

Goodyear India Limited

Corporate Office :

1st Floor, ABW Elegance Tower
Plot No. 8, Commercial Centre
Jasola, New Delhi - 110 025

GOODYEAR

Telephone

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Telefax

+91 11 47472715

email

gyi_info@goodyear.com

website

www.goodyear.co.in

August 13, 2020

To
The Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code: 500168

Dear Sir(s),

Sub: Proceedings, Scrutinizer Report and details of Voting Results of the 59th Annual General Meeting ("AGM")

This is to inform you that the 59th AGM of the Company was held on Thursday, August 13, 2020 at 11.00 a.m. In this regard, please find enclosed the following:

- a. Proceedings of the AGM pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- c. The Scrutinizer Report dated August 13, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

We request you to take the above on record.

Thanking you.

Yours sincerely,
For Goodyear India Limited

Sonali



Sonali Khanna
Head-Legal, Compliance & Company Secretary

Encl. As above

ONE TEAM

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND E-VOTING SYSTEM) AT 59th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON THURSDAY, AUGUST 13, 2020 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM), PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM: Thursday, August 13, 2020 [Remote e-Voting period: Monday, August 10, 2020 (9:30 a.m.) to Wednesday, August 12, 2020 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut-off Date") 23,701 Shareholders holding 2,30,66,507 shares.
(August 06, 2020)

No. of shareholders present in the meeting either in person or through proxy:

Promoters & Promoter Group: NA
Public: NA

No. of Shareholders attended the meeting through Video Conferencing:

Promoters & Promoter Group: **1 (one)**
Public: **168**



Agenda 1: Adoption of the Financial Statements of the Company for the Financial Year ended March 31, 2020, including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				(3)=[(2)/(1)]* 100	-4	-5	(6)=[(4)/(2)] *100	*100
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	2158995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	2158995	0	100.00	0.00
Public – Non Institutions	E-Voting	2587529	15502	0.60	15242	260	98.32	1.68
	Poll		0	0.00	0	0	0.00	0.00
	Total		15502	0.60	15242	260	98.32	1.68
Total		23066507	19243712	83.43	19243452	260	100.00	0.00



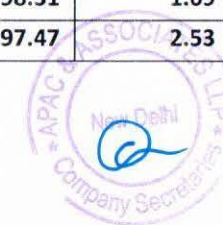
Agenda 2: Declaration of dividend of Rs. 13/- per equity share of Rs. 10/- each for the Financial Year ended March 31, 2020.

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				$(3)=[(2)/(1)]*100$	-4	-5	$(6)=[(4)/(2)]$	*100
							*100	
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	2158995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	2158995	0	100.00	0.00
Public – Non Institutions	E-Voting	2587529	15502	0.60	15356	146	99.06	0.94
	Poll		0	0.00	0	0	0.00	0.00
	Total		15502	0.60	15356	146	99.06	0.94
Total		23066507	19243712	83.43	19243566	146	100.00	0.00



Agenda 3: Appointment of Director in place of Ms. Nicole Amanda Nuttall (DIN: 08164858), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]	*100
							*100	
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	1672298	486697	77.46	22.54
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	1672298	486697	77.46	22.54
Public – Non Institutions	E-Voting	2587529	15477	0.60	15216	261	98.31	1.69
	Poll		0	0.00	0	0	0.00	0.00
	Total		15477	0.60	15216	261	98.31	1.69
Total		23066507	19243687	83.43	18756729	486958	97.47	2.53



Agenda 4: Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending on March 31, 2021.

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				$(3)=[(2)/(1)]*100$	-4	-5	$(6)=[(4)/(2)]$	*100
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	2158995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	2158995	0	100.00	0.00
Public – Non Institutions	E-Voting	2587529	15477	0.60	15196	281	98.18	1.82
	Poll		0	0.00	0	0	0.00	0.00
	Total		15477	0.60	15196	281	98.18	1.82
Total		23066507	19243687	83.43	19243406	281	100.00	0.00

APAC SOCIETY LLP
 New Delhi
 Company Secretary

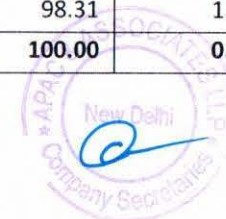
Agenda 5: Appointment of Mr. Rajeev Kher (DIN: 01192524) as an Independent Director of the Company to hold office for a term of five (5) consecutive years w.e.f. March 06, 2020

