

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-1830
August 9, 2018

**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 57th Annual General Meeting ("AGM") held on Wednesday, August 8, 2018.

This is with reference to our 57th Annual General Meeting held on Wednesday, August 8, 2018 at 11:00 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road (Just after Toll Plaza), Faridabad, Haryana 121 003.

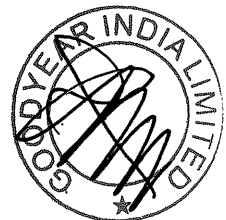
In this regard, Mr. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries, [Registration No.- AAF-7948], was appointed as the scrutinizer for scrutinizing the voting process (Remote E-voting as well as Ballot Paper) in a fair and transparent manner and has submitted his consolidated report dated August 8, 2018 to Mr. Pankaj Gupta, Company Secretary of the Company who is authorized by Mr. Rajeev Anand, the Chairman of the meeting for the purpose of declaration of result.

Based on the Scrutinizer's Report, the result of the meeting was announced by Mr. Pankaj Gupta, Company Secretary of the Company on Thursday, August 9, 2018 stating that the following resolutions except Resolution No. 11 [Ordinary resolution to approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015] 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. Rajeev Anand [DIN: 02519876], Chairman and Managing Director, liable to retire by rotation;
4. Special Resolution for amendments to the Articles of Association of the Company;
5. 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, 2019;
6. Ordinary Resolution for appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Director of the Company;
7. Special Resolution for appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Whole time Director of the Company and his overall yearly remuneration limit effective November 13, 2017;
8. Ordinary Resolution for appointment of Mr. Rajiv Lochan Jain [DIN: 00161022] as an Independent Non-Executive Director of the Company;

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



2 A

9. Ordinary Resolution for appointment of Ms. Nicole Amanda Nuttall [DIN: 08164858] as a Non-Executive Director of the Company;
10. *Special Resolution to approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of the Companies Act, 2013

* Members may note that Resolution No. 10 [To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of the Companies Act, 2013] and Resolution No. 11 [Ordinary resolution to approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015] are connected with each other. Since, Resolution No. 11 is not passed with requisite majority, therefore Resolution No. 10 also not be effective.

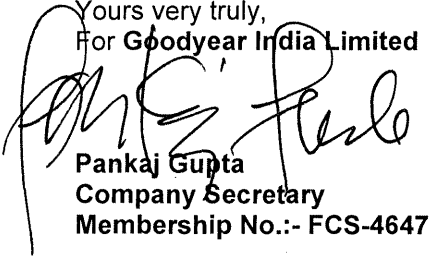
In this regard, please find enclosed herewith the following:

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


Pankaj Gupta
Company Secretary
Membership No.:- FCS-4647



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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DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 57th ANNUAL GENERAL MEETING OF THE MEMBERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 8, 2018 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 57th Annual General Meeting ("AGM") of the Company was held on Wednesday, August 8, 2018 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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), 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 June 27, 2018 ("Notice of AGM") electronically. The Remote e-Voting was open for three days from Sunday, August 5, 2018 (9:30 AM) to Tuesday, August 7, 2018 (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 57th AGM was conducted through Ballot Papers.

The voting rights were reckoned on Wednesday, August 1, 2018 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.

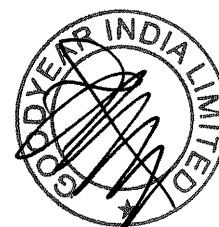
The Board of Directors has appointed Mr. Chetan Gupta, Company Secretary in Practice (COP No. 7077) and Partner, APAC & Associates LLP, Company Secretaries, [Registration No.- AAF-7948], as Scrutinizer to scrutinize the voting process through Remote e-Voting as well as Ballot Papers at AGM in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated August 8, 2018 on the voting (Remote E-Voting and Ballot Papers) on all the resolutions as set out in the Notice of AGM.

