

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



SO-1909

March 26, 2019

To

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

Scrip Code -500168

Sub: Goodyear India Limited – Result of Postal Ballot and remote e-voting

Dear Sirs,

In furtherance to our intimation dated February 21, 2019 regarding notice of Postal Ballot and e-voting seeking the consent of the Members of the Company on the matter set out in the Postal Ballot Notice.

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 March 25, 2019 to Mr. Rajeev Anand, Chairman and Managing Director of the Company.

Based on the Scrutinizer's Report, the result of the meeting was announced by Mr. Rajeev Anand, on Tuesday, March 26, 2019 stating that the following resolutions have been passed by the requisite majority:

1. Special Resolution for Continuation of directorship of Mr. Chandrashekhar Dasgupta (DIN: 00381799) as a Non- Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years, effective from April 1, 2019; and
2. Special Resolution for re-appointment and remuneration payable to Mr. Rajeev Anand (DIN: 02519876) as a Chairman and Managing Director of the Company for the period from February 20, 2019 to May 31, 2020.

In this regard, please find enclosed herewith the following:

- (i) Declaration of Result as **Appendix A**.

ONE TEAM

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

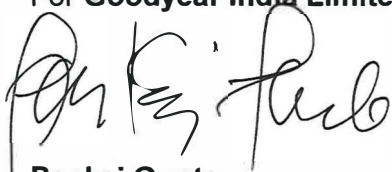
- (ii) A duly certified copy of Scrutinizer's Report as **Appendix B**.
- (iii) Voting result in the format prescribed under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Appendix C**.

The results of Postal Ballot are available on the Company's website www.goodyear.co.in/investor-relations.

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

Thanking You

For **Goodyear India Limited**



Pankaj Gupta
(Company Secretary)



CC:

Central Depository Services (India) Limited
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel,
Mumbai 400013

National Securities Depository Limited
4th Floor, "A" Wing Trade World,
Kamala Mills Compounds,
Senapati Bapat Marg,
Lower Parel, Mumbai-400 013



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website

www.goodyear.co.in



Date: March 26, 2019

RESULTS OF POSTAL BALLOT DATED MARCH 26, 2019**A. Background:**

Pursuant to Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration Rules) 2014, including any statutory modification or re-enactment thereof for the time being in force and other applicable provisions, if any, consent of the members was sought by way of passing Special Resolutions through postal ballot in terms of Postal Ballot Notice dated February 13, 2019 ("Postal Ballot Notice") on the matters set out therein. The Postal Ballot Notice containing Special Resolutions along with Explanatory Statement and Postal Ballot Forms was sent to all the members of the Company and the last date of receipt of the Postal Ballot Form (either through physical submission or through e-voting) was Sunday, March 24, 2019 (5.00 P.M.).

B. Appointment of Scrutinizer and Scrutinizer's Report:

In this regard, Board had appointed Mr. Chetan Gupta, Company Secretary in Practice (C.O.P No. 7077) & Partner of APAC & Associates as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report dated March 25, 2019. On the basis of the Scrutinizer's Report, it is hereby declared that the Special Resolutions, as set out in the Postal Ballot Notice, have been duly passed by the members of the Company with requisite majority.

C. Details of the voting results:

The details of the voting results for the Special Resolutions passed through postal ballot process (including e-voting) are as under:

Date of the Declaration of Results	March 26, 2019
Total number of shareholders on Record Date (February 15, 2019)	24250
No. of Shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public: 	Not Applicable(Postal Ballot)
No. of Shareholders attended the meeting through video conferencing: <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public: 	Not Applicable(Postal Ballot)

* Excluding Invalid Votes

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Regd. Office : Mathura Road, Ballabgarh, (Dist. Faridabad) - 121004, Haryana
CIN : L25111HR1961PLC008578



ITEM NO. 1

Continuation of directorship of Mr. Chandrashekhar Dasgupta as a Non-Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years effective from April 1, 2019:

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 (3)=[(2)/(1)]* 100	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]
Promoter and Promoter Group	E-Voting	17069215	0	0	0	0	0.00	0.00
	Postal Ballot		17069215	100.00	17069215	0	100.00	0.00
	Total	17069215	17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3363202	2037690	60.59	320056	1717634	15.71	84.29
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3363202	2037690	60.59	320056	1717634	15.71	84.29
Public – Non Institutions	E-Voting	2634090	11965	0.45	8586	3379	71.76	28.24
	Postal Ballot		16378	0.62	15181	1197	92.69	7.31
	Total	2634090	28343	1.08	23767	4576	83.85	16.15
Total		23066507	19135248	82.96	17413038	1722210	91.00	9.00
*Excluding Invalid Votes								



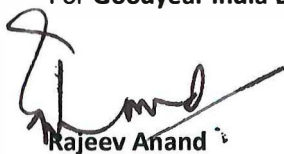
ITEM NO. 2

Re- appointment and remuneration payable to Mr. Rajeev Anand as mza Chairman and Managing Director of the Company for a period from February 20, 2019 to May 31, 2020.

