



RESULTS OF POSTAL BALLOT DATED JANUARY 16, 2015

A. Background:

Pursuant to Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration Rules) 2014, consent of the members was sought by way of passing Ordinary and Special Resolutions through postal ballot in terms of Postal Ballot Notice dated January 16, 2015 ("**Postal Ballot Notice**") on the matters set out therein. The Postal Ballot Notice containing ordinary and special resolutions along with Explanatory Statement and Postal Ballot Forms was sent to all the members of the Company and the last date of receipt of the Postal Ballot Form (either through physical submission or through e-voting) was Thursday, March 5, 2015 (6.00 P.M.).

B. Appointment of Scrutinizer and Scrutinizer's Report:

In this regard, Board had appointed Mr. Chetan Gupta, a Practicing Company Secretary (C.P. No. 7077) & Partner of APAC & Associates as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report dated March 10, 2015. On the basis of the Scrutinizer's Report, it is hereby declared that the Ordinary and Special Resolutions, as set out in the Postal Ballot Notice, have been duly passed by the members of the Company with requisite majority.

C. Details of the voting results

The details of the voting results for the Ordinary and Special Resolutions passed through postal ballot process (including e-voting) are as under:

Date of the Declaration of Results	March 12, 2015
Total number of shareholders on record date (January 16, 2015)	27278
No. of Shareholders present in the meeting either in person or through proxy: • Promoters and Promoter Group: • Public:	NOT APPLICABLE (Postal ballot)



No. of Shareholders attended the meeting through video conferencing:	
• Promoters and Promoter Group:	NOT APPLICABLE (Postal ballot)
• Public:	

Agenda No. 1:

Revision in the remuneration of Mr Rajeev Anand, Vice-Chairman & Managing Director effective May 1, 2014

Resolution required

Special

Mode of voting

Postal ballot including E-voting

Promoter/ Public	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2067598	17000	99.18	0.82
Public-Others	59378	59378	100	53920	5458	90.81	9.19
Total	19213191	19213191	100	19190733	22458	99.88	0.12

*Excluding Invalid Votes.



Agenda No. 2:

Revision in the remuneration of Mr Yashwant Singh Yadav, Director – HR & Corporate Affairs effective May 1, 2014

Resolution required

Special

Mode of voting

Postal ballot including E-voting

Promoter/ Public	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding g shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2067598	17000	99.18	0.82
Public-Others	51726	51726	100	45175	6551	87.34	12.66
Total	19205539	19205539	100	19181988	23551	99.88	0.12

*Excluding Invalid Votes.



Agenda No. 3:

Appointment of Ms Sudha Ravi as an Independent Director for 5 years effective June 7, 2014

Resolution required

Ordinary

Mode of voting

Postal ballot including E-voting

Promoter/ Public	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2084598	0	100.00	0.00
Public-Others	51997	51997	100	49451	2546	95.10	4.90
Total	19205810	19205810	100	19203264	2546	99.99	0.01

*Excluding Invalid Votes.



Agenda No. 4:

Amendment of Articles of Association of the Company

Resolution required

Special

Mode of voting

Postal ballot including E-voting

Promoter/ Public	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2084598	0	100.00	0.00
Public-Others	52056	52056	100	50299	1757	96.62	3.38
Total	19205869	19205869	100	19204112	1757	99.99	0.01

*Excluding Invalid Votes.



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Agenda No. 5:

Appointment of Mr Ravi Vira Gupta as an Independent Director

Resolution required

Ordinary

Mode of voting

Postal ballot including E-voting

Promoter/ Public	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	108008	1976590	5.18	94.82
Public-Others	52036	52036	100	49490	2546	95.11	4.89
Total	19205849	19205849	100	17226713	1979136	89.70	10.30

*Excluding Invalid Votes.