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

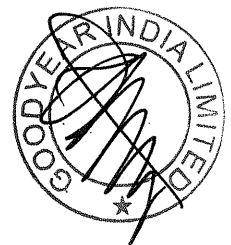
Resolution No.	Particulars of the Resolution	Resolution required (Ordinary/Special)	Total no. of votes casted	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes against	No of invalid votes	Result
1.	Adoption of the Financial Statements and Report of the Board of Directors and Auditors thereon	Ordinary	19015815	19015815	100.00	0	0.00	237802	Passed with requisite majority
2.	Declaration of Dividend on Equity Shares	Ordinary	19015815	19015815	100.00	0	0.00	237802	Passed with requisite majority

ONE TEAM

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CIN : L25111HR1961PLC008578



3.	Appointment of Mr. Rajeev Anand [DIN: 02519876], Chairman and Managing Director, liable to retire by rotation	Ordinary	19015795	19015138	100.00	657	0.00	237802	Passed with requisite majority
4.	Amendments to the Articles of Association of the Company	Special	19015795	19014943	100.00	852	0.00	237802	Passed with requisite majority
5.	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, 2019	Ordinary	19015345	19014494	100.00	851	0.00	237802	Passed with requisite majority
6.	Appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Director of the Company	Ordinary	19015795	19014039	100.00	856	0.00	237802	Passed with requisite majority
7.	Appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Whole time Director of the Company and his overall yearly remuneration limit effective November 13, 2017	Special	19015795	19014943	100.00	852	0.00	237802	Passed with requisite majority
8.	Appointment of Mr. Rajiv Lochan Jain [DIN: 00161022] as an Independent Non-Executive Director of the Company	Ordinary	19014539	19013643	100.00	896	0.00	237802	Passed with requisite majority
9.	Appointment of Ms. Nicole Amanda Nuttall [DIN: 08164858] as a Non-Executive Director of the Company	Ordinary	19015795	19014443	99.99	1352	0.01	237802	Passed with requisite majority
10.	To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of the Companies Act, 2013	Special	19015795	17678179	92.97	1337616	7.03	353876	Passed with requisite majority but will not be effective due to fact that Resolution No. 11 was not passed and both resolutions are connected to each other



11.	To approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary	1946580	608964	31.28	1337616	68.72	353876	Not passed
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Based on the consolidated report of the Scrutinizer, all the Resolutions except *Resolution Number 11 (To approve the Loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015), as set out in the Notice of AGM have been duly approved and passed by the members with requisite majority.

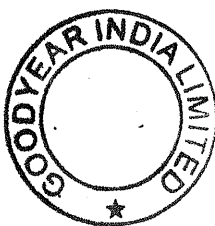
* Members may note that Resolution No. 10 [To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of the Companies Act, 2013] and Resolution No. 11 [Ordinary resolution to approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015] are connected with each other. Since, Resolution No. 11 is not passed with requisite majority, therefore Resolution No. 10 also not be effective.

Thanking you,

Yours very truly,
For Goodyear India Limited



Pankaj Gupta
Company Secretary
Membership No.:- FCS-4647



Duly authorized by Mr. Rajeev Anand, the Chairman of the 57th Annual General Meeting of shareholders of Goodyear India Limited

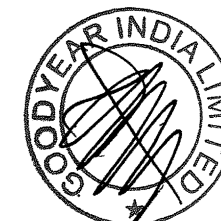
Date: August 9, 2019

Place: New Delhi

ANNEXURE I

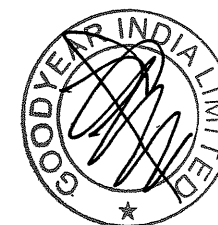
RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 57th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 8, 2018 AT 11:00 A.M. (IST) AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM:	Wednesday, August 8, 2018 [Remote e-Voting period: Sunday, August 5, 2018 (9:30 a.m.) to Tuesday, August 7, 2018 (5:00 p.m.)]
Total No of shareholders on Record Date (“Cut off Date”) (August 01, 2018)	27181 Shareholders holding 23066507 shares. <i>(Including 25989 shares held by “Goodyear India Limited- Unclaimed Shares Suspense Account”)</i>
No. of shareholders present in the meeting either in person or through proxy:	
Promoters & Promoter Group:	1 (one)
Public:	6954 (in person 6915 and by proxy 39)
No. of Shareholders attended the meeting through Video Conferencing:	Not applicable
Promoters & Promoter Group:	-
Public:	-



