7 & 8 of the Notice of the AGM for approval by the Members.

Item No. 9

The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, at its meeting held on May 28, 2026 has approved the appointment of Mr. Rohitashv Sharma (DIN: 11735730), who was appointed as an Additional Director of the Company in the category of Executive Director by the Board of Directors with effect from June 01, 2026, and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act read with Article 92 of the Articles of Association of the Company. Further, the Board of Directors, at the same meeting, has recommended to the members, the appointment of Mr. Rohitashv Sharma as the Whole Time Director of the Company, for a period of five (5) years w.e.f. June 01, 2026, who is liable to retire by rotation, on such terms & conditions including remuneration as mentioned in the resolution, to the Members for their approval by way of a Special Resolution, in terms of the provisions of section 152 of the Act read with rules made thereunder and SEBI (LODR), 2015.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Sharma all necessary statutory disclosures /declarations including declaration under Part-1 of Schedule V and Section 196(3) of the Act confirming the satisfaction of all the conditions mentioned thereunder for such appointment as Whole Time Director.

Mr. Sharma fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (LODR), 2015 for his appointment as a Executive Director of the Company and is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority's order. Mr. Sharma has submitted a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Rohitashv Sharma is a result driven and dedicated manufacturing leader with over 25 years of diverse experience in Production, Production Planning & Control (PPC) and Industrial Engineering in tire manufacturing industries. He is recognized for driving operational excellence through the design and implementation of continuous improvement initiatives that reduce waste, optimize costs, enhance productivity, and ensure consistent adherence to high-quality standards. Throughout his career, Mr. Sharma has demonstrated strong expertise in streamlining manufacturing processes, improving operational efficiency, maximizing yield, and fostering a collaborative and harmonious industrial relations environment. His strategic and results-oriented approach has consistently contributed to sustainable improvements and improved plant performance. Since October 2008, Mr. Sharma has been associated with the Goodyear, where he has successfully undertaken several leadership roles of increasing responsibility, including an international assignment as Manufacturing Director at Goodyear Malaysia. His overseas exposure and operational leadership have strengthened his capabilities in managing manufacturing operations and leading cross-functional teams in dynamic business environments. Currently, he is holding the position of manufacturing director of Ballabgarh Plant of the Company.

Mr. Sharma holds a Master of Business Administration (MBA) from FMS Maharaja Sayajirao University, Baroda. He also earned a Bachelor of Science in Operations Research from MJP Rohilkhand University, Bareilly.

As explained under Item Nos. 5 and 6 above, the Company experienced inadequacy of profits during the Financial Year ended March 31, 2026, primarily on account of various business and industry-related factors, including, inter alia, the strategic review of the Farm Business, lower profitability and certain macro-economic conditions affecting the overall business environment.

While the Company has witnessed operational improvements and the management remains optimistic about the Company's future prospects and profitability in the coming years, the Board considers it prudent and in the best interests of the Company to obtain the requisite prior shareholders' approval for payment of minimum remuneration to the Executive Directors in accordance with the provisions of Schedule V to the Companies Act, 2013 in order to ensure compliance with the statutory requirements even in the event of inadequacy of profits.

Based on the recommendation of the Nomination and Remuneration Committee and considering Mr. Sharma's extensive experience, the consent, disclosure of interest, and declarations provided by him, the Board of Directors is of the opinion that appointing Mr. Rohitashv Sharma as a Whole Time Director effective June 01, 2026, would be in the best interest of the Company. This proposal is now being presented/recommended by the Board for the approval of the Members by way of Special Resolution as set out in item no. 9 of the accompanying Notice.

The Board of Directors of the Company believes that the remuneration mentioned in the aforesaid resolution is justified in terms of his key role within the Company and, in the interest of the Company have recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Since, Mr. Sharma is being appointed for 5(five) years and remuneration is being approved for 3 (three) years. In accordance with the provisions of Schedule V of the Act, Shareholders approval shall also be obtained by the Company for payment of remuneration for remaining period of his tenure after expiry of first three years of his tenure.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolution be obtained for the payment of "Minimum Remuneration" in the event of inadequacy or absence of profits to Mr. Rohitashv for a period of three (3) years commencing from June 01, 2026 i.e. date of his appointment.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The details mentioned in the resolution as well as in the Explanatory Statement may be treated as a written memorandum setting out the Terms and Conditions of the appointment of Mr. Rohitashv Sharma as Whole Time Director in terms of Section 190 of the Act read with rules thereunder.