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	0	0	0.00	0.00
	Postal Ballot		17069215	100	17069215	0	100.00	0.00
	Total	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3363202	2037690	60.59	2037690	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3363202	2037690	60.59	2037690	0	100.00	0.00
Public – Non Institutions	E-Voting	2634090	11965	0.45	11016	949	92.07	7.93
	Postal Ballot		16344	0.62	15120	1224	92.51	7.49
	Total	2634090	28309	1.07	26136	2173	92.32	7.68
Total		23066507	19135214	82.96	19133041	2173	99.99	0.01

*Excluding Invalid Votes

Thanking You
For Goodyear India Limited



Rajeev Anand
Chairman and Managing Director
DIN: 02519876





Ref No.: 18/AJ/2018-2019

Report of Scrutinizer

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s Goodyear India Limited
Mathura Road, Ballabgarh,
Faridabad, Haryana-121004

Sub: Scrutinizer's Report on E-voting and Postal Ballot process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Partner APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300)), appointed as Scrutinizer by the Board of Directors of Goodyear India Limited (“the Company”) in the Board Meeting held on February 13, 2019 for the purpose of scrutinizing the Postal Ballot voting process and E-voting process in a fair and transparent manner to seek the approval of the holders of Equity Shares for passing of the 2 (Two) **Special Resolutions:**

Item No.1: Continuation of directorship of Mr. Chandrashekhar Dasgupta as a Non-Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years effective from April 1, 2019.

Item No.2: Re- appointment and remuneration payable to Mr. Rajeev Anand as a chairman and Managing Director of the Company for a period from February 20, 2019 to May 31, 2020

Management's responsibility:

The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and Rules made there under relating to voting through electronic means and postal ballot (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 on the resolutions stated in the Postal Ballot Notice dated February 13, 2019 (“Postal Ballot Notice”).

Scrutinizer's responsibility:

My responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast “in favor” or “against” the resolutions, 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 ballots received till March 24, 2019 at the registered office of the Company.



Further for the above, I submit my report as under:

1. The voting rights were reckoned on Friday, February 15, 2019 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the Postal Ballot Notice through E-Voting and Postal Ballot.
2. The Company has completed the dispatch of Postal Ballot Notice along with Postal Ballot Forms on February 21, 2019 to its members as on cut-off date:
 - a. Through registered post along with a self-addressed postage prepaid business reply envelope whose email IDs were not registered with the Company or its Registrar and Transfer Agent; and
 - b. Through email by National Securities Depository Limited (NSDL) along with the details of Login ID and password whose email IDs were registered with the Company or its Registrar and Transfer Agent.
3. The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility.
4. In accordance with the Notice of the Postal Ballot sent to the shareholders, the e-voting period commenced on Saturday, February 23, 2019 at 9:30 A.M. till Sunday, March 24, 2019 at 5:00 P.M.
5. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
6. The votes casted through E-voting were unblocked on March 25, 2019, around 10:45 A.M. in the presence of two witnesses, Ms. Mukta Rana and Ms. Ayushi Jain, who are not in the employment of the Company.

Mukta Rana

Ayushi Jain

7. The details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of the National Securities Depository Limited ("NSDL").
8. The ballot box was duly opened on March 25, 2019 in my presence with due identification marks placed by me and the electronic votes were duly examined. The Ballot papers were diligently scrutinized and the detail of shareholders with signature was verified on random basis.
9. The postal ballot forms were duly scrutinized and the shareholding was matched / confirmed with the Register of Shareholder(s) of the Company.
10. All the postal ballot forms received either in physical or by casting of votes electronically through NSDL portal up to 05:00 p.m. on Sunday, March 24, 2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny. The envelopes containing postal



ballot forms that were received after 05:00 p.m. on Sunday, March 24, 2019 were not considered for my scrutiny and kept separately.

11. I have not found any defaced or mutilated ballot paper.
12. The particulars of all Postal Ballot forms received from the Members as well as details of e-voting as recorded through online platform provided by NSDL have been consolidated and entered in a Computerized Register separately maintained for the purpose.
13. A summary of the Postal Ballot forms received / votes cast electronically is given below:

Item No. 1

Continuation of directorship of Mr. Chandrashekhar Dasgupta as a Non-Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years effective from April 1, 2019.