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Agenda No. 6:

Appointment of Mr. Chandrashekhar Dasgupta as an Independent Director

Resolution required

Ordinary

Mode of voting

Postal ballot including E-voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	108008	1976590	5.18	94.82
Public-Others	52044	52044	100	49398	2646	94.92	5.08
Total	19205857	19205857	100	17226621	1979236	89.69	10.31

*Excluding Invalid Votes.

Thanking you
Yours very truly,

For **Goodyear India Limited**



Rajeev Anand
(Vice Chairman & Managing Director)
DIN: 02519876

Date: March 12, 2015





Ref. No. 94/2014-15

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s Goodyear India Limited
Mathura Road, Ballabgarh,
Faridabad, Haryana-121004

Dear Sir,

1. I, Chetan Gupta, a Company Secretary in Practice, appointed by the Board of Directors of M/s Goodyear India Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the Postal Ballot voting process in a fair and transparent manner to seek the approval of the holders of Equity Shares for passing of the 6 (Six) Resolutions.

Special Resolution:

- Item No. 1:** Revision in the Remuneration of Mr. Rajeev Anand, Vice Chairman & Managing Director effective May 1, 2014.
- Item No. 2:** Revision in the Remuneration of Mr. Yashwant Singh Yadav, Director - HR & Corporate Affairs effective May 1, 2014.
- Item No. 4:** Amendment of Articles of Association of the Company.

Ordinary Resolution:

- Item No. 3:** Appointment of Ms. Sudha Ravi as an Independent Director.
- Item No. 5:** Appointment of Mr. Ravi Vira Gupta as an Independent Director.
- Item No. 6:** Appointment of Mr. Chandrashekhar Dasgupta as an Independent Director.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above.
3. Further for the above, I submit my report as under:

CERTIFIED TRUE COPY
For GOODYEAR INDIA LIMITED

[Signature]
Company Secretary

Head Office : 701-702, R.G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034.

Tel. : +91-11-4738 1100-05, 08 • Fax : +91-11-4738 1109 • E-mail : info@apac.in • Website : www.apac.in

Branch Office : 145-146, Tower B-2, Spaze I-Tech Park, Sohna Road, Sector-49, Sohna Road, Gurgaon-122 102. Tel.: 0124-4264510.





APAC & ASSOCIATES

COMPANY SECRETARIES

- (a) The Company has completed on February 3, 2015, the dispatch of Notice along with Postal Ballot Forms and a self-addressed postage prepaid business reply envelope to its members through registered post and also sent an email through National Securities Depository Limited (NSDL) along with the details of Login ID and password to its members whose email ID was registered with the Company or its Registrar and Transfer Agent as on cut-off date i.e. January 16, 2015.
- (b) The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility.
- (c) The particulars of all Postal Ballot forms received from the Members as well as details of e-voting as recorded through online platform provided by NSDL have been consolidated and entered in a Computerized Register separately maintained for the purpose.
- (d) The physical postal ballot forms were kept under our safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- (e) The ballot box was duly opened on March 9, 2015 in my presence with due identification marks placed by me and the electronic votes were duly examined. The Ballot papers were diligently scrutinized and the detail of shareholders with signature was verified on random basis.
- (f) The envelopes containing postal ballot forms that were received after the close of working hours i.e. after 06:00 p.m. on Thursday, March 5, 2015 were not considered for my scrutiny and kept separately.
- (g) The postal ballot forms were duly scrutinized and the Shareholding was matched / confirmed with the Register of Shareholder(s) of the Company.
- (h) All the postal ballot forms received either in physical or by casting of votes electronically through NSDL portal up to the close of working hours i.e. 06:00 p.m. on Thursday, March 5, 2015, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
- (i) The ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
- (j) I have not found any defaced or mutilated ballot paper.

For K. J. Jee
Company Secretary



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Head Office : 701-702, R.G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034.
Tel. : +91-11-4738 1100-05, 08 • Fax : +91-11-4738 1109 • E-mail : info@apac.in • Website : www.apac.in

Branch Office : 145-146, Tower B-2, Spaze I-Tech Park, Sohna Road, Sector-49, Sohna Road, Gurgaon-122 102. Tel.: 0124-4264510.

