

**Goodyear India Limited**

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SO-1973  
August 12, 2019

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

Dear Sir,

**Scrip Code: 500168**

**Sub: Result of the 58<sup>th</sup> Annual General Meeting ("AGM") held on Monday, August 12, 2019.**

This is with reference to our 58<sup>th</sup> (AGM) held on Monday, August 12, 2019 at 11:00 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road (Just after Toll Plaza), Faridabad, Haryana 121 003.

In this regard, Mr. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries, (ICSI Unique Code – P2011DE025300), was appointed as the Scrutinizer for scrutinizing the voting process (Remote E-voting as well as Ballot Paper) in a fair and transparent manner and has submitted his consolidated report dated August 12, 2019 to Mr. Rajeev Anand, the Chairman of the meeting to receive the consolidated report of the Scrutinizer on the Remote e-voting and voting through Ballot Paper at the AGM.

In terms of the said report, members of the Company have passed all the resolutions as embodied in the Notice of AGM dated May 29, 2019, with the requisite majority.

Based on the Scrutinizer's Report, the result of the meeting was announced by Mr. Rajeev Anand, the Chairman of the meeting on Monday, August 12, 2019 stating that the following resolutions have been passed by the requisite majority-

1. Ordinary Resolution for 'Adoption of the Financial Statements and Report of the Board of Directors and Auditors thereon';
2. Ordinary Resolution for 'Declaration of Dividend on Equity Shares';
3. Ordinary Resolution for 'Appointment of Mr. Mitesh Mittal [DIN: 05231968], Director, liable to retire by rotation';
4. Ordinary Resolution for 'Ratification of the remuneration to be paid to M/s. Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2020';
5. Special Resolution for 'Re-appointment of Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director of the Company'.



No contract is valid unless signed by a duly authorised officer of the company  
Regd. Office : Mathura Road, Ballabgarh, (Dist. Faridabad) - 121004, Haryana  
CIN : L25111HR1961PLC008578



In this regard, please find enclosed the following:

- i) Declaration of Result as **Appendix A.**
- ii) Voting result under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Appendix B.**
- iii) A duly certified copy of Scrutinizer's Report as **Appendix C.**

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking you,

Yours very truly,

For **Goodyear India Limited**



**Anup Karnwal**  
**Company Secretary**

**Membership No. – A19786**



**DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 58<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF GOODYEAR INDIA LIMITED HELD ON MONDAY, AUGUST 12, 2019 AT 11:00 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA-121 003, INDIA.**

The 58<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Monday, August 12, 2019 at 11:00 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza) Faridabad, Haryana-121 003.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as amended, the Company has provided the facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in the Notice of AGM dated May 29, 2019 ("Notice of AGM") electronically. The Remote e-Voting was open for three days from Friday, August 9, 2019 (9:30 AM) to Sunday, August 11, 2019 (5:00 PM).

Further, in line with the provisions of the Companies Act, 2013, as amended and the clarifications issued by the Ministry of Corporate Affairs, the voting at the venue of 58<sup>th</sup> AGM was conducted through Ballot Papers.

The Board of Directors has appointed Mr. Chetan Gupta, Company Secretary in Practice (COP No. 7077) and Partner, APAC & Associates LLP, Company Secretaries, (ICSI Unique Code – P2011DE025300), as Scrutinizer to scrutinize the voting process through Remote e-Voting as well as Ballot Papers at AGM in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated August 12, 2019 on the voting (Remote E-Voting and Ballot Papers) on all the resolutions as set out in the Notice of AGM.

The Authorized and Paid Up Capital of the Company as on the date of AGM was Rs. 30,00,00,000 and Rs. 23,06,65,070 respectively. The voting rights were reckoned on Monday, August 5, 2019 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the Notice of AGM through Remote e-Voting and Ballot Papers at the AGM.