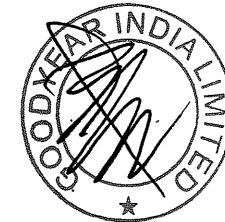
Agenda 1: To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2018, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2018, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2018, (iv) Statement of Changes in Equity as on March 31, 2018, (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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6029	0.23	6029	0	100.00	0.00
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33883	1.28	33883	0	100.00	0.00
Total		23066507	19015815	82.44	19015815	0	100.00	0.00



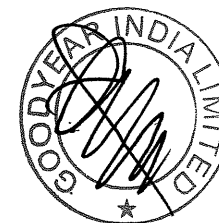
Agenda 2: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2017-2018.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6029	0.23	6029	0	100.00	0.00
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33883	1.28	33883	0	100.00	0.00
Total		23066507	19015815	82.44	19015815	0	100.00	0.00



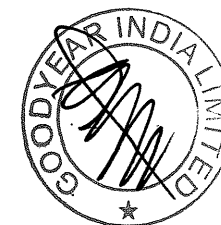
Agenda 3: To appoint a Director in place of Mr. Rajeev Anand (DIN: 02519876), Chairman and Managing Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5352	657	89.07	10.93
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33206	657	98.06	1.94
Total		23066507	19015795	82.44	19015138	657	100.00	0.00



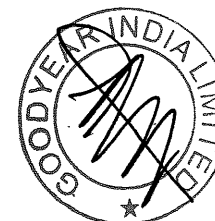
Agenda 4: Amendments to the Articles of Association of the Company.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5157	852	85.82	14.18
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33011	852	97.48	2.52
Total		23066507	19015795	82.44	19014943	852	100.00	0.00



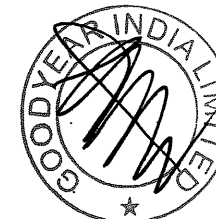
Agenda 5:Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2019

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 (3)=[(2)/(1)]* 100	No. of Votes – in Favour -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	5559	0.21	4708	851	84.69	15.31
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33413	1.26	32562	851	97.45	2.55
Total		23066507	19015345	82.44	19014494	851	100.00	0.00



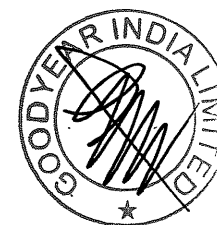
Agenda 6: To approve the appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Director of the Company.

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 (3)=[(2)/(1)]*100	No. of Votes - in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5153	856	85.75	14.25
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33007	856	97.47	2.53
Total		23066507	19015795	82.44	19014939	856	100.00	0.00



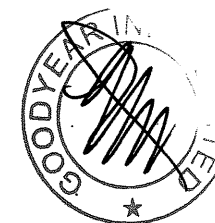
Agenda 7: To approve Appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Whole time Director of the Company and his overall yearly remuneration limit effective November 13, 2017

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 -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5157	852	85.82	14.18
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33011	852	97.48	2.52
Total		23066507	19015795	82.44	19014943	852	100.00	0.00



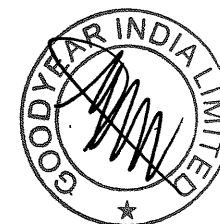
Agenda 8: To approve the appointment of Mr. Rajiv Lochan Jain [DIN: 00161022] as an Independent Non-Executive Director of the Company.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	4753	0.18	3857	896	81.15	18.85
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		32607	1.23	31711	896	97.25	2.75
Total		23066507	19014539	82.43	19013643	896	100.00	0.00



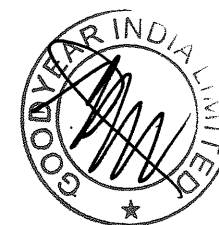
Agenda 9: To approve the Appointment of Ms. Nicole Amanda Nuttall [DIN: 08164858] as a Non-Executive Director of the Company

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 (3)=[(2)/(1)]* 100	No. of Votes - in Favour -4	No. of Votes - Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	4657	1352	77.50	22.50
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	32511	1352	96.01	3.99
Total		23066507	19015795	82.44	19014443	1352	99.99	0.01