- (k) In terms of Procedure and Instructions for E-voting given along with Notice, the e-voting was considered valid in case the shareholders opted to vote through both modes i.e. physical as well as electronically.
- (l) A summary of the Postal Ballot forms received / votes cast electronically are given below:

Item No. 1

Revision in the Remuneration of Mr. Rajeev Anand, Vice Chairman & Managing Director effective May 1, 2014:

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	320	19085875	
	2. Total E-voting options received	88	127804	
	Total Votes (1+2)	408	19213679	
(b)	Less: Invalid Votes	28	7824	
(c)	3. Net Valid Postal Ballot forms	304	19090387	99.36
	4. Net Valid E-voting options	86	122804	0.64
	Total Valid Votes (3+4)	390	19213191	100.00
(d)	5. Postal Ballot forms with assent of the resolution	274	19085901	99.34
	6. E-voting Options with assent for the resolution	65	104832	0.55
	Total Assent (5+6)	339	19190733	99.88
(e)	7. Postal ballot forms with dissent for the resolution	30	4486	0.02
	8. E-voting options with dissent for the resolution	21	17972	0.10
	Total Dissent (7+8)	51	22458	0.12



For DOCUMENTS
APAC & ASSOCIATES
NEW DELHI
Company Secretary

Item No. 2

Revision in the Remuneration of Mr. Yashwant Singh Yadav, Director - HR & Corporate Affairs effective May 1, 2014:

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	324	19085559	
	2. Total E-voting options received	88	127804	
	Total Votes (1+2)	412	19213363	
(b)	Less: Invalid Votes	28	7824	
(c)	3. Net Valid Postal Ballot forms	298	19082735	99.36
	4. Net Valid E-voting options	86	122804	0.64
	Total Valid Votes (3+4)	384	19205539	100.00
(d)	5. Postal Ballot forms with assent of the resolution	266	19078161	99.34
	6. E-voting Options with assent for the resolution	61	103827	0.54
	Total Assent (5+6)	327	19181988	99.88
(e)	7. Postal ballot forms with dissent for the resolution	32	4574	0.02
	8. E-voting options with dissent for the resolution	25	18977	0.10
	Total Dissent (7+8)	57	23551	0.12

Item No. 3

Appointment of Ms. Sudha Ravi as an Independent Director:

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	323	19085890	
	2. Total E-voting options received	87	127744	
	Total Votes (1+2)	410	19213634	



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(b)	Less: Invalid Votes	28	7824	
(c)	3. Net Valid Postal Ballot forms	297	19083066	99.36
	4. Net Valid E-voting options	85	122744	0.64
	Total Valid Votes (3+4)	382	19205810	100.00
(d)	5. Postal Ballot forms with assent of the resolution	286	19081993	99.36
	6. E-voting Options with assent for the resolution	79	121271	0.63
	Total Assent (5+6)	365	19203264	99.99
(e)	7. Postal ballot forms with dissent for the resolution	11	1073	0.01
	8. E-voting options with dissent for the resolution	6	1473	0.00
	Total Dissent (7+8)	17	2546	0.01

Item No. 4

Amendment of Articles of Association of the Company:

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	324	19085919	
	2. Total E-voting options received	89	127774	
	Total Votes (1+2)	413	19213693	
(b)	Less: Invalid Votes	28	7824	
(c)	3. Net Valid Postal Ballot forms	298	19083095	99.36
	4. Net Valid E-voting options	87	122774	0.64
	Total Valid Votes (3+4)	385	19205869	100.00
(d)	5. Postal Ballot forms with assent of the resolution	286	19081842	99.35
	6. E-voting Options with assent for the resolution	83	122270	0.64
	Total Assent (5+6)	369	19204112	99.99
(e)	7. Postal ballot forms with dissent for the resolution	12	1253	0.01

8. E-voting options with dissent for the resolution	4	504	0.00
Total Dissent (7+8)	16	1757	0.01

Item No. 5

Appointment of Mr. Ravi Vira Gupta as an Independent Director:

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	323	19085917	
	2. Total E-voting options received	87	127754	
	Total Votes (1+2)	410	19213671	
(b)	Less: Invalid Votes	27	7822	
(c)	3. Net Valid Postal Ballot forms	298	19083095	99.36
	4. Net Valid E-voting options	85	122754	0.64
	Total Valid Votes (3+4)	383	19205849	100.00
(d)	5. Postal Ballot forms with assent of the resolution	285	17105454	89.06
	6. E-voting Options with assent for the resolution	77	121259	0.63
	Total Assent (5+6)	362	17226713	89.70
(e)	7. Postal ballot forms with dissent for the resolution	13	1977641	10.29
	8. E-voting options with dissent for the resolution	8	1495	0.01
	Total Dissent (7+8)	21	1979136	10.30

Item No. 6

Appointment of Mr. Chandrashekhar Dasgupta as an Independent Director:

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	320	19085875	

APAC & ASSOCIATES
For SECRETARIAL SERVICES
[Signature]
Company Secretary



	2. Total E-voting options received	88	127804	
	Total Votes (1+2)	408	19213679	
(b)	Less: Invalid Votes	27	7822	
(c)	3. Net Valid Postal Ballot forms	295	19083053	99.36
	4. Net Valid E-voting options	86	122804	0.64
	Total Valid Votes (3+4)	381	19205857	100.00
(d)	5. Postal Ballot forms with assent of the resolution	281	17105312	89.06
	6. E-voting Options with assent for the resolution	78	121309	0.63
	Total Assent (5+6)	359	17226621	89.69
(e)	7. Postal ballot forms with dissent for the resolution	14	1977741	10.30
	8. E-voting options with dissent for the resolution	8	1495	0.01
	Total Dissent (7+8)	22	1979236	10.31

I would like to inform you that all the above Resolutions at Item No 1, 2, 3, 4, 5 & 6 of the Notice dated January 16, 2015 have been passed with requisite majority. You may accordingly declare the result of the postal ballot voting.

Thanking you,
Yours faithfully,
For APAC & Associates
Company Secretaries



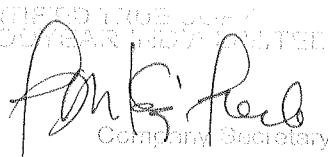
Chetan Gupta
Partner
Membership No. 6496
C.P. No. 7077



Date: March 10, 2015
Place: New Delhi

Enclosure:

1. Annexure 1 – Annexure to Scrutinizer's Report on Postal Ballot (February 4, 2015 To March 5, 2015) of M/S Goodyear India Limited in the format prescribed in Clause 35A of Listing Agreement.


Company Secretary

ANNEXURE - 1

ANNEXURE TO SCRUTINIZER'S REPORT ON POSTAL BALLOT (FEBRUARY 4, 2015 TO MARCH 5, 2015) OF M/S GOODYEAR INDIA LIMITED IN THE FORMAT PRESCRIBED AS PER CLAUSE 35A OF LISTING AGREEMENT

ITEM NO. 1

Revision in the Remuneration of Mr. Rajeev Anand, Vice Chairman & Managing Director effective May 1, 2014:

Promoter / Public	No. of shares held (1)*	Total Valid Votes (2)	% of votes polled on outstanding shares (3) [(2/1)*100]	Total Assent (4)	Total Dissent (5)	% votes in favor (6) [(4/2)*100]	% votes in dissent (7) [(5/2)*100]
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2067598	17000	99.18	0.82
Public-Others	59378	59378	100	53920	5458	90.81	9.19
Total	19213191	19213191	100	19190733	22458	99.88	0.12

*Excluding Invalid Votes.