A brief profile and other information as required under Regulation 36 of SEBI LODR, 2015 and SS-2 issued by ICSI are being provided in **"Annexure A"** to this notice.

The statement containing additional information and disclosures as required under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act have been provided in **"Annexure – B"** of the accompanying notice.

Except Mr. Sharma being the appointee, or his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in item no. 9 of this Notice. Further, Mr. Rohitashv Sharma is not related to any Director or Key Managerial Personnel of the Company.

By Order of the Board
Goodyear India Limited

Anup Karnwal
Company Secretary & Compliance Officer

Date: May 28, 2026
Place: Gurugram

(Refer Note 12 of the Notice of AGM)

No Permanent Establishment and Beneficial Ownership Declaration

To,
Goodyear India Limited
9th Floor, EMAAR Capital Tower-II,
Sector-26, MG Road,
Gurgaon, Haryana – 122002

Declaration

I/We hereby confirm that, ... (Name of Foreign Company / Non-Resident Member) is registered in .... (Name of Country), having its registered address as .... (Address).

I/We are resident of .... (Name of Country), as per Double Tax Avoidance Agreement as modified by MLI (if applicable) (hereinafter referred as DTAA) entered into by Government of the Republic of India and the .... (Name of Country) and eligible to apply aforesaid DTAA for determination of its income tax liability in Republic of India.

I/We do not have any business connection in India as explained vide section 9 of the Indian Income Tax Act 2025 during the Indian tax year from 1st April 2026 to 31st March 2027.

I/We further confirm that, I/we do not have any Permanent Establishment in India within the meaning of the Double Taxation Avoidance Agreement between India and .... (Name of Country) during the Indian tax year from 01st April 2026 till 31st March 2027.

I/We further confirm that, I/we are shareholder in Goodyear India Limited and all these shares are beneficially owned by me/us as per DTAA entered into by Government of the Republic of India and the Republic of .... (Name of Country).

I/we do hereby provide the self-attested copy of the tax residency certificate for ....(period), which is valid as on .... (the Book Closure Date), is attached herewith.

If case of any misrepresentation or false documentation provided / made by me/us, I/we shall indemnify Goodyear India Limited to the extent of taxes and other liabilities that may be levied on me/us and / or such other person by the Indian Revenue Authorities.

In the event of any change in any of the facts declared by us above, I/we undertake to forthwith inform Goodyear India Ltd, full particulars of any such change.

Verification

I, ... (name), being .... (designation) of .... (Name of Foreign Company / Non-Resident Member), make this declaration with the full understanding that this information will be utilized for the purpose of determining company's Indian income tax liability in respect of payments to be made by Goodyear India Limited for Dividend Distribution. I hereby also declare that what is stated above is true and correct to the best of my knowledge and belief.

Yours Faithfully

.... (Name of Foreign Company / Non-Resident Member)

.... (Name of Signing Authority)

.... (Designation)

Date :

Place :

Annexure-A

Details of Directors seeking appointment/re-appointment and fixation of Remuneration of Directors as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided below:

A.