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				$(3)=[(2)/(1)] * 100$	-4	-5	$(6)=[(4)/(2)]$	*100
							*100	
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	2158995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	2158995	0	100.00	0.00
Public – Non Institutions	E-Voting	2587529	15477	0.60	13566	1911	87.65	12.35
	Poll		0	0.00	0	0	0.00	0.00
	Total		15477	0.60	13566	1911	87.65	12.35
Total		23066507	19243687	83.43	19241776	1911	100.00	0.00



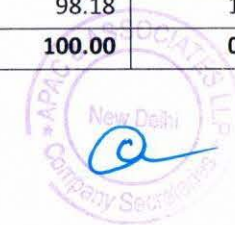
Agenda 6: Appointment of Mr. Rajeev Anand (DIN: 02519876) as Whole Time Director of the Company designated as the Executive Chairman of the Company with effect from June 01, 2020, to September 30, 2020

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]	*100
							*100	
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	2158995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	2158995	0	100.00	0.00
Public – Non Institutions	E-Voting	2587529	15477	0.60	15216	261	98.31	1.69
	Poll		0	0.00	0	0	0.00	0.00
	Total		15477	0.60	15216	261	98.31	1.69
Total		23066507	19243687	83.43	19243426	261	100.00	0.00



Agenda 7: Appointment of Mr. Rajeev Anand (DIN: 02519876) at office or place of profit w.e.f. October 01, 2020 till December 31, 2020.

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				$(3)=[(2)/(1)]*100$	-4	-5	$(6)=[(4)/(2)]$	*100
							*100	
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	2158995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	2158995	0	100.00	0.00
Public – Non Institutions	E-Voting	2587529	15467	0.60	15185	282	98.18	1.82
	Poll		0	0.00	0	0	0.00	0.00
	Total		15467	0.60	15185	282	98.18	1.82
Total		23066507	19243677	83.43	19243395	282	100.00	0.00



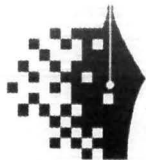
Agenda 8: Appointment of Mr. Sandeep Mahajan (DIN: 08627456) as Managing Director of the Company w.e.f. June 01, 2020.

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% 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 (7)=[(5)/(2)]
				$(3)=[(2)/(1)]*100$	-4	-5	$(6)=[(4)/(2)]*100$	*100
Promoter and Promoter Group	E-Voting	17069215	17069215	100.00	17069215	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3409763	2158995	63.32	2158995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2158995	63.32	2158995	0	100.00	0.00
Public – Non Institutions	E-Voting	2587529	15467	0.60	15206	261	98.31	1.69
	Poll		0	0.00	0	0	0.00	0.00
	Total		15467	0.60	15206	261	98.31	1.69
Total		23066507	19243677	83.43	19243416	261	100.00	0.00

For APAC & Associates LLP
Company Secretaries

Chetan Gupta
Partner
C. P. No. 7077
Date: August 13, 2020
Place: New Delhi





Ref No.: 08/MM/2020-21

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and MCA General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 as issued by MCA]

To,
The Chairman
Goodyear India Limited (the "Company")
Mathura Road, Ballabgarh, Faridabad – 121 004

Sub: Report on voting through electronic means (remote e-voting and e-voting) conducted at the 59th Annual General Meeting (AGM) of the Company held on Thursday, August 13, 2020, at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Managing Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300), have been appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on June 12, 2020.

- i. to scrutinize the remote e-voting carried out during August 10, 2020 (9:30 A.M.) to August 12, 2020 (5:00 P.M.)
- ii. to scrutinize the e-voting system at the AGM of the Company held through VC/OAVM, on the resolution(s) proposed in the AGM notice of the Company.

Management's Responsibility

The management of the Company is responsible to ensure the compliances for conducting the 59th AGM of the members of the Company through VC/OAVM and to organize the process of remote e-voting and e-voting system during the AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA Circulars issued in this regard.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is ascertaining the requisite majority on voting through remote e-voting and voting through e-voting facility offered by National Security Depository Limited (NSDL) and submit the Scrutinizer's report of the votes cast "in favor" or "against" the resolutions, based on the data downloaded from e-voting website of NSDL.

