



GOODYEAR INDIA LIMITED

Vigil Mechanism (including Whistle-blower Mechanism/Policy)

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Vigil Mechanism / Whistle Blower Policy

Goodyear India Limited (hereinafter referred to as “GIL” or “the Company”) has formulated this Vigil Mechanism/ Whistle Blower Policy in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scope and Applicability

This Vigil Mechanism/ Whistle Blower Policy shall be applicable to all Directors and Employees (i.e. Officers, Salaried and Hourly Associates) and other Stakeholders of the Company.

Goodyear has built a reputation as a company committed to highest ethical and legal standards in doing business. We take pride in our reputation, and we believe that every Employee has a responsibility to act with honesty, integrity and respect to protect our business and our good name. It is also the responsibility of employees to report instances where others are engaged in unethical behaviour, when they are not acting with honesty, integrity and respect. Goodyear’s Business Conduct Manual provides details about some of the ways in which Goodyear associates must act with integrity.

Directors and Employees can confidentially report concerns about possible unethical, illegal or inappropriate activity and may do so, even anonymously. The procedure and channels for reporting has been defined in the Goodyear Business Conduct Manual and relevant extract of the same has been reproduced and annexed as **Annexure 1** to this Policy for the sake of easy reference. In exceptional or appropriate cases, the Chairperson of the Audit Committee can be directly accessed through the “Goodyear Integrity Hotline”.

This channel may also be used for reporting any instances of leak or suspected leak of unpublished price sensitive information as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. Where the complaint relates to leakage or suspected leakage of Unpublished Price Sensitive Information (UPSI), steps outlined in Policy and Procedures for inquiry in case of Leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information Can also be followed.

The Company strictly prohibits any form of retaliation against Individuals who:

- (a) report in good faith known or suspected violations of policy or law (even if those concerns are found to be unsubstantiated) or
- (b) participate and cooperate honestly and completely in an investigation.

Note: All employees/directors are advised to go through the ‘Policy and Procedures for Inquiry in case of Leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information’, forming part of the Institutional Mechanism for Prevention of Insider Trading, available on intranet of the Company.

References

The Policy should be referred to in conjunction, amongst others, with the following:

- Business Conduct Manual and
- Applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

Amendment

The Company holds the right to amend or modify the Policy, without assigning any reason whatsoever, as and when deemed suitable. In case of any difference in statutory provisions applicable on the Policy and the Policy, the statutory provisions will prevail. The updated Vigil Mechanism/ Whistle Blower Policy shall be made available to all the stakeholders of the Company, on the website of the Company, as soon as the amended Policy becomes notified.

PROTECT OUR GOOD NAME

HOW TO USE THIS MANUAL

This Business Conduct Manual (“Manual”) will help you understand Goodyear’s commitment to following the highest ethical and legal standards in doing business and recognize and do the “right” thing. The Manual does not cover every law or ethical standard for every situation you may face, but it summarizes many of the legal and ethical requirements we all must follow.

The Manual applies to every associate of the Goodyear family of companies worldwide, so “Goodyear” or “Company” refers to any such company, and “associate” means every director, officer and salaried and hourly associate, unless otherwise specified. In a number of instances, the rules described in this Manual also apply to other people working on our behalf or at our direction, for example contractors, brokers or agents.

TAKE NOTE

This Business Conduct Manual and the policies described in it are not an employment contract. Goodyear does not create any contractual rights by issuing the Manual or the policies.

All information in the Manual is important, whether or not your work today seems to be affected by any particular topic. Goodyear requires you to read and understand this Manual, to ask for help with anything you do not understand, to seek advice regarding particular matters and situations and to report any known or suspected violation that comes to your attention.

For compliance and ethics information or advice, you may contact:

- Your manager;
- Your Human Resources representative;
- The VP, Compliance & Ethics at 1-330-796-6635 (GTN 446-6635); the Director, Compliance & Ethics at 1-330-796-7288 (GTN 446-7288); or a Regional Director, Compliance & Ethics (see [Compliance & Ethics Website: http://go.goodyear.com/ethics/](#) for contact information);
- The VP, Internal Audit at 1-330-796-3143 (GTN 446-3143);
- The [Goodyear Integrity Hotline](#) (phone numbers and web intake form may be accessed at www.goodyear.ethicspoint.com); or
- The Goodyear lawyer responsible for your business or function or the Office of the General Counsel.

Contact	Phone Numbers
Office of the General Counsel, Goodyear Corporate	1-330-796-2408 GTN 446-2408
Associate General Counsel, Americas	1-330-796-9435 GTN 446-9435
Associate General Counsel, Asia Pacific	86-21-6132-6085 GTN 601-6085
Associate General Counsel, Europe, Middle East and Africa	32-2-761-1807 GTN 669-1807

SPEAK UP!

REPORTING A CONCERN

If you have a concern regarding a compliance and ethics issue, you must make a report to any of the following resources:

- Your manager;
- Your Human Resources representative;
- The VP, Compliance & Ethics, the Director, Compliance & Ethics or a Regional Director, Compliance & Ethics;
- The VP, Internal Audit;
- The [Goodyear Integrity Hotline](#) (phone numbers and web intake form may be accessed at www.goodyear.ethicspoint.com);
- The Goodyear lawyer responsible for your business or function, or the Office of the General Counsel.

WHAT WILL GOODYEAR DO WHEN IT RECEIVES A REPORT THROUGH THE INTEGRITY HOTLINE?

Each report is reviewed by the Goodyear Compliance & Ethics Department to determine how the Company should best review the matter.

Goodyear's Integrity Hotline is operated by a third-party provider that accepts reports, either by telephone or online, and then forwards the reports to Goodyear's Compliance & Ethics Department. The Integrity Hotline is available 24 hours a day, every day of the year.

If you call the Integrity Hotline, translation services are available upon request. You may also submit reports to the Integrity Hotline online in any language.

You may use Goodyear's Integrity Hotline to report a possible violation anonymously. If you do so, you must give enough information about the possible violation for Goodyear to conduct an effective investigation.

Some restrictions on anonymous reporting may apply in certain locations in the European Union because of local privacy laws. Where anonymous reporting is prohibited by local law, you may still make a report to the Integrity Hotline or by contacting one of the resources on [p. 5](#).

