

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-1972
August 12, 2019

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

Dear Sir,

Scrip Code: 500168

Sub: Proceedings of the 58th Annual General Meeting ("AGM") held on Monday, August 12, 2019.

We wish to inform you that the 58th AGM of the Company was held on Monday, August 12, 2019 at 11.00 A.M. In this regard, please find attached the following:

- a. Proceedings of the AGM in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. The Scrutinizer Report dated August 12, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014; and
- c. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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**



Anup Karnwal
Company Secretary
Membership No. – A19786



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

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



SUMMARY OF PROCEEDINGS OF THE 58th ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF GOODYEAR INDIA LIMITED HELD ON MONDAY, AUGUST 12, 2019 AT 11:00 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA

Day	Monday
Date	August 12, 2019
Time	Commenced at 11:00 A.M. and concluded at <u>11:30 A.M.</u>
Venue	Vibe Hotel By the Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121 003, India

Sitting on the Dais

Mr. Rajeev Anand	Chairman & Managing Director
Ms. Sudha Ravi	Independent Non-Executive Director
Mr. Rajiv Lochan Jain	Independent Non-Executive Director
Mr. Chandrashekhar Dasgupta	Independent Non-Executive Director
Mr. Mitesh Mittal	Finance Director
Mr. Anup Karnwal	Company Secretary

Mr. Rajeev Anand ('Mr. Anand'), Chairman and Managing Director of the Company welcomed the members present in the meeting. Total 3529 members (including 50 represented through proxies) have recorded their presence at the meeting. Requisite quorum being present, the Chairman called the meeting to order. He, then, thanked the members for their continued support and trust that they have shown in our Company and continued with the proceedings forward. He introduced the members of the Board on the dais and confirmed the presence of the representatives of the Statutory Auditors, Deloitte Haskins & Sells LLP and Secretarial Auditors, M/s VKC & Associates.

Thereafter the Chairman informed that statutory registers under the Companies Act, 2013 and other documents as referred in the Annual General Meeting (AGM) Notice are available for inspection by the members at the AGM. The register of proxies was also available for inspection.

He then briefed the members on the performance and affairs of the Company. Thereafter, with the consent of the members, notice of AGM together with the Board's Report were taken as read.

He further informed the members that the Statutory Auditors, Deloitte Haskins & Sells LLP and Secretarial Auditor, M/s VKC & Associates, have given their unqualified audit opinion for the financial year 2018-2019 and that there are no qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. With the consent of the members, the Auditors' report was also taken as read.



ONE TEAM

Mr. Anand, thereafter, answered to the queries already received from the members and also invited the members present in person to submit their written questions, or to make their comments, give suggestions or seek clarifications, if any, on the agenda items as set out in the AGM Notice. Clarifications were provided to the queries raised by the members. After answering to all the queries received from the members, he then proceeded with the businesses to be transacted. Thereafter he invited Mr. Anup Karnwal ('Mr. Karnwal'), Company Secretary, to explain the voting facilities available with the members of the Company.

Thereafter Mr. Karnwal explained the members that as per the provisions of the Companies Act, 2013 and Rules made thereunder, the Company has provided the facility of Remote e-Voting to the members entitled to cast their vote and that it is obligatory to provide similar voting rights to the members present in the meeting in person or proxy. Accordingly, voting at the AGM was provided through ballot papers. He informed that the members present in the meeting, who have not been able to cast their votes through remote e-voting, may cast their votes through ballot papers. He requested the members who have already voted through Remote e-Voting not to cast their vote again through ballot paper and if they vote, the same shall be treated as invalid and the vote casted through e-voting will be taken as valid.

He further informed that Mr. Chetan Gupta, Company Secretary in Practice (COP No. 7077) (ICSI Unique Code – P2011DE025300), has been appointed as Scrutinizer for scrutinizing the voting process. He also informed that the results of voting will be intimated to BSE Ltd. and displayed on the website of the Company and National Securities Depository Limited (NSDL) along with the Scrutinizer's report. He further informed to the member that the results will also be available at the registered office of the Company.

Thereafter Mr. Chetan Gupta was invited to explain the voting procedure through ballot paper.

