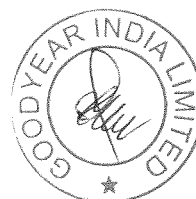


**Quarterly Compliance report on Corporate Governance**

**Name of the Company** : Goodyear India Limited  
**Quarter ending on** : September 30, 2013

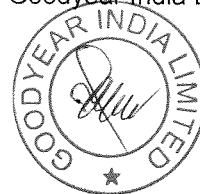
Particulars	Clauses of Listing Agreement	Compliance Status (Yes / No)	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	-
(B) Non executive Directors' Compensation & Disclosures	49(IB)	Yes	-
(C) Other provisions as to Board and Committees	49(IC)	Yes	-
(D) Code of Conduct	49(ID)	Yes	-
<b>II. Audit Committee</b>	49II		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	-
(B) Meeting of Audit Committee	49(IIB)	Yes	-
(C) Powers of Audit Committee	49(IIC)	Yes	-
(D) Role of Audit Committee	49(IID)	Yes	-
(E) Review of Information by Audit Committee	49(IIE)	Yes	-
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	<b>N.A.</b>	<b>The Company has no Subsidiary company</b>
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party Transactions	49(IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	-
(C) Board Disclosures (Risk management)	49(IV C)	Yes	-
(D) Proceeds from Public Issues, Issues, Preferential Issues etc.	49(IV D)	<b>N.A.</b>	<b>The company did not raise any Rights money during the quarter</b>



*(Handwritten signature)*

(E) Remuneration of Directors	49(IV E)	Yes	-
(F) Management	49(IV F)	Yes	-
(G) Shareholders	49(IV G)	Yes	-
<b>V. CEO / CFO Certification</b>	49(V)	Yes	-
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	-
<b>VII. Compliance</b>	49(VII)	Yes	-

For Goodyear India Limited



Company Secretary

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