S No.	Particulars	**Arvind Bhandari** Chairman & Managing Director (appointed w.e.f. January 02, 2025)	**Sandeep Garg** Whole Time Director & Chief Financial Officer (appointed w.e.f. April 07, 2025)	**Varsha Chaudhary Jain** Whole Time Director (resigned w.e.f. December 31, 2025)	**Gajender Singh** Whole Time Director (resigned w.e.f. April 06, 2025)	**Rohitashv Sharma** Whole Time Director (appointed w.e.f. June 01, 2026)
1	Date of Birth	March 20, 1970	February 16, 1973	May 13, 1974	April 10, 1979	August 20, 1976
2	Age	56 years	53 years	52 years	47 years	50 years
3	DIN	10864817	10360979	08388940	10681092	11735730
4	Date of first Ap-pointment	January 02, 2025	April 07, 2025	November 12, 2024	September 02, 2024	June 01, 2026
5	Qualification	• MBA from SP Jain University, Mumbai • Bachelor's in arts from St. Stephen's College • Executive Management Program from IMD, Switzerland	Chartered Accountant from the Institute of Chartered Accountants of India.	Degree in Law from the University of Delhi.	Commerce Graduate & PGDMM in Materials Management from Indian Institute of Materials Management.	Master of Business Administration (MBA) from FMS Maharaja Sayajirao University, Baroda and Bachelor of Science in Operations Research from MJP Rohilkhand University, Bareilly
6	Brief Resume & Expertise in a specific functional area	• Mr. Arvind Bhandari is a Business Leader with more than 25 years of experience across categories covering the complete consumer space, with Large Indian as well as global multinationals like ITC, Pepsi, and Nestle. His career spans sales, branding, marketing, and general management roles in India, South Africa, and Switzerland, with a global reach across Asia, Africa, LATAM, the Middle East, and the USA. • Notable roles in his career include Global CEO of Wyeth Nutrition, EVP & Regional Business Head at Nestle Nutrition, and Managing Director for Eastern & Horn of Africa.	• Mr. Sandeep Garg is a Chartered Accountant with approximately 27 years of extensive experience in strategic and operational financial management. He has a proven track record of progressive leadership, driving financial initiatives, and implementing both short-term and long-term financial strategies. • He possesses significant expertise in working with private equity investors on large-scale mergers and acquisitions (M&A), including business planning, valuation, due diligence, and post-merger integration. Additionally, Mr. Garg excels in leading and coordinating large, multidisciplinary teams, even beyond his direct span of control, ensuring alignment with organizational objectives. • Before this, he served as the Chief Financial Officer at Wavin Industries Limited, where he played a key role in shaping financial strategies and advancing business performance.	• Ms. Varsha Chaudhary Jain is the Head of Legal & Compliance at Goodyear India Limited and has over 27 years of rich and diverse experience with law firms and large multinational corporations in the FMCG & Healthcare sector. • Ms. Jain holds a degree in law from the University of Delhi and has extensive experience in the areas of Law, Compliance, Governance and Corporate Affairs. As part of senior leadership team, she is adept at leveraging legal strategy and compliance to support reputation and business growth. • Ms. Varsha served as Whole Time Director of the Company till December 31, 2025. Prior to joining Goodyear, she has worked with Hindustan Unilever Ltd. where she was the legal lead for the Foods & Refreshments Division. She has also worked with GlaxoSmithKline Consumer Healthcare Ltd., Amway India Enterprises Pvt. Ltd., Kohinoor Foods Ltd. and HB Stockholdings Ltd.	• Mr. Gajender Singh has more than two decades of comprehensive experience in Supply Chain. • Mr. Singh is with Goodyear for around twelve years in various roles across the Asia Pacific region, including India and has demonstrated proficiency in providing strong leadership in effectively managing supply chain operation including FG & RM across manufacturing sites and distribution centers. • Mr. Singh also has experience in implementing logistics & planning solutions tools and automations (D&A) to enhance operational efficiencies. • During his association with Goodyear, Mr. Singh: i. Ensured uninterrupted business operations amidst global SC disruption and safeguarding customer commitments & service; ii. engineered the design and optimization of strategic distribution centers, optimizing route-to-market strategies for finished goods; iii. Established collaborative partnerships with 3PLs and effectively managed contracts to achieve long-term sustainable cost targets; iv. Implemented real-time visibility systems and enhanced customer service KPI, fostering improved transparency and responsiveness.	• Mr. Rohitashv Sharma is a result driven and dedicated manufacturing leader with over 25 years of diverse experience in Production, Production Planning & Control (PPC) and Industrial Engineering in tire manufacturing industries. • He is recognized for driving operational excellence through the design and implementation of continuous improvement initiatives that reduce waste, optimize costs, enhance productivity, and ensure consistent adherence to high-quality standards. • Throughout his career, Mr. Sharma has demonstrated strong expertise in streamlining manufacturing processes, improving operational efficiency, maximizing yield, and fostering a collaborative and harmonious industrial relations environment. His strategic and results-oriented approach has consistently contributed to sustainable improvements and improved plant performance.

