

**Quarterly Compliance report on Corporate Governance**

Name of the Company : Goodyear India Limited

Quarter ending on : March 31, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non executive Directors' Compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	N.A	The company has no subsidiary company
<b>VI. Risk Management</b>	49 (VI)	Yes	Clause 49(VI)(C) – Not Applicable
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	Transactions are with Goodyear South Asia Tyres Private Limited.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	Nothing in the subject Quarter
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	-
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	-
<b>XI. Compliance</b>	49 (XI)	Yes	-



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