Agenda 10: To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of Companies Act, 2013

Resolution Required	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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 -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	544950	1335965	71.03	71.03
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	576752	1335965	30.15	69.85
Public – Non Institutions	E-Voting	2655514	6009	0.23	4358	1651	72.52	27.48
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	32212	1651	95.12	4.88
Total		23066507	19015795	82.44	17678179	1337616	92.97	7.03



Agenda 11: To approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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 -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	544950	1335965	28.97	71.03
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	576752	1335965	30.15	69.85
Public – Non Institutions	E-Voting	2655514	6009	0.23	4358	1651	72.52	27.48
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	32212	1651	95.12	4.88
Total		23066507	1946580	8.44	608964	1337616	31.28	68.72

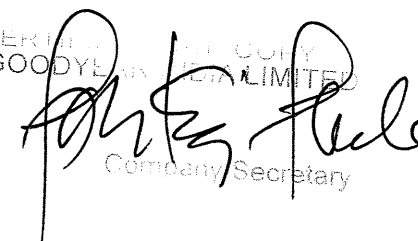
For APAC & Associates LLP
Company Secretaries



Chetan Gupta
Scrutinizer of 57th AGM of Goodyear India Limited
(M. No. F6496) (C. P. No. 7077)
Date: August 08, 2018
Place: New Delhi



CERTIFIED TRUE COPY
For GOODYEAR SOUTH ASIA PRIVATE LIMITED



Company Secretary



Ref No.: 06/AJ/2018-2019

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH
 POLLING PAPER**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

57th Annual General Meeting of Equity

Shareholders of Goodyear India Limited

held on Wednesday, August 08, 2018 at 11:00 A.M.

at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza)

Faridabad, Haryana 121 003

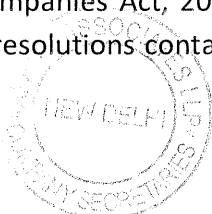
Sub: Report on voting through electronic means carried out during August 05, 2018 (9:30 A.M.) to August 07, 2018 (5:00 P.M.) and Poll conducted at the Fifty Seventh Annual General Meeting of the Company held on Wednesday, August 08, 2018 at 11:00 A.M., at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza), Faridabad, Haryana 121 003

Dear Sir,

We, APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), appointed as Scrutinizer by the Board of Directors of Goodyear India Limited ("the Company") in the Board Meeting held on May 25, 2018:

- (i) for the purpose of scrutinizing the e-voting process 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 57th Annual General Meeting of the Equity Shareholders of Goodyear India Limited, held on Wednesday, August 08, 2018 at 11.00 A.M. at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza), Faridabad, Haryana 121 003, submit our report as under:

1. 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 to 57th Annual General Meeting



Page 1 of 13

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

(AGM) of the shareholders of the Company. Our responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, 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 57th Annual General Meeting of the Company.

2. Further for the above, we submit our report as under:
 - a. In accordance with the Notice of the 57th AGM sent to the shareholders, the e-voting period commenced on Sunday, August 05, 2018 at 9:30 A.M. to Tuesday, August 07, 2018 at 5:00 P.M.
 - b. The voting rights were reckoned on Wednesday, August 01, 2018 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 Ballot Paper at the AGM on the resolutions (item no. 1 to 11 as set out in the notice of the 57th AGM of the Company).
 - c. At the venue of the AGM, the facility to vote through Ballot papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
 - d. 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 Ballot Papers in the ballot boxes.
 - e. After the time fixed for closing of the Poll by the Chairman, the locked ballot box was subsequently opened in our presence along with two witnesses, Ms. Twinkle and Ms. Priya Garg, who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. 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.