S No.	Particulars	**Arvind Bhandari** Chairman & Managing Director (appointed w.e.f. January 02, 2025)	**Sandeep Garg** Whole Time Director & Chief Financial Officer (appointed w.e.f. April 07, 2025)	**Varsha Chaudhary Jain** Whole Time Director (resigned w.e.f. December 31, 2025)	**Gajender Singh** Whole Time Director (resigned w.e.f. April 06, 2025)	**Rohitashv Sharma** Whole Time Director (appointed w.e.f. June 01, 2026)
		• He is an MBA from SP Jain University, Mumbai and has completed his Bachelor's in Arts from St. Stephen's College and Executive Management Programme from IMD, Switzerland.	• Prior to Wavin Industries, he has worked with Musahi Auto Parts and Exicom Power Solutions as CFO. He has also spent a significant part of his career working in diverse roles with Schneider Electric India, Motherson Sumi Systems and Premier Global Group.		• Prior to Goodyear, Mr. Singh was associated with Castrol India Ltd. as Manager Logistics Optimization. Mr. Singh has worked with JCB India Ltd., Honda Motor Company and Trelleborg Automotive and Sealing Solution. • Mr. Singh served as Whole Time Director of the Company till April 07, 2025. However, he has continued to work with Company as Director – Supply Chain, India	• Since October 2008, Mr. Sharma has been associated with the Goodyear, where he has successfully undertaken several leadership roles of increasing responsibility, including an international assignment as Manufacturing Director at Goodyear Malaysia. His overseas exposure and operational leadership have strengthened his capabilities in managing manufacturing operations and leading cross-functional teams in dynamic business environments. • Currently, he is holding the position of manufacturing director of Ballabgarh Plant of the Company.
7	Directorships held in Other Companies in India including listed entities from which the person has resigned in the past three years	• Goodyear South Asia Tyres Private Limited • Goodyear Technology Center India Private Limited	Goodyear South Asia Tyres Private Limited	None	None	None
8	Chairman/ Member of Committee of the Board of other listed Companies in which they are director	None	None	None	None	None
9	Shareholding in the Company	None	None	None	None	None
10	Inter-se Relationship between Directors/ Mangers/Key Managerial Personnel	None	None	None	None	None
11	Remuneration Last Drawn	686. 21 Lakhs	238.33 Lakhs	142.66 Lakhs	3.01Lakhs	None
12	Number of Board Meetings Attended during the Financial Year 2025-26	10 of 10	10 of 10	7 of 10	0 of 10*	It is proposed to appoint Mr. Rohitashv Sharma as Director for his first term on the Board and hence, these details are not applicable.

*Mr. Singh resigned from the office of Whole Time Director of the Company w.e.f. April 06, 2025

B.