The consolidated result of voting (Remote E-Voting and Ballot Papers) as per the Scrutinizer's report is as follows:

Res. No.	Particulars of the Resolution	Resolution required (Ordinary/Special)	Total no. of votes casted	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes against	No of invalid votes	Result
1.	Adoption of the Financial Statements and Report of the Board of Directors and Auditors thereon	Ordinary	19081192	19081126	100.00	66	0.00	38961	Passed with requisite majority

2.	Declaration of Dividend on Equity Shares	Ordinary	19081192	19081126	100.00	66	0.00	38961	Passed with requisite majority
3.	Appointment of Mr. Mitesh Mittal [DIN: 05231968], Whole Time Director, liable to retire by rotation	Ordinary	19081192	19081125	100.00	67	0.00	38961	Passed with requisite majority
4.	To ratify the remuneration to be paid to M/s. Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2020	Ordinary	19081192	19081126	100.00	66	0.00	38961	Passed with requisite majority
5.	Appointment of Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director of the Company	Ordinary	19081192	19079975	99.99	1217	0.01	38961	Passed with requisite majority

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of AGM have been duly approved and passed by the members with requisite majority.

Thanking you,

Yours very truly,

**For Goodyear India Limited**



**Rajeev Anand**  
Chairman and Managing Director



Date: August 12, 2019

Place: New Delhi

**RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 58<sup>th</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON MONDAY, AUGUST 12, 2019 AT 11:00 A.M. (IST) AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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**Date of the AGM/EGM:** Monday, August 12, 2019 [Remote e-Voting period: Friday, August 9, 2019 (9:30 a.m.) to Sunday, August 11, 2019 (5:00 p.m.)]

**Total No of shareholders on Record Date ("Cut-off Date") (August 05, 2019)** 23439 Shareholders 23066507 holding shares.

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

Promoters & Promoter Group: 1 (one)  
Public: 3529 (in person 3479 and by proxy 50)

**No. of Shareholders attended the meeting through Video Conferencing:** Not applicable

Promoters & Promoter Group: -  
Public: -



**Agenda 1: To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2019, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019, (iv) Statement of Changes in Equity as on March 31, 2019, (v) Notes annexed to, or forming part of, the documents referred to in (i) to (iv) above and 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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	
	Poll		17069215	100.00	17069215	0	100.00	
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4857</b>	<b>66</b>	<b>98.66</b>	<b>1.34</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081126</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>



Agenda 2: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2018-2019.

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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4857</b>	<b>66</b>	<b>98.66</b>	<b>1.34</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081126</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 3: To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.**

<b>Resolution Required</b>	Ordinary Resolution							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in Favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]</b>
				<b>(3)=[(2)/(1)]* 100</b>			<b>-4</b>	<b>-5</b>
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4182	2	99.95	0.05
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4856</b>	<b>67</b>	<b>98.64</b>	<b>1.36</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081125</b>	<b>67</b>	<b>100.00</b>	<b>0.00</b>





**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 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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4857</b>	<b>66</b>	<b>98.66</b>	<b>1.34</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081126</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 5: To re-appoint Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director of the Company**

Resolution Required	Special 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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	3032	1152	72.47	27.53
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>3706</b>	<b>1217</b>	<b>75.28</b>	<b>24.72</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19079975</b>	<b>1217</b>	<b>99.99</b>	<b>0.01</b>

For APAC & Associates LLP  
Company Secretaries

  
Chetan Gupta  
Partner  
C. P. No. 7077  
Date: 12.08.2019  
Place: New Delhi





Ref No.: 11/AJ/2019-2020

**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended]*

To,  
 The Chairman  
 Goodyear India Limited  
 Mathura Road, Ballabgarh, Faridabad – 121 004

**Sub: Report on voting through electronic means and Poll conducted at the 58<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, August 12, 2019 at 11:00 A.M., at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza), Faridabad, Haryana-121 003**

Dear Sir,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300), have been appointed as Scrutinizer by the Board of Directors of Goodyear India Limited (“the Company”) in the Board Meeting held on May 29, 2019.

- (i) for the purpose of scrutinizing the e-voting process carried out during August 09, 2019 (9:30 A.M.) to August 11, 2019 (5:00 P.M.) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) for the purpose of the poll taken on the below mentioned resolution(s), at the 58<sup>th</sup> Annual General Meeting of the members of Goodyear India Limited, held on Monday, August 12, 2019 at 11.00 A.M. at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza), Faridabad, Haryana - 121 003, submit my report as under:

**Management's Responsibility**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and poll on the resolutions contained in the Notice of 58<sup>th</sup> AGM of the members of the Company.

**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast “in favour” or “against”, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (“NSDL”), the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 58<sup>th</sup> AGM of the Company.