Twinkle

Name: Twinkle

Priya

Name: Priya Garg

- f. The polling papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

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- g. After counting the votes casted by the members and proxy holders present at the 57th AGM, through polling paper, the votes casted through remote e-voting were unblocked on August 08, 2018, around 11:45 P.M. in the presence of two witnesses, Ms. Twinkle & Ms. Priya Garg, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

Twinkle

Name: Twinkle

Priya

Name: Priya Garg

- h. Thereafter, 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”) and poll conducted at the 57th Annual General Meeting and based on such, the result is as under:

Item No. 1

Ordinary Resolution: To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2018, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2018, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2018, (iv) Statement of Changes in Equity as on March 31, 2018, (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	90	17128871	90.08
E-voting	57	1886944	9.92
Total	147	19015815	100.00

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(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	0	0	0.00
E-voting	0	0	0.00
Total	0	0	0.00

(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	4	7
E-voting	4	237795
Total	8	237802

Item No. 2

Ordinary Resolution: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2017-2018.

(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	90	17128871	90.08
E-voting	57	1886944	9.92
Total	147	19015815	100.00

(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	0	0	0.00
E-voting	0	0	0.00
Total	0	0	0.00



(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	4	7
E-voting	4	237795
Total	8	237802

Item No. 3

Ordinary Resolution: To appoint a Director in place of Mr. Rajeev Anand (DIN: 02519876), Chairman and Managing 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	90	17128871	90.08
E-voting	54	1886267	9.92
Total	144	19015138	100.00

(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	0	0	0.00
E-voting	2	657	0.00
Total	2	657	0.00

(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	4	7
E-voting	4	237795
Total	8	237802

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Item No. 4

Special Resolution: Amendments to the Articles of Association 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	90	17128871	90.08
E-voting	53	1886072	9.92
Total	143	19014943	100.00

(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	0	0	0.00
E-voting	3	852	0.00
Total	3	852	0.00

(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	4	7
E-voting	4	237795
Total	8	237802

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 March 31, 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	90	17128871	90.08
E-voting	53	1885623	9.92
Total	143	19014494	100.00

(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	0	0	0.00
E-voting	2	851	0.00
Total	2	851	0.00

(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	4	7
E-voting	4	237795
Total	8	237802

Item No. 6

Ordinary Resolution: To approve the appointment of Mr. Mitesh Mittal [DIN: 05231968] as a 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	90	17128871	90.08
E-voting	52	1886068	9.92
Total	142	19014939	100.00



(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	0	0	0.00
E-voting	4	856	0.00
Total	4	856	0.00

(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	4	7
E-voting	4	237795
Total	8	237802

Item No. 7

Special Resolution: To approve Appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Whole time Director of the Company and his overall yearly remuneration limit effective November 13, 2017.

(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	90	17128871	90.08
E-voting	53	1886072	9.92
Total	143	19014943	100.00

(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	0	0	0.00
E-voting	3	852	0.00
Total	3	852	0.00





(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	4	7
E-voting	4	237795
Total	8	237802

Item No. 8

Ordinary Resolution: To approve the appointment of Mr. Rajiv Lochan Jain [DIN: 00161022] 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	90	17128871	90.08
E-voting	50	1884772	9.91
Total	140	19013643	100.00

(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	0	0	0.00
E-voting	3	896	0.00
Total	3	896	0.00

(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	4	7
E-voting	4	237795
Total	8	237802



Item No. 9

Ordinary Resolution: To approve the Appointment of Ms. Nicole Amanda Nuttall [DIN: 08164858] as a 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	90	17128871	90.08
E-voting	52	1885572	9.92
Total	142	19014443	99.99

(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	0	0	0.00
E-voting	4	1352	0.01
Total	4	1352	0.01

(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	4	7
E-voting	4	237795
Total	8	237802

Item No. 10

Special Resolution: To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of Companies Act, 2013.



