

Goodyear India Limited

Corporate Office :
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Plot No. 8, Commercial Centre
Jasola, New Delhi - 110 025

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website
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August 02, 2022

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: Scrutinizer Report and details of Voting Results of the 61st Annual General Meeting ("AGM")

This is to inform you that the 61st AGM of the Company was held on Monday, August 01, 2022 at 10.00 A.M. In this regard, please find enclosed the following:

- a. Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- b. The Scrutinizer Report dated August 01, 2022 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**



Anup Karnwal
Company Secretary & Compliance Officer



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



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, Circular No. 02/2021 dated January 13, 2021, Circular No.2/2022 dated May 05, 2022 as issued by MCA read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular")]

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 61st Annual General Meeting (AGM) of the Company held on Monday, August 01, 2022, 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 26, 2022:

- i. to scrutinize the remote e-voting carried out during July 29, 2022 (9:30 A.M.) to July 31, 2022 (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 61st 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 Monday, July 25, 2022, 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 61st AGM and e-voting system during the AGM on the resolutions (item no. 1 to 5 as set out in the AGM notice of the Company).
 - b. The notice of AGM dated May 26, 2022, 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 01, 2022, around 11:45 A.M. in the presence of two witnesses, Divya Arora and Akash 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, 2022, including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2022, 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
1785	18499721	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
7	92	0.01

- (iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	543

Item No. 2

Ordinary Resolution: Declaration of Final Dividend of Rs. 20/- 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, 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
1787	18499545	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
5	89	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	543

Item No. 3

Ordinary Resolution: Appointment of Director in place of Ms. Nicole Amanda Nuttall (DIN: 08164858), 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
1765	18495436	99.97

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
23	4169	0.03

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	543

Item No. 4

Ordinary Resolution: Re-appointment of Deloitte Haskins and Sells LLP, Chartered Accountants [ICAI Firm Registration No. 117366W / W-100018], Statutory Auditor of the Company for a further term of five consecutive years, commencing from the Financial Year 2022-23, from the conclusion of the 61st Annual General Meeting of the Company, till the conclusion of the 66th Annual General Meeting to be held in the year 2027.

(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
1777	18499213	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
12	405	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	543

SPECIAL BUSINESS:**Item No. 5**

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, 2023.

(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
1771	18495732	99.98

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

Number of members who voted	Number of votes cast by them	% of the total number of valid votes cast
18	3864	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	543

2. Based on the aforesaid results, I report that all Ordinary Resolutions as set out in Item No. 1 to 5 of the Notice of 61st AGM dated May 26, 2022, 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**

CHETAN Digitally signed by
CHETAN GUPTA
GUPTA Date: 2022.08.01
18:46:28 +05'30'

Chetan Gupta

Managing Partner
COP No.: 7077
UDIN: F006496D000720715

Date: August 01, 2022

Place: Zurich

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



Anup Karnwal
Company Secretary & Compliance Officer

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND E-VOTING SYSTEM) AT 61st ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON MONDAY, AUGUST 01, 2022 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: Monday, August 01, 2022 [Remote e-Voting period: Friday, July 29, 2022 (9:30 a.m.) to Sunday, July 31, 2022 (5:00 p.m.)]

Total No of shareholders on Record Date (“Cut-off Date”) 53,225 Shareholders holding 2,30,66,507 shares.
(July 25, 2022)

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: **468**

Agenda 1: Adoption of the Financial Statements of the Company for the Financial Year ended March 31, 2022, including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2022, 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	100.00	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	1800951	1406786	78.11	1406243	0	99.96	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1406786	78.11	1406243	0	99.96	0.00
Public – Non Institutions	E-Voting	4196341	24355	0.58	24263	92	99.62	0.38
	Poll		0	0.00	0	0	0.00	0.00
	Total		24355	0.58	24263	92	99.62	0.38
Total		23066507	18500356	80.20	18499721	92	99.99	0.01

Agenda 2: Declaration of Final Dividend of Rs. 20/- 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, 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 (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	100.00	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	1800951	1406786	78.11	1406243	0	99.96	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1406786	78.11	1406243	0	99.96	0.00
Public – Non Institutions	E-Voting	4196341	24176	0.58	24087	89	99.63	0.37
	Poll		0	0.00	0	0	0.00	0.00
	Total		24176	0.58	24087	89	99.63	0.37
Total		23066507	18500177	80.20	18499545	89	99.99	0.01

Agenda 3: Appointment of Director in place of Ms. Nicole Amanda Nuttall (DIN: 08164858), 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	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		17069215	100.00	17069215	0	100.00	0.26
Public – Institutions	E-Voting	1800951	1406786	78.11	1402543	3700	99.70	0.30
	Poll		0	0.00	0	0	0.00	0.00
	Total		1406786	78.11	1402543	3700	99.70	0.26
Public – Non Institutions	E-Voting	4196341	24147	0.58	23678	469	98.06	1.94
	Poll		0	0.00	0	0	0.00	0.00
	Total		24147	0.58	23678	469	98.06	1.94
Total		23066507	18500148	80.20	18495436	4169	99.97	0.02

Agenda 4: Re-appointment of Deloitte Haskins and Sells LLP, Chartered Accountants [ICAI Firm Registration No. 117366W / W-100018], Statutory Auditor of the Company for a further term of five consecutive years, commencing from the Financial Year 2022-23, from the conclusion of the 61st Annual General Meeting of the Company, till the conclusion of the 66th Annual General Meeting to be held in the year 2027.

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	100.00	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	1800951	1406786	78.11	1406243	0	99.96	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1406786	78.11	1406243	0	99.96	0.00
Public – Non Institutions	E-Voting	4196341	24160	0.58	23755	405	98.32	1.68
	Poll		0	0.00	0	0	0.00	0.00
	Total		24160	0.58	23755	405	98.32	1.68
Total		23066507	18500160	80.20	18499213	405	99.99	0.01

Agenda 5: 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, 2023.

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	100.00	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	1800951	1406786	78.11	1406243	0	99.96	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1406786	78.11	1406243	0	99.96	0.00
Public – Non Institutions	E-Voting	4196341	24138	0.58	20274	3864	83.99	16.01
	Poll		0	0.00	0	0	0.00	0.00
	Total		24138	0.58	20274	3864	83.99	16.01
Total		23066507	18500139	80.20	18495732	3864	99.98	0.02

For APAC & Associates LLP

CHETAN
GUPTA

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Date: 2022.08.01
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Chetan Gupta
Managing Partner
C. P. No. 7077

Date: August 01, 2022
Place: Zurich