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	181	17086396	
	2. Total E-voting options received	113	2281564	
	Total Votes (1+2)	294	19367960	
(b)	Less: Invalid Votes	14	232712	
(c)	3. Net Valid Postal Ballot forms	171	17085593	89.29
	4. Net Valid E-voting options	109	2049655	10.71
	Total Valid Votes (3+4)	280	19135248	100.00
(d)	5. Postal Ballot forms with assent of the resolution	163	17084396	89.28
	6. E-voting Options with assent for the resolution	81	328642	1.72
	Total Assent (5+6)	244	17413038	91.00
(e)	7. Postal ballot forms with dissent for the resolution	8	1197	0.01
	8. E-voting options with dissent for the resolution	28	1721013	8.99
	Total Dissent (7+8)	36	1722210	9.00



Item No. 2

Re- appointment and remuneration payable to Mr. Rajeev Anand as a chairman and Managing Director of the Company for a period from February 20, 2019 to May 31, 2020.

S. No.	Particulars	No. of shareholders	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	177	17086362	
	2. Total E-voting options received	113	2281564	
	Total Votes (1+2)	290	19367926	
(b)	Less: Invalid Votes	14	232712	
(c)	3. Net Valid Postal Ballot forms	167	17085559	89.29
	4. Net Valid E-voting options	109	2049655	10.71
	Total Valid Votes (3+4)	276	19135214	100.00
(d)	5. Postal Ballot forms with assent of the resolution	158	17084335	89.28
	6. E-voting Options with assent for the resolution	102	2048706	10.71
	Total Assent (5+6)	260	19133041	99.99
(e)	7. Postal ballot forms with dissent for the resolution	9	1224	0.01
	8. E-voting options with dissent for the resolution	7	949	0.00
	Total Dissent (7+8)	16	2173	0.01

All the above Resolutions at Item No 1 and 2 of the Notice dated February 13, 2019 have been passed with requisite majority. You may accordingly declare the result of the postal ballot.

It is to be noted that:

- The shareholders abstained from voting were not considered.
- Institutional Shareholders whose authorization resolutions were not received were considered as invalid.
- 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 shareholders opted to vote through both modes i.e. physical as well as electronically.
- The figures in percentage have been rounded off to 2 decimal points.
- An excel spreadsheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



f) The electronic data along with postal ballots, relevant registers and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Chairman for preserving safely.

g) **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,



Chetan Gupta

CoP No.: 7077

[Partner, APAC & Associates LLP, Company Secretaries
(ICSI Unique Code – P2011DE025300)]



Date: March 25, 2019

Place: Delhi

Accepted



Rajeev Anand
Chairman & Managing Director
DIN: 02519876

Enclosure:

Annexure to Scrutinizer's Report On Postal Ballot (February 23, 2019 To March 24, 2019) of M/S Goodyear India Limited in the format prescribed as per Regulation 43(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNEXURE - 1

ANNEXURE TO SCRUTINIZER'S REPORT ON POSTAL BALLOT (FEBRUARY 23, 2019 TO MARCH 24, 2019) OF M/S GOODYEAR INDIA LIMITED IN THE FORMAT PRESCRIBED AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1

Continuation of directorship of Mr. Chandrashekhar Dasgupta as a Non-Executive Independent Director of the Company who has attained the age of more than 75 years i.e. 78 years effective from April 1, 2019:

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)]
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Promoter and Promoter Group	E-Voting	17069215	0	0	0	0	0.00	0.00
	Postal Ballot		17069215	100.00	17069215	0	100.00	0.00
	Total	17069215	17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3363202	2037690	60.59	320056	1717634	15.71	84.29
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3363202	2037690	60.59	320056	1717634	15.71	84.29
Public – Non Institutions	E-Voting	2634090	11965	0.45	8586	3379	71.76	28.24
	Postal Ballot		16378	0.62	15181	1197	92.69	7.31
	Total	2634090	28343	1.08	23767	4576	83.85	16.15
Total		23066507	19135248	82.96	17413038	1722210	91.00	9.00

*Excluding Invalid Votes.



ITEM NO. 2

Re- appointment and remuneration payable to Mr. Rajeev Anand as a chairman and Managing Director of the Company for a period from February 20, 2019 to May 31, 2020.

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)]
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Promoter and Promoter Group	E-Voting	17069215	0	0	0	0	0.00	0.00
	Postal Ballot		17069215	100	17069215	0	100.00	0.00
	Total	17069215	17069215	100	17069215	0	100.00	0.00
Public – Institutions	E-Voting		2037690	60.59	2037690	0	100.00	0.00
	Postal Ballot	3363202	0	0.00	0	0	0.00	0.00
	Total	3363202	2037690	60.59	2037690	0	100.00	0.00
Public – Non Institutions	E-Voting		11965	0.45	11016	949	92.07	7.93
	Postal Ballot	2634090	16344	0.62	15120	1224	92.51	7.49
	Total	2634090	28309	1.07	26136	2173	92.32	7.68
Total		23066507	19135214	82.96	19133041	2173	99.99	0.01

*Excluding Invalid Votes.