(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	90	17128871	90.08
E-voting	50	549308	2.89
Total	140	17678179	92.97

(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	0	0	0.00
E-voting	6	1337616	7.03
Total	6	1337616	7.03

(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	4	7
E-voting	5	353869
Total	9	353876

Item No. 11

Ordinary Resolution: To approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(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	89	59656	3.06
E-voting	50	549308	28.22
Total	139	608964	31.28

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(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	0	0	0.00
E-voting	6	1337616	68.72
Total	6	1337616	68.72

(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	4	7
E-voting	5	353869
Total	9	353876

3. The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 57th 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 shareholders abstained from voting were not considered;
 - b. Shareholders whose details are not matched as per list of shareholders as on Cut-off date (i.e. August 1, 2018) were considered as invalid;
 - c. Institutional shareholders whose authorization resolutions were not received were considered as invalid; and
 - d. The voting of shareholders, who have exercised their right to vote by way of remote e-voting and has once again voted in AGM, by way of e-voting were considered valid and voting cast through ballot in AGM were considered as invalid.
5. A sheet containing list of shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith

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: 08.08.2018

Place: Faridabad



Encl.: Category-wise results attached as Annexure I

Accepted:
Pankaj Gupta

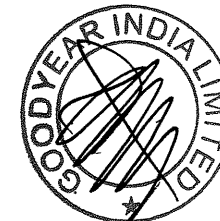
PANKAJ GUPTA
COMPANY SECRETARY
FCS 4647

Authorised by the Chairmen
of 57th ASM.

ANNEXURE I

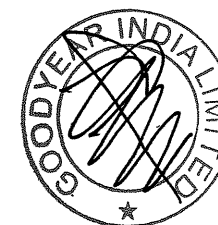
RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 57th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 8, 2018 AT 11:00 A.M. (IST) AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM:	Wednesday, August 8, 2018 [Remote e-Voting period: Sunday, August 5, 2018 (9:30 a.m.) to Tuesday, August 7, 2018 (5:00 p.m.)]
Total No of shareholders on Record Date (“Cut off Date”) (August 01, 2018)	27181 Shareholders holding 23066507 shares. <i>(Including 25989 shares held by “Goodyear India Limited- Unclaimed Shares Suspense Account”)</i>
No. of shareholders present in the meeting either in person or through proxy:	
Promoters & Promoter Group:	1 (one)
Public:	6954 (in person 6915 and by proxy 39)
No. of Shareholders attended the meeting through Video Conferencing:	Not applicable
Promoters & Promoter Group:	-
Public:	-



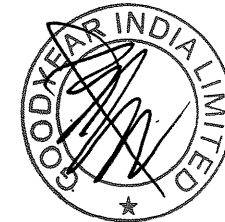
Agenda 1: To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2018, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2018, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2018, (iv) Statement of Changes in Equity as on March 31, 2018, (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 (3)=[(2)/(1)]*100	No. of Votes - in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6029	0.23	6029	0	100.00	0.00
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33883	1.28	33883	0	100.00	0.00
Total		23066507	19015815	82.44	19015815	0	100.00	0.00



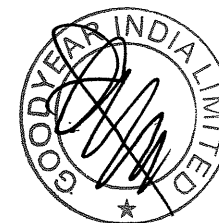
Agenda 2: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2017-2018.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6029	0.23	6029	0	100.00	0.00
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33883	1.28	33883	0	100.00	0.00
Total		23066507	19015815	82.44	19015815	0	100.00	0.00



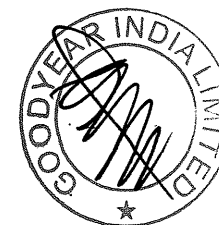
Agenda 3: To appoint a Director in place of Mr. Rajeev Anand (DIN: 02519876), Chairman and Managing Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5352	657	89.07	10.93
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33206	657	98.06	1.94
Total		23066507	19015795	82.44	19015138	657	100.00	0.00



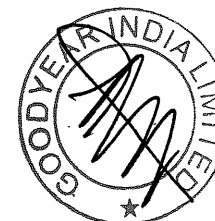
Agenda 4: Amendments to the Articles of Association of the Company.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5157	852	85.82	14.18
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33011	852	97.48	2.52
Total		23066507	19015795	82.44	19014943	852	100.00	0.00



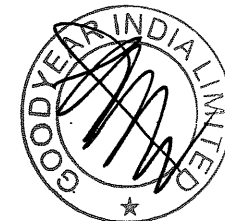
Agenda 5:Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2019

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	5559	0.21	4708	851	84.69	15.31
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33413	1.26	32562	851	97.45	2.55
Total		23066507	19015345	82.44	19014494	851	100.00	0.00



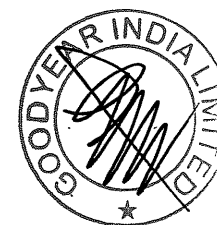
Agenda 6: To approve the appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Director of the Company.