S No.	Particulars	**Ms. Uma Ratnam** Krishnan Independent Director (appointed w.e.f. June 07, 2024)	**Mr. Sumit Dutta Chowdhury** Independent Director (appointed w.e.f. March 06, 2025)	**Mr. Rajiv Lochan Jain** Independent Director (resigned w.e.f. December 31, 2025)	**Mr. Gajanan Vithal Gandhe** Independent Director (appointed w.e.f. January 01, 2026)
1	Date of Birth	February 18, 1962	December 30, 1969	January 1, 1951	March 01, 1964
2	Age	64 years	56 years	76 years	62 years
3	DIN	00370425	02117586	00161022	02023395
4	Date of first Appointment	June 07, 2024	March 06, 2025	March 12, 2018	January 01, 2026
5	Qualification	MBA in finance and marketing from the Indian Institute of Management (IIM) Bangalore.	BTech from IIT Kanpur and Master of Science and Ph.D. from Carnegie Mellon University, USA.	B. Tech. (Hons.) in Chemical Engineering from IIT, Kharagpur and MBA from the Peter T. Paul College of Business and Economics at the University of New Hampshire, USA.	B.Tech in Civil Engineering from IIT Bombay, an M.S. in Engineering Mechanics from Virginia Tech, an MBA in Finance and International Economics from Oakland University, and completed the Advanced Management Program at Harvard Business School
6	Brief Resume & Expertise in a specific functional area	• Ms. Uma Ratnam Krishnan has more than 37 years of experience in the Banking and Financial Services Industry. • Ms. Krishnan has been a diplomat with the Indian Foreign Service. Prior to starting her corporate career, she completed an MBA in finance and marketing from the Indian Institute of Management (IIM) Bangalore. • After a short stint in the India Foreign Service, Ms. Uma Ratnam Krishnan has been in Banking and held senior leadership roles in ANZ Grindlays Bank, HDFC Bank, ABN Amro Bank, NatWest Group and Barclays -in India and globally. • Working across many aspects of banking in both India and overseas has given her rich and diverse experience in Business Strategy, Risk Governance and a Global Perspective. In her global roles she has contributed towards shaping and transforming organizations across functions and geographies.	• Mr. Sumit Dutta Chowdhury is a seasoned leader with a strong background in digital transformation, having led and delivered technology based solutions for both companies and Governments across various sectors and geographies. He brings subject matter expertise in technology, government, and ESG, particularly in driving the use of Artificial Intelligence, machine learning, and digital transformation. He has been a Program Manager Consultant under the Smart Cities Mission, including Agra Smart City, which under his guidance has won multiple national, global, and MoHUA awards for technology design and deployment. He led the PMU of Swachh Bharat Mission. He is also consulting with the Government of Mauritius on several Digital transformation projects. • He is the Founder and CEO of GreenEarthX Inc., pioneering the world's first Green Hydrogen Trading Exchange, a Fintech platform for global commerce of sustainable fuels. Also, as the Founder of Gaia Smart Cities, he has been engaged in strategic consulting and Digitalization solutions using its network of global experts in Smart Cities, IOT, Devices, Networks and follow up with execution of the concepts. • Mr. Chowdhury has held leadership roles at Reliance Jio, Reliance Communications, IBM, KPMG, and Brookfield Properties, earning recognition. He is also an author of bestselling career management book, TEDx speaker, and visiting faculty member at Carnegie Mellon University, USA.	• He was the Chief Executive of the Specialty Chemicals, Rubber Chemicals and Explosives businesses of ICI India Limited (now Akzo Nobel India Limited) before being appointed as the Chief Operating Officer. He joined the Board in 1997 and served as Chief Executive Officer and Managing Director of ICI India Limited from 2003. He successfully led the portfolio reshaping of ICI India Ltd. from a diversified chemical Company to a focused and fastest growing player in the paints and coatings business. He was also the Chairman of both ICI's Research Company in India and the joint venture company of ICI with Orica, Australia. • He advises global and local companies on their entry and growth strategies for India and serves as Independent Director on the Boards of Gujarat Alkalies and Chemicals Ltd., and Goodyear India Limited. He is also on the Board of Governors of GSFC University. • Mr. Jain served as Independent Director of the Company till December 31, 2025.	• Mr. Gajanan Vithal Gandhe is a seasoned leader with over 35 years of experience in the global automotive and mobility sector, having held key roles across the USA, China, India, and South Africa. • He is currently the Country Head and Vice President of Dana Incorporated India, leading strategic initiatives including the company's e-mobility strategy and serving on its India based boards. • Previously, he held leadership positions at International Automotive Components, Lear Corporation, Dow Automotive, and General Motors. He brings deep expertise in business transformation, operational scaling, and cross-border team leadership. • Mr. Gandhe holds a B.Tech in Civil Engineering from IIT Bombay, an M.S. in Engineering Mechanics from Virginia Tech, an MBA in Finance and International Economics from Oakland University, and completed the Advanced Management Program at Harvard Business School. He also serves on the boards of other companies, including Minda Corporation Limited and Dana TM4 India Pvt. Ltd.

S No.	Particulars	**Ms. Uma Ratnam** Krishnan Independent Director (appointed w.e.f. June 07, 2024)	**Mr. Sumit Dutta Chowdhury** Independent Director (appointed w.e.f. March 06, 2025)	**Mr. Rajiv Lochan Jain** Independent Director (resigned w.e.f. December 31, 2025)	**Mr. Gajanan Vithal Gandhe** Independent Director (appointed w.e.f. January 01, 2026)
7	Directorships held in Other Companies in India including listed entities from which the person has resigned in the past three years	• Optum Global Solutions (India) Private Limited • Footprint Leisure Private Limited • Barclays Shared Services Private Limited	• Meterology Data Private Limited • Techcrew Solutions Private Limited • Gaia Smart Cities Solutions Private Limited • Technology Innovation in Exploration & Mining Foundation • D and B Foodarts Private Limited • ABM Knowledgeware Limited	Gujarat Alkalies and Chemicals Limited	• Minda Corporation Limited • Insolare Energy Private Limited
8	Chairman/ Member of Committee of the Board of other listed Companies in which they are director	None	None	None	Chairman of the Nomination and Remuneration Committee and Member of the Corporate Social Responsibility and Stakeholders Relationship Committee of Minda Corporation Limited
9	Shareholding in the Company	None	None	None	None
10	Inter-se Relationship between Directors/ Mangers/Key Managerial Personnel	None	None	None	None
11	Remuneration Last Drawn (Sitting Fee)	18 Lakhs	17.25 Lakhs	12 Lakhs	6 Lakhs
12	Number of Board Meetings Attended during the Financial Year 2025-26	10 of 10	10 of 10	7 of 10	3 of 3