1. Further for the above, I submit my report as under:
 - a. The voting rights were reckoned on Thursday, August 06, 2020, being the "Cut Off Date" to determine entitlements of the members to vote on the resolutions outlined in the AGM Notice

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through remote e-Voting before the 59th AGM and e-voting system during the AGM on the resolutions (item no. 1 to 8 as set out in the notice of the Company).

- b. The notice dated June 12, 2020, as confirmed by the Company, was sent to the members in respect of the below-mentioned resolution(s), through electronic mode to those members whose e-mail addresses are registered with the Company/ depositories.
- c. After the conclusion of the e-voting at the AGM, the votes cast by the members present through VC/OAVM at the AGM through e-voting system and remote e-voting facility, were downloaded from the e-voting website of NSDL on August 13, 2020, around 12:20 p.m. in the presence of two witnesses, Srishti Gambhir and Parul Chadha who are not in the employment of the Company.
- d. A summary of the votes cast electronically is given as under:

ORDINARY BUSINESS:

Item No. 1

Ordinary Resolution: Adoption of the Financial Statements of the Company for the Financial Year ended March 31, 2020, including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

- (i) Voted **in favor** of the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
566	19243452	100.00

- (ii) Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
6	260	0.00

- (iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

Item No. 2

Ordinary Resolution: Declaration of dividend of Rs. 13/- per equity share of Rs. 10/- each for the Financial Year ended March 31, 2020.

- (i) Voted **in favor** of the resolution:



Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
567	19243566	100.00

(ii) Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
5	146	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

Item No. 3

Ordinary Resolution: Appointment of Director in place of Ms. Nicole Amanda Nuttall (DIN: 08164858), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favor** of the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
560	18756729	97.47

(ii) Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
10	486958	2.53

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

SPECIAL BUSINESS:

Item No. 4

Ordinary Resolution: Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending on March 31, 2021.

(i) Voted **in favor** of the resolution:



Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
563	19243406	100.00

(ii) Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
7	281	0.00

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

Item No. 5

Ordinary Resolution: Appointment of Mr. Rajeev Kher (DIN: 01192524) as an Independent Director of the Company to hold office for a term of five (5) consecutive years w.e.f. March 06, 2020

(i) Voted **in favor** of the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
560	19241776	100.00

(ii) Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
10	1911	0.00

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

Item No. 6

Ordinary Resolution: Appointment of Mr. Rajeev Anand (DIN: 02519876) as Whole Time Director of the Company designated as the Executive Chairman of the Company with effect from June 01, 2020, to September 30, 2020

(i) Voted **in favor** of the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
563	19243426	100.00

(ii) Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
7	261	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

Item No. 7

Ordinary Resolution: Appointment of Mr. Rajeev Anand (DIN: 02519876) at office or place of profit w.e.f. October 01, 2020 till December 31, 2020.

(i) Voted **in favor** of the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
561	19243395	100.00

(ii) Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
8	282	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

Item No. 8

Ordinary Resolution: Appointment of Mr. Sandeep Mahajan (DIN: 08627456) as Managing Director of the Company w.e.f. June 01, 2020.

(i) Voted **in favor** of the resolution:

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
562	19243416	100.00

(ii) Voted **against** the resolution:



Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
7	261	0.00

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
2	66925

2. Based on the aforesaid results, I report that all Ordinary Resolutions as set out in Item No. 1 to 8 of the Notice of 59th AGM dated June 12, 2020, have been **passed with requisite majority**. You may declare the result accordingly.
3. It is to be noted:
- The members abstained from voting were not considered;
 - Body Corporates whose authorization resolutions/letter were not received were considered as invalid; and

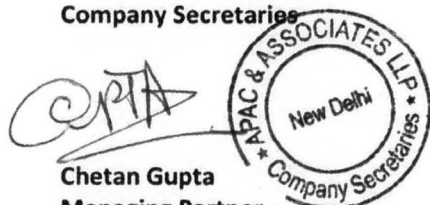
Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) to be placed on the website of the Company, and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

For **APAC & Associates LLP**
Company Secretaries



Chetan Gupta
Managing Partner
C P No.: 7077

UDIN: F006496B000576771

Countersigned by:
For and on behalf of **Goodyear India Limited**

Sonali Khanna
Head-Legal, Compliance & Company Secretary

Date: August 13, 2020

Place: New Delhi