

**Format to be submitted by listed entity on quarterly basis**  
**[Refer Regulation 27(2) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 read with Annexure I of SEBI Circular No CIR/CFD/CMD/5/2015 dated September 24, 2015]**

1. Name of Listed Entity: Goodyear India Limited (Scrip Code: 500168)
2. Quarter ending: March 31, 2016

I. Composition of Board of Directors								
Title (Mr ./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Christopher Raymond Delaney (Mr James Constantine Venizelos is Alternate Director) #	NA & 07348894	Chairperson- Non Executive Director	01/01/2016	NA	1	0	0
Mr	Rajeev Anand	AACPA2436L & 02519876	Executive Director	20/02/2014^	NA	1	1	0
Mr	Yashwant Singh Yadav	AAGPY9506P & 03288600	Executive Director	01/11/2015^^	NA	1	1	0
Mr	Ravi Vira Gupta	AAAPG1093R & 00017410	Non Executive- Independent Director	12/03/2015@@	3	6	6	3
Mr	Chandrashekar Dasgupta	AEOPD5594C & 00381799	Non Executive- Independent Director	12/03/2015@@	5	1	1	1
Ms	Sudha Ravi	ATCPS4815L & 06764496	Non Executive- Independent Director	07/06/2014	5	2	3	0



\$PAN number of any director would not be displayed on the website of Stock Exchange  
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# Mr James Constantine Venizelos appointed as an Alternate Director to Mr Christopher Raymond Delaney w.e.f 05/02/2016 and he does not hold any directorship in other companies.

^ Original date of appointment of Mr Rajeev Anand is 20/02/2009

^^ Original date of appointment of Mr Yashwant Singh Yadav is 01/11/2010

@ Appointed in terms of Companies Act, 2013 and other applicable laws for the fixed term of 3 Consecutive years effective 12/03/2015, however original date of appointment was 27/10/1998

@@ Appointed in terms of Companies Act, 2013 and other applicable laws for the fixed term of 5 consecutive years effective 12/03/2015, however original date of appointment was 01/05/2001.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) *
1. Audit Committee	Mr Ravi Vira Gupta	Chairperson- Non- Executive-Independent Director
	Mr Chandrashekhhar Dasgupta	Non- Executive-Independent Director
	Ms Sudha Ravi	Non- Executive-Independent Director
	Mr Rajeev Anand	Executive Director
2. Nomination & Remuneration Committee	Ms Sudha Ravi	Chairperson- Non- Executive-Independent Director
	Mr Ravi Vira Gupta	Non- Executive-Independent Director
	Mr Christopher Raymond Delaney (Mr James Constantine Venizelos is an Alternate Director)	Non- Executive Director
3. Risk Management Committee(if applicable)	NOT APPLICABLE	
4. Stakeholders Relationship Committee	Mr Chandrashekhhar Dasgupta	Chairperson- Non- Executive-Independent Director
	Mr Ravi Vira Gupta	Non- Executive-Independent Director
	Ms Sudha Ravi	Non- Executive-Independent Director
	Mr Yashwant Singh Yadav	Executive Director





&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* Mr James Constantine Venizelos appointed as an Alternate Director to Mr Christopher Raymond Delaney w.e.f 05/02/2016 and he does not hold any directorship in other companies

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
November 05, 2015	February 05, 2016	91 days

### IV. Meeting of Committees

#### A. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in	Maximum gap between any two consecutive meetings in number of days*
February 05, 2016	Yes, 3 out of 4 Members were present throughout both the meeting	November 05, 2015	91 days

#### B. Stakeholder Relationship Committee



Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 05, 2016	Yes, 3 out of 4 Members were present throughout the meeting	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) <b>NOT APPLICABLE</b></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors in the meeting held on February 05, 2016. Any comments/observations/advice of Board of Directors may be mentioned here:-</p>	
<p style="text-align: right;">For Goodyear India Limited</p> <p style="text-align: right;">   Pankaj Gupta  Company Secretary </p> <p style="text-align: center;">  </p>	

*(Handwritten mark)*

## ANNEXURE II

**Format to be submitted by listed entity at the end of the Financial Year March 31, (i.e January 01, 2015 to March 31, 2016)- 15 Months.**

<b>I. Disclosure on website in items of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/ No/ NA)</b>
Details of Business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact Information of the Designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		NA
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/ No/ NA)</b>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA





Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. <b>NOT APPLICABLE</b></p>		



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