Annexure-B

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information

<table>
<tr><td>1.</td><td>Nature of industry</td><td>Manufacturing</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>The Company was registered and incorporated as a Private Company on October 10, 1922 and converted into a Public Company with a Fresh Certificate of Incorporation on March 28, 1961.</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not applicable</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators (past 3 FY)</td><td>Financial Performance:
(Rs In Lakhs)
<table>
<tr><th></th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Revenue from operations</td><td>247,588</td><td>260,805</td><td>255,171</td></tr>
<tr><td>Other income</td><td>1,870</td><td>1,752</td><td>1,697</td></tr>
<tr><td>Total Expenses</td><td>238,965</td><td>2,55,089</td><td>2,44,065</td></tr>
<tr><td>Profit/Loss before tax</td><td>10,493</td><td>7,468</td><td>12,803</td></tr>
<tr><td>Profit/Loss after tax</td><td>6,150</td><td>5,512</td><td>9,485</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any</td><td>Goodyear Orient Company (Private) Limited (incorporated in Singapore) holds 74% Equity Shares in the Company as a Promoter.

There is no Foreign Direct Investment in the Company except above and shares held by FPIs, NRIs and foreign nationals.</td></tr>
</table>

II. A. Information about the Director:

S. No.	Particulars	**Arvind Bhandari** Chairman & Managing Director (appointed w.e.f. January 02, 2025)	**Sandeep Garg** Whole Time Director & Chief Financial Officer (appointed w.e.f. April 07, 2025)	**Varsha Chaudhary Jain** Whole Time Director (resigned w.e.f. December 31, 2025)	**Gajender Singh** Whole Time Director (resigned w.e.f. April 06, 2025)	**Rohitashv Sharma** Whole Time Director (appointed w.e.f. June 01, 2026)
1	Background details	Mr. Arvind Bhandari is a Business Leader with more than 26 years of experience across categories covering the complete consumer space, with Large Indian as well as global multinationals like ITC, Pepsi, and Nestle. His career spans sales, branding, marketing, and general management roles in India, South Africa, and Switzerland, with a global reach across Asia, Africa, LATAM, the Middle East, and the USA. Notable roles in his career include Global CEO of Wyeth Nutrition, EVP & Regional Business Head at Nestle Nutrition, and Managing Director for Eastern & Horn of Africa.	Mr. Sandeep Garg is a Chartered Accountant with approximately 27 years of extensive experience in strategic and operational financial management. He has a proven track record of progressive leadership, driving financial initiatives, and implementing both short-term and long-term financial strategies. He possesses significant expertise in working with private equity investors on large-scale mergers and acquisitions (M&A), including business planning, valuation, due diligence, and post-merger integration. Additionally, Mr. Garg excels in leading and coordinating large, multidisciplinary teams, even beyond his direct span of control, ensuring alignment with organizational objectives. Before this, he served as the Chief Financial Officer at Wavin Industries Limited, where he played a key role in shaping financial strategies and advancing business performance. Prior to Wavin Industries, he has worked with Musahi Auto Parts and Exicom Power Solutions as CFO. He has also spent a significant part of his career working in diverse roles with Schneider Electric India, Motherson Sumi Systems and Premier Global Group.	Ms. Varsha Chaudhary Jain is the Head of Legal & Compliance at Goodyear India Limited and has over 27 years of rich and diverse experience with law firms and large multinational corporations in the FMCG & Healthcare sector. Ms. Jain holds a degree in law from the University of Delhi and has extensive experience in the areas of Law, Compliance, Governance and Corporate Affairs. As part of senior leadership team, she is adept at leveraging legal strategy and compliance to support reputation and business growth. In the past, she has worked with Hindustan Unilever Ltd. where she was the legal lead for the Foods & Refreshments Division. She has also worked with GlaxoSmithKline Consumer Healthcare Ltd., Amway India Enterprises Pvt. Ltd., Kohinoor Foods Ltd. and HB Stockholdings Ltd.	Mr. Gajender Singh has more than two decades of comprehensive experience in Supply Chain. Mr. Singh is with Goodyear for around twelve years in various roles across the Asia Pacific region, including India and has demonstrated proficiency in providing strong leadership in effectively managing supply chain operation including FG & RM across manufacturing sites and distribution centers. Mr. Singh also has experience in implementing logistics & planning solutions tools and automations (D&A) to enhance operational efficiencies. Prior to Goodyear, Mr. Singh was associated with Castrol India Ltd. as Manager Logistics Optimization. Mr. Singh has worked with JCB India Ltd., Honda Motor Company and Trelleborg Automotive and Sealing Solution.	• Mr. Rohitashv Sharma is a result driven and dedicated manufacturing leader with over 25 years of diverse experience in Production, Production Planning & Control (PPC) and Industrial Engineering in tire manufacturing industries. • He is recognized for driving operational excellence through the design and implementation of continuous improvement initiatives that reduce waste, optimize costs, enhance productivity, and ensure consistent adherence to high-quality standards. • Throughout his career, Mr. Sharma has demonstrated strong expertise in streamlining manufacturing processes, improving operational efficiency, maximizing yield, and fostering a collaborative and harmonious industrial relations environment. His strategic and results-oriented approach has consistently contributed to sustainable improvements and improved plant performance. • Since October 2008, Mr. Sharma has been associated with the Goodyear, where he has successfully undertaken several leadership roles of increasing responsibility, including an international assignment as Manufacturing Director at Goodyear Malaysia. His overseas exposure and operational leadership have strengthened his capabilities in managing manufacturing operations and leading cross-functional teams in dynamic business environments. • Currently, he is holding the position of manufacturing director of Ballabgarh Plant of the Company.