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 (3)=[(2)/(1)]*100	No. of Votes - in Favour -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5153	856	85.75	14.25
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33007	856	97.47	2.53
Total		23066507	19015795	82.44	19014939	856	100.00	0.00



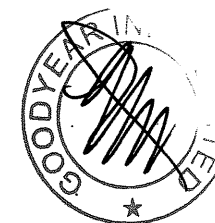
Agenda 7: To approve Appointment of Mr. Mitesh Mittal [DIN: 05231968] as a Whole time Director of the Company and his overall yearly remuneration limit effective November 13, 2017

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 -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	5157	852	85.82	14.18
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	33011	852	97.48	2.52
Total		23066507	19015795	82.44	19014943	852	100.00	0.00



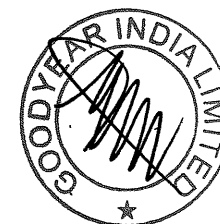
Agenda 8: To approve the appointment of Mr. Rajiv Lochan Jain [DIN: 00161022] as an Independent Non-Executive Director of the Company.

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 (3)=[(2)/(1)]*100	No. of Votes – in Favour -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	4753	0.18	3857	896	81.15	18.85
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		32607	1.23	31711	896	97.25	2.75
Total		23066507	19014539	82.43	19013643	896	100.00	0.00



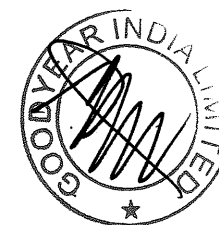
Agenda 9: To approve the Appointment of Ms. Nicole Amanda Nuttall [DIN: 08164858] as a Non-Executive Director of the Company

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 (3)=[(2)/(1)]* 100	No. of Votes - in Favour -4	No. of Votes - Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	1880915	0	100.00	0.00
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	1912717	0	100.00	0.00
Public – Non Institutions	E-Voting	2655514	6009	0.23	4657	1352	77.50	22.50
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	32511	1352	96.01	3.99
Total		23066507	19015795	82.44	19014443	1352	99.99	0.01



Agenda 10: To approve the loan to Goodyear South Asia Tyres Private Limited under Section 185 of Companies Act, 2013

Resolution Required	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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 -4	No. of Votes Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	544950	1335965	71.03	71.03
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	576752	1335965	30.15	69.85
Public – Non Institutions	E-Voting	2655514	6009	0.23	4358	1651	72.52	27.48
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	32212	1651	95.12	4.88
Total		23066507	19015795	82.44	17678179	1337616	92.97	7.03



Agenda 11: To approve the loan to Goodyear South Asia Tyres Private Limited under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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 -4	No. of Votes – Against -5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public – Institutions	E-Voting	3341778	1880915	56.28	544950	1335965	28.97	71.03
	Poll		31802	0.95	31802	0	100.00	0.00
	Total		1912717	57.24	576752	1335965	30.15	69.85
Public – Non Institutions	E-Voting	2655514	6009	0.23	4358	1651	72.52	27.48
	Poll		27854	1.05	27854	0	100.00	0.00
	Total		33863	1.28	32212	1651	95.12	4.88
Total		23066507	1946580	8.44	608964	1337616	31.28	68.72

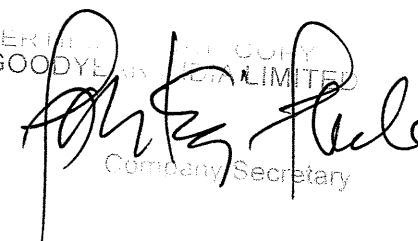
For APAC & Associates LLP
Company Secretaries



Chetan Gupta
Scrutinizer of 57th AGM of Goodyear India Limited
(M. No. F6496) (C. P. No. 7077)
Date: August 08, 2018
Place: New Delhi



CERTIFIED TRUE COPY
For GOODYEAR SOUTH ASIA PRIVATE LIMITED



Company Secretary