

Goodyear India Limited

Corporate Office :

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

Telephone

+91 11 47472727

Telefax

+91 11 47472715

email

gyi_info@goodyear.com

website

www.goodyear.co.in



August 12, 2021

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

Scrip Code: 500168
ISIN: INE533A01012

Dear Sir(s),

Sub: Proceedings, Scrutinizer Report and details of Voting Results of the 60th Annual General Meeting ("AGM")

This is to inform you that the 60th AGM of the Company was held on Thursday, August 12, 2021 at 10.00 A.M. In this regard, please find enclosed the following:

- a. Proceedings of the 60th 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 12, 2021 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 Khanna
Head-Legal, Compliance & Company Secretary

Encl. As above



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

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND E-VOTING SYSTEM) AT 60th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON THURSDAY, AUGUST 12, 2021 AT 10:00 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 OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM: Thursday, August 12, 2021 [Remote e-Voting period: Monday, August 09, 2021 (9:30 a.m.) to Wednesday, August 11, 2021 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut-off Date") 46,222 Shareholders holding 2,30,66,507 shares.
(August 05, 2021)

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: 438



Agenda 1: Adoption of the Financial Statements of the Company for the Financial Year ended March 31, 2021, including Balance Sheet as at March 31, 2021, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2021, 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
				(3)=[(2)/(1)]* 100	-4	-5	(6)=[(4)/(2)] *100	(7)=[(5)/(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	1933989	1484083	76.74	1484083	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1484083	76.74	1484083	0	100.00	0.00
Public – Non Institutions	E-Voting	4063303	17427	1.00	17423	4	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Total		17427	0.43	17423	4	99.98	0.02
Total		23066507	18570725	80.51	18570721	4	100.00	0.00



Agenda 2: Confirmation of the payment of Interim Dividend of Rs. 80/- per equity share for the Financial Year 2020-21 and declaration of Final Dividend of Rs. 18/- per equity share of Rs 10/- each and Special Dividend of Rs. 80/- per equity share of Rs 10/- each for the Financial Year ended 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	*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	1933989	1484083	76.74	1484083	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1484083	76.74	1484083	0	100.00	0.00
Public – Non Institutions	E-Voting	4063303	17391	1.00	17386	5	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Total		17391	0.43	17386	5	99.97	0.03
Total		23066507	18570689	80.51	18570684	5	100.00	0.00



Agenda 3: Appointment of Director in place of Mr. Sandeep Mahajan (DIN: 08627456), Chairman and Managing Director, who retires by rotation 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
				(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(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	1933989	1484083	76.74	1482618	1465	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Total		1484083	76.74	1482618	1465	99.90	0.10
Public – Non Institutions	E-Voting	4063303	17351	1.00	17126	225	98.70	1.30
	Poll		0	0.00	0	0	0.00	0.00
	Total		17351	0.43	17126	225	98.70	1.30
Total		23066507	18570649	80.51	18568959	1690	99.99	0.01



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, 2022.

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
				(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(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	1933989	1484083	76.74	1484083	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1484083	76.74	1484083	0	100.00	0.00
Public – Non Institutions	E-Voting	4063303	17351	1.00	16892	459	97.35	2.65
	Poll		0	0.00	0	0	0.00	0.00
	Total		17351	0.43	16892	459	97.35	2.65
Total		23066507	18570649	80.51	18570190	459	100.00	0.00



Agenda 5: Appointment of Mr. Mitesh Mittal (DIN: 05231968) as Whole Time Director of the Company with effect from November 06, 2020 till May 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
				(3)=[(2)/(1)]* 100	-4	-5	(6)=[(4)/(2)] *100	(7)=[(5)/(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	1933989	1484083	76.74	1472683	11400	99.23	0.77
	Poll		0	0.00	0	0	0.00	0.00
	Total		1484083	76.74	1472683	11400	99.23	0.77
Public – Non Institutions	E-Voting	4063303	17251	1.00	16897	354	97.95	2.05
	Poll		0	0.00	0	0	0.00	0.00
	Total		17251	0.42	16897	354	97.95	2.05
Total		23066507	18570549	80.51	18558795	11754	99.94	0.06