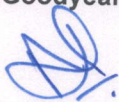
Mr. Chetan Gupta briefly stated the poll procedure to the members and showed the empty ballot paper to the members and explained them how to fill the ballot papers. Thereafter the poll was formally initiated. Mr. Chetan Gupta supervised the poll proceedings.

Mr. Karnwal then thanked all the members for attending the meeting and requested them to cooperate with the Scrutinizer and have a smooth polling.

Poll was conducted through ballot papers on all the agenda items as set forth in the Notice of 58th AGM and voting was closed at 11:30 A.M. All the members present till the closing of the meeting were requested to cast their votes.

Thanking you,

Yours truly,
For **Goodyear India Limited**



Anup Karnwal
Company Secretary



RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 58th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON MONDAY, AUGUST 12, 2019 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: Monday, August 12, 2019 [Remote e-Voting period: Friday, August 9, 2019 (9:30 a.m.) to Sunday, August 11, 2019 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut-off Date") (August 05, 2019) 23439 Shareholders 23066507 holding shares.

No. of shareholders present in the meeting either in person or through proxy:

Promoters & Promoter Group: 1 (one)
Public: 3529 (in person 3479 and by proxy 50)

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, 2019, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019, (iv) Statement of Changes in Equity as on March 31, 2019, (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	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	0.00	0	0	0.00	
	Poll		17069215	100.00	17069215	0	100.00	
	Total		17069215	100.00	17069215	0	100.00	0.00
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2007054	65.00	2007054	0	100.00	0.00
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	Total		4923	0.17	4857	66	98.66	1.34
Total		23066507	19081192	82.72	19081126	66	100.00	0.00



Agenda 2: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2018-2019.

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	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	0.00	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	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2007054	65.00	2007054	0	100.00	0.00
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	Total		4923	0.17	4857	66	98.66	1.34
Total		23066507	19081192	82.72	19081126	66	100.00	0.00



Agenda 3: To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), 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	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	0.00	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	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2007054	65.00	2007054	0	100.00	0.00
Public – Non Institutions	E-Voting	2909555	4184	0.14	4182	2	99.95	0.05
	Poll		739	0.03	674	65	91.20	8.80
	Total		4923	0.17	4856	67	98.64	1.36
Total		23066507	19081192	82.72	19081125	67	100.00	0.00



Agenda 4: Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2020

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
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	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2007054	65.00	2007054	0	100.00	0.00
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	Total		4923	0.17	4857	66	98.66	1.34
Total		23066507	19081192	82.72	19081126	66	100.00	0.00



Agenda 5: To re-appoint Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director 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	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	0.00	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	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2007054	65.00	2007054	0	100.00	0.00
Public – Non Institutions	E-Voting	2909555	4184	0.14	3032	1152	72.47	27.53
	Poll		739	0.03	674	65	91.20	8.80
	Total		4923	0.17	3706	1217	75.28	24.72
Total		23066507	19081192	82.72	19079975	1217	99.99	0.01

For APAC & Associates LLP
Company Secretaries


Chetan Gupta
Partner
C. P. No. 7077
Date: 12.08.2019
Place: New Delhi





Ref No.: 11/AJ/2019-2020

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman
Goodyear India Limited
Mathura Road, Ballabgarh, Faridabad – 121 004

Sub: Report on voting through electronic means and Poll conducted at the 58th Annual General Meeting (AGM) of the Company held on Monday, August 12, 2019 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,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300), have been appointed as Scrutinizer by the Board of Directors of Goodyear India Limited ("the Company") in the Board Meeting held on May 29, 2019.

- (i) for the purpose of scrutinizing the e-voting process carried out during August 09, 2019 (9:30 A.M.) to August 11, 2019 (5:00 P.M.) 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 58th Annual General Meeting of the members of Goodyear India Limited, held on Monday, August 12, 2019 at 11.00 A.M. at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza), Faridabad, Haryana - 121 003, submit my report as under:

Management's Responsibility

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 of 58th AGM of the members of the Company.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast "in favour" or "against", 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 58th AGM of the Company.