S. No.	Particulars	**Arvind Bhandari** Chairman & Managing Director (appointed w.e.f. January 02, 2025)	**Sandeep Garg** Whole Time Director & Chief Financial Officer (appointed w.e.f. April 07, 2025)	**Varsha Chaudhary Jain** Whole Time Director (resigned w.e.f. December 31, 2025)	**Gajender Singh** Whole Time Director (resigned w.e.f. April 06, 2025)	**Rohitashv Sharma** Whole Time Director (appointed w.e.f. June 01, 2026)
2	Past remuneration	686. 21 Lakhs	238.33 Lakhs	142.66 Lakhs	3.01Lakhs	None
3	Recognition or awards	-	-	-	-	-
4	Job profile and his suitability	Mr. Arvind Bhandari was appointed as Chairman and Managing Director of the Company w.e.f. January 02, 2025. He is a member of Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee	Mr. Sandeep Garg was appointed as Whole Time Director and Chief Financial Officer of the Company for a period of five years with effect from April 07, 2026. He is a member of Corporate Social Responsibility Committee and Risk Management Committee.	Ms. Varsha Chaudhary Jain was appointed as Whole Time Director for a period of five years w.e.f. November 12, 2024. Further, Ms. Varsha Chaudhary Jain resigned as Whole Time Director of the Company from the close of business hours on December 31, 2025.	Mr. Gajender Singh was appointed as Whole Time Director of the Company for a period of five years with effect from w.e.f. September 02, 2024. Further, Mr. Gajender Singh resigned as Whole Time Director of the Company from the close of business hours on April 06, 2025.	Mr. Rohitashv Sharma was appointed as Whole Time Director of the Company for a period of five years with effect from June 01, 2026
5	Remuneration proposed	As stated in the Explanatory Statement in Item No. 6, 7, 8 & 9 of this AGM Notice.				
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Executive Directors is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.				
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	There is no other pecuniary relationship with the Company or the Managerial Personnel.				

III. Other information:

1. **Reasons of loss or inadequate profits:**
   Due to the impact of the strategic review of Farm business, low volume, and other various macro economic factor, the aggregate managerial remuneration paid to all the Directors, including the Managing Director(s) and Whole-time Director(s), has exceeded the limit of eleven percent (11%) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

2. **Steps taken or proposed to be taken for improvement:**
   Although the Company has reported profits, it continues to take necessary steps towards operational and strategic improvement to enhance overall efficiency, sustain long-term growth, and strengthen internal processes.

3. **Expected increase in productivity and profits in measurable terms:**
   Although the Company has reported profits, it continues to take necessary steps towards operational and strategic improvement to enhance overall efficiency, sustain long-term growth, and strengthen internal processes.

Notes

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