Agenda 6: Appointment of Mr. Manish Manakchand Mundra (DIN: 08724646) as a Whole Time Director of the Company w.e.f. July 13, 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
				(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(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	1933989	1484083	76.74	1472683	11400	99.23	0.77
	Poll		0	0.00	0	0	0.00	0.00
	Total		1484083	76.74	1472683	11400	99.23	0.77
Public – Non Institutions	E-Voting	4063303	17351	1.00	15845	1506	91.32	8.68
	Poll		0	0.00	0	0	0.00	0.00
	Total		17351	0.43	15845	1506	91.32	8.68
Total		23066507	18570649	80.51	18557743	12906	99.93	0.07

For APAC & Associates LLP

Chetan Gupta
Managing Partner
C. P. No. 7077

Date: August 12, 2021

Place: New Delhi





APAC & ASSOCIATES LLP

Ref No.: 09/MM/2021-22

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, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 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 system) conducted at the 60th Annual General Meeting (AGM) of the Company held on Thursday, August 12, 2021, at 10:00 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 May 27, 2021:

- i. to scrutinize the remote e-voting carried out during August 09, 2021 (9:30 A.M.) to August 11, 2021 (5:00 P.M.); and
- 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 60th 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.

APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF- 7948

Regd. Office: 604-605, PP City Centre, Road No. 44, Pitampura, New Delhi – 110 034
Tel.: +91-11- 42502625 • E-mail: info@apacandassociates.com • Website: www.apacandassociates.com

1. Further for the above, I submit my report as under:
 - a. The voting rights were reckoned on Thursday, August 05, 2021, being the “Cut Off Date” to determine entitlements of the members to vote on the resolutions outlined in the AGM Notice through remote e-Voting before the 60th AGM and e-voting system during the AGM on the resolutions (item no. 1 to 6 as set out in the AGM notice of the Company).
 - b. The notice of AGM dated July 13, 2021, 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 12, 2021, around 12:02 p.m. in the presence of two witnesses, Srishti Gambhir and Kriti Goel 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, 2021, including Balance Sheet as at March 31, 2021, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2021, 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
1741	18570721	100

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
4	4	0

- (iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	6763

A handwritten signature in blue ink is present, along with a circular stamp that is partially obscured and difficult to read.

Item No. 2

Ordinary Resolution: Confirmation of the payment of Interim Dividend of Rs. 80/- per equity share for the Financial Year 2020-21 and declaration of Final Dividend of Rs. 18/- per equity share of Rs 10/- each and Special Dividend of Rs. 80/- per equity share of Rs 10/- each for the Financial Year ended 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
1740	18570684	100

(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	5	0

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	6763

Item No. 3

Ordinary Resolution: Appointment of Director in place of Mr. Sandeep Mahajan (DIN: 08627456), Chairman and Managing Director, who retires by rotation and being eligible, offers himself 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
1733	18568959	99.99

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
9	1690	0.01

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
3	6763

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, 2022.

(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
1734	18570190	100

(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	459	0

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
3	6763

Item No. 5

Ordinary Resolution: Appointment of Mr. Mitesh Mittal (DIN: 05231968) as Whole Time Director of the Company with effect from November 06, 2020 till May 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
1728	18558795	99.94



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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
13	11754	0.06

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	6763

Item No. 6

Ordinary Resolution: Appointment of Mr. Manish Manakchand Mundra (DIN: 08724646) as a Whole Time Director of the Company w.e.f. July 13, 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
1727	18557743	99.93

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
15	12906	0.07

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	6763

2. Based on the aforesaid results, I report that all Ordinary Resolutions as set out in Item No. 1 to 6 of the Notice of 60th AGM dated July 13, 2021, have been **passed with requisite majority**. You may declare the result accordingly.

3. It is to be noted:

- a. The members abstained from voting were not considered; and
- b. Body Corporates whose authorization resolutions/letter were not received were considered as invalid.

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

Countersigned by:
For and on behalf of Goodyear India Limited



Chetan Gupta
Managing Partner
COP No.: 7077
UDIN: F006496C000772734



Sonali Khanna
Head- Legal, Compliance & Company Secretary

Date: August 12, 2021

Place: New Delhi