

Goodyear India Limited

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website
www.goodyear.co.in

GOODYEAR

June 19, 2020

To

The Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Scrip Code: 500168

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2020

Dear Sir(s),

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report for the Financial Year ended March 31, 2020, issued by M/s VKC & Associates, Company Secretaries.

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

To,
The Board of Directors,
GOODYEAR INDIA LIMITED
CIN L25111HR1961PLC008578
Registered Office Address: - Mathura Road Ballabgarh,
Faridabad – 121004, Haryana, India.

We have been engaged by Goodyear India Limited (hereinafter referred to as 'the Company') bearing CIN: L25111HR1961PLC008578 whose equity shares are listed on Bombay Stock Exchange Limited to conduct a verification in terms of SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose.

We conducted the audit by examining the secretarial records including minutes, documents, registers, intimations sent to the stock exchanges other records and returns related to the applicable laws on the Company etc. However, due to nationwide lockdown to fight COVID-19, some of the documents and records mentioned above have been received via electronic means and as such, could not be verified from the original's thereof. The management has confirmed that the records submitted to us are the true and correct. We have also relied upon representation given by the management of the company for certain areas which otherwise requires physical verification.

Annual Secretarial Compliance Report is enclosed.

FOR VKC & ASSOCIATES
(Company Secretaries)



CS Vineet K Chaudhary
Managing Partner
FCS No. 5327
C P No. 4548

Regd. Office

D-38, LGF (L/S), South Extension Part - II
New Delhi - 110049, India
+91 11 49121644,45, +91 9999233556
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SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8th February, 2019]

We M/s VKC & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **Goodyear India Limited** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) Management Representation and any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

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and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

| Sr. No | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Deviations | Observations/Remarks of the Practicing Company Secretary |
|--------|---|------------|--|
| Nil | Nil | Nil | Nil |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars including Circular / guidelines issued thereunder in so far as it appears from our examination of those records. Further, the Company has complied with the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

- (c) As per explanation and information given to us, the following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|--------|-----------------|----------------------|---|--|
| NIL | NIL | NIL | NIL | NIL |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31.03.2019 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---|--|--|--|--|
| Not Applicable as there was no observations of the Practicing Company Secretary in the previous reports | | | | |



FOR VKC & ASSOCIATES
(Company Secretaries)

CS Vineet K Chaudhary
Managing Partner
FCS No. 5327
C P No. 4548
UDIN: F005327B000331840

June 12, 2020
New Delhi