APAC & ASSOCIATES, NEW DELHI
 OCT 10 2014
 10:10 AM
 10:10 AM

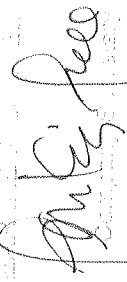
ITEM NO. 2

Revision in the Remuneration of Mr. Yashwant Singh Yadav, Director – HR & Corporate Affairs effective May 1, 2014:

Promoter / Public	No. of shares held (1)*	Total Valid Votes (2)	% of votes polled on outstanding shares (3) [[2/1]*100]	Total Assent (4)	Total Dissent (5)	% votes in favor (6) [(4/2)*100]	% votes in dissent (7) [(5/2)*100]
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2067598	17000	99.18	0.82
Public-Others	51726	51726	100	45175	6551	87.34	12.66
Total	19205539	19205539	100	19181988	23551	99.88	0.12

*Excluding Invalid Votes.



for & on behalf of


ITEM NO. 3

Appointment of Ms. Sudha Ravi as an Independent Director:

Promoter / Public	No. of shares held (1)*	Total Valid Votes (2)	% of votes polled on outstanding shares (3) [(2/1)*100]	Total Assent (4)	Total Dissent (5)	% votes in favor (6) [(4/2)*100]	% votes in dissent (7) [(5/2)*100]
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2084598	0	100.00	0.00
Public-Others	51997	51997	100	49451	2546	95.10	4.90
Total	19205810	19205810	100	19203264	2546	99.99	0.01

*Excluding Invalid Votes.

Sudha Ravi
Company Secretary

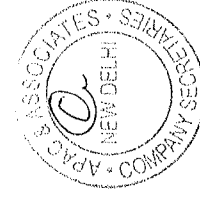


ITEM NO. 4

Amendment of Articles of Association of the Company:

Promoter / Public	No. of shares held (1)*	Total Valid Votes (2)	% of votes polled on outstanding shares (3) [(2/1)*100]	Total Assent (4)	Total Dissent (5)	% votes in favor (6) [(4/2)*100]	% votes in dissent (7) [(5/2)*100]
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	2084598	0	100.00	0.00
Public-Others	52056	52056	100	50299	1757	96.62	3.38
Total	19205869	19205869	100	19204112	1757	99.99	0.01

*Excluding Invalid Votes.



FOR GOODVERNANCE

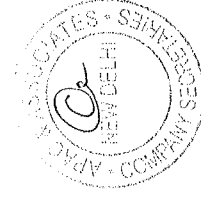
 Secretary

ITEM NO. 5

Appointment of Mr. Ravi Virra Gupta as an Independent Director:

Promoter / Public	No. of shares held (1)*	Total Valid Votes (2)	% of votes polled on outstanding shares (3) [(2/1)*100]	Total Assent (4)	Total Dissent (5)	% votes in favor (6) [(4/2)*100]	% votes in dissent (7) [(5/2)*100]
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutional holders	2084598	2084598	100	108008	1976590	5.18	94.82
Public-Others	52036	52036	100	49490	2546	95.11	4.89
Total	19205849	19205849	100	17226713	1979136	89.70	10.30

*Excluding Invalid Votes.



APAC ASSOCIATES SECURITIES
NEW DELHI
COMPANY SECRETARY
For GOODYEAR LTD.
M. K. P. Rao

ITEM NO. 6

Appointment of Mr. Chandrashekhar Dasgupta as an Independent Director:

Promoter / Public	No. of shares held (1)*	Total Valid Votes (2)	% of votes polled on outstanding shares (3) [(2/1)*100]	Total Assent (4)	Total Dissent (5)	% votes in favor (6) [(4/2)*100]	% votes in dissent (7) [(5/2)*100]
Promoter and Promoter Group	17069215	17069215	100	17069215	0	100.00	0.00
Public - Institutional holders	2084598	2084598	100	108008	1976590	5.18	94.82
Public-Others	52044	52044	100	49398	2646	94.92	5.08
Total	19205857	19205857	100	17226621	1979236	89.69	10.31

*Excluding Invalid Votes.



For RECOVERED & RE-REGISTERED
APAC & ASSOCIATES PRIVATE LIMITED
 Company Secretary