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1. Further for the above, I submit my report as under:
  - a. The voting rights were reckoned on Monday, August 05, 2019 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Polling Papers at the AGM on the resolutions (item no. 1 to 5 as set out in the notice of the 58<sup>th</sup> AGM of the Company).
  - b. The Company has completed the dispatch of AGM Notice on July 11, 2019 to its members registered on June 28, 2019:
    - through registered post whose email IDs were not registered with the Company or its Registrar and Transfer Agent; and
    - through email by National Securities Depository Limited (NSDL) along with the details of Login ID and password whose email IDs were registered.
  - c. In accordance with the Notice of the 58<sup>th</sup> AGM sent to the members, the e-voting period commenced on Friday, August 09, 2019 at 9:30 A.M. to Sunday, August 11, 2019 at 5:00 P.M.
  - d. At the venue of the AGM, the facility to vote through polling papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
  - e. I have locked and sealed two empty ballot boxes in the presence of the members and proxies after showing the empty ballot boxes to the members. Thereafter, members have casted their votes and dropped the polling papers in the ballot boxes.
  - f. After the closure of the voting at the AGM, the locked ballot box was subsequently opened in my presence along with two witnesses, Ms. Ayushi Jain and Ms. Srishti Gambhir who are not in the employment of the Company and polling papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
  - g. The polling papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
  - h. After counting the votes casted by the members and proxies present at the 58<sup>th</sup> AGM, through polling papers, the votes casted through remote e-voting were unblocked on August 12, 2019, in the presence of two witnesses, Ms. Ayushi Jain and Ms. Srishti Gambhir who are not in the employment of the Company.
  - i. Thereafter, the details containing *inter-alia*, list of members, who voted in "favour" or "against" each of the resolutions that were put to vote, was generated from the e-voting website of the National Securities Depository Limited ("NSDL") and poll conducted at the 58<sup>th</sup> Annual General Meeting.



- j. The polling papers were diligently scrutinized, the details of members with signature were verified and the shareholding was matched / confirmed with the Register of Member(s) of the Company.
- k. The particulars of all polling papers received from the members as well as details of e-voting as recorded through online platform provided by NSDL have been consolidated.
- l. A summary of the polling papers received / votes cast electronically is given below:

**Item No. 1**

**Ordinary Resolution:** To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2019, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019, (iv) Statement of Changes in Equity as on March 31, 2019, (v) Notes annexed to, or forming part of, the documents referred to in (i) to (iv) above and the reports of the Board of Directors and the Auditors thereon.

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	118	17069889	89.46
E-voting	35	2011237	10.54
<b>Total</b>	<b>153</b>	<b>19081126</b>	<b>100.00</b>

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	65	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>6</b>	<b>66</b>	<b>0.00</b>

- (iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	6	6
E-voting	1	38955
<b>Total</b>	<b>7</b>	<b>38961</b>



**Item No. 2**

**Ordinary Resolution:** To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2018-2019.

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	118	17069889	89.46
E-voting	34	2011237	10.54
<b>Total</b>	<b>152</b>	<b>19081126</b>	<b>100.00</b>

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	65	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>6</b>	<b>66</b>	<b>0.00</b>

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	6	6
E-voting	1	38955
<b>Total</b>	<b>7</b>	<b>38961</b>

**Item No. 3**

**Ordinary Resolution:** To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	118	17069889	89.46
E-voting	33	2011236	10.54
<b>Total</b>	<b>151</b>	<b>19081125</b>	<b>100.00</b>

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	65	0.00
E-voting	2	2	0.00
<b>Total</b>	<b>7</b>	<b>67</b>	<b>0.00</b>



(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	6	6
E-voting	1	38955
<b>Total</b>	<b>7</b>	<b>38961</b>

**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 March 31, 2020.

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	118	17069889	89.46
E-voting	34	2011237	10.54
<b>Total</b>	<b>152</b>	<b>19081126</b>	<b>100.00</b>

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	65	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>6</b>	<b>66</b>	<b>0.00</b>

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	6	6
E-voting	1	38955
<b>Total</b>	<b>7</b>	<b>38961</b>



### **Item No. 5**

**Special Resolution:** To re-appoint Ms. Sudha Ravi (DIN: 06764496) as an Independent Non-Executive Director of the Company.

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	118	17069889	89.46
E-voting	31	2010086	10.53
<b>Total</b>	<b>149</b>	<b>19079975</b>	<b>99.99</b>

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

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	65	0.00
E-voting	4	1152	0.01
<b>Total</b>	<b>9</b>	<b>1217</b>	<b>0.01</b>

(iii) **Invalid** votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	6	6
E-voting	1	38955
<b>Total</b>	<b>7</b>	<b>38961</b>

2. Based on the aforesaid results, I report that 4 Ordinary Resolutions & 1 Special Resolution as set out in Item No. 1 to 5 of the Notice of 58<sup>th</sup> AGM, dated May 29, 2019, have been **passed with requisite majority**. You may declare the result accordingly.
3. The relevant records relating to poll including voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 58<sup>th</sup> Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.
4. It is to be noted:
  - a. The members abstained from voting were not considered;
  - b. Body Corporates whose authorization resolutions/letter were not received were considered as invalid; and
  - c. In terms of Procedure and Instructions for E-voting given along with Notice, the votes via e-voting mode were considered valid in case the members opted to vote through both modes i.e. physical as well as electronically.





5. A sheet containing category wise results for the resolutions set out in the AGM notice is enclosed herewith with this report as **Annexure I**.

**Restriction on Use**

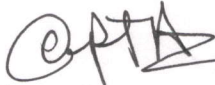
This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) to be placed on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume 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**

**Partner**

**C P No.: 7077**

**Date: 12.08.2019**

**Place: New Delhi**



**Encl.: Category-wise results attached as Annexure I**

**Countersigned by:**

**For and on behalf of Goodyear India Limited**


**Rajeev Anand**  
**Chairman and Managing Director**

## Annexure - I

**RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 58<sup>th</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON MONDAY, AUGUST 12, 2019 AT 11:00 A.M. (IST) AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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**Date of the AGM/EGM:** Monday, August 12, 2019 [Remote e-Voting period: Friday, August 9, 2019 (9:30 a.m.) to Sunday, August 11, 2019 (5:00 p.m.)]

**Total No of shareholders on Record Date ("Cut-off Date") (August 05, 2019)** 23439 Shareholders 23066507 holding shares.

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

Promoters & Promoter Group: 1 (one)  
Public: 3529 (in person 3479 and by proxy 50)

**No. of Shareholders attended the meeting through Video Conferencing:**

**Not applicable**

Promoters & Promoter Group: -

Public: -



**Agenda 1: To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2019, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019, (iv) Statement of Changes in Equity as on March 31, 2019, (v) Notes annexed to, or forming part of, the documents referred to in (i) to (iv) above and 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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	
	Poll		17069215	100.00	17069215	0	100.00	
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4857</b>	<b>66</b>	<b>98.66</b>	<b>1.34</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081126</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 2: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2018-2019.**

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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4857</b>	<b>66</b>	<b>98.66</b>	<b>1.34</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081126</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>



Agenda 3: To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), Director, who retires by rotation at this AGM and being eligible, offers himself 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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4182	2	99.95	0.05
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4856</b>	<b>67</b>	<b>98.64</b>	<b>1.36</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081125</b>	<b>67</b>	<b>100.00</b>	<b>0.00</b>



**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 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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>4857</b>	<b>66</b>	<b>98.66</b>	<b>1.34</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19081126</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>



**Agenda 5: To re-appoint Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director of the Company**

Resolution Required	Special 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
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		17069215	100.00	17069215	0	100.00	0.00
	<b>Total</b>		<b>17069215</b>	<b>100.00</b>	<b>17069215</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2007054</b>	<b>65.00</b>	<b>2007054</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	2909555	4184	0.14	3032	1152	72.47	27.53
	Poll		739	0.03	674	65	91.20	8.80
	<b>Total</b>		<b>4923</b>	<b>0.17</b>	<b>3706</b>	<b>1217</b>	<b>75.28</b>	<b>24.72</b>
<b>Total</b>		<b>23066507</b>	<b>19081192</b>	<b>82.72</b>	<b>19079975</b>	<b>1217</b>	<b>99.99</b>	<b>0.01</b>

For APAC & Associates LLP  
Company Secretaries

  
Chetan Gupta  
Partner  
C. P. No. 7077  
Date: 12.08.2019  
Place: New Delhi