Page 1 of 7

1. Further for the above, I submit my report as under:
 - a. The voting rights were reckoned on Monday, August 05, 2019 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 Polling Papers at the AGM on the resolutions (item no. 1 to 5 as set out in the notice of the 58th AGM of the Company).
 - b. The Company has completed the dispatch of AGM Notice on July 11, 2019 to its members registered on June 28, 2019:
 - through registered post whose email IDs were not registered with the Company or its Registrar and Transfer Agent; and
 - through email by National Securities Depository Limited (NSDL) along with the details of Login ID and password whose email IDs were registered.
 - c. In accordance with the Notice of the 58th AGM sent to the members, the e-voting period commenced on Friday, August 09, 2019 at 9:30 A.M. to Sunday, August 11, 2019 at 5:00 P.M.
 - d. At the venue of the AGM, the facility to vote through polling papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
 - e. 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 polling papers in the ballot boxes.
 - f. After the closure of the voting at the AGM, the locked ballot box was subsequently opened in my presence along with two witnesses, Ms. Ayushi Jain and Ms. Srishti Gambhir who are not in the employment of the Company and polling papers were diligently scrutinized. 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.
 - g. The polling papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
 - h. After counting the votes casted by the members and proxies present at the 58th AGM, through polling papers, the votes casted through remote e-voting were unblocked on August 12, 2019, in the presence of two witnesses, Ms. Ayushi Jain and Ms. Srishti Gambhir who are not in the employment of the Company.
 - i. Thereafter, the details containing *inter-alia*, list of members, who voted in "favour" or "against" each of the resolutions that were put to vote, was generated from the e-voting website of the National Securities Depository Limited ("NSDL") and poll conducted at the 58th Annual General Meeting.



- j. The polling papers were diligently scrutinized, the details of members with signature were verified and the shareholding was matched / confirmed with the Register of Member(s) of the Company.
- k. The particulars of all polling papers received from the members as well as details of e-voting as recorded through online platform provided by NSDL have been consolidated.
- l. A summary of the polling papers received / votes cast electronically is given below:

Item No. 1

Ordinary Resolution: To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at March 31, 2019, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019, (iv) Statement of Changes in Equity as on March 31, 2019, (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	118	17069889	89.46
E-voting	35	2011237	10.54
Total	153	19081126	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	5	65	0.00
E-voting	1	1	0.00
Total	6	66	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	6	6
E-voting	1	38955
Total	7	38961



Item No. 2

Ordinary Resolution: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2018-2019.

(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	118	17069889	89.46
E-voting	34	2011237	10.54
Total	152	19081126	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	5	65	0.00
E-voting	1	1	0.00
Total	6	66	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	6	6
E-voting	1	38955
Total	7	38961

Item No. 3

Ordinary Resolution: To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), 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	118	17069889	89.46
E-voting	33	2011236	10.54
Total	151	19081125	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	5	65	0.00
E-voting	2	2	0.00
Total	7	67	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	6	6
E-voting	1	38955
Total	7	38961

Item No. 4

Ordinary Resolution: Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2020.

(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	118	17069889	89.46
E-voting	34	2011237	10.54
Total	152	19081126	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	5	65	0.00
E-voting	1	1	0.00
Total	6	66	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	6	6
E-voting	1	38955
Total	7	38961



Item No. 5

Special Resolution: To re-appoint Ms. Sudha Ravi (DIN: 06764496) 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	118	17069889	89.46
E-voting	31	2010086	10.53
Total	149	19079975	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	5	65	0.00
E-voting	4	1152	0.01
Total	9	1217	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	6	6
E-voting	1	38955
Total	7	38961

2. Based on the aforesaid results, I report that 4 Ordinary Resolutions & 1 Special Resolution as set out in Item No. 1 to 5 of the Notice of 58th AGM, dated May 29, 2019, have been **passed with requisite majority**. You may declare the result accordingly.
3. The relevant records relating to poll including voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 58th 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 members abstained from voting were not considered;
 - b. Body Corporates whose authorization resolutions/letter were not received were considered as invalid; and
 - c. 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 members opted to vote through both modes i.e. physical as well as electronically.



5. A sheet containing category wise results for the resolutions set out in the AGM notice is enclosed herewith with this report as **Annexure I**.

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: 12.08.2019

Place: New Delhi



Encl.: Category-wise results attached as Annexure I

Countersigned by:

For and on behalf of **Goodyear India Limited**



Rajeev Anand
Chairman and Managing Director

ANNEXURE I

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 58th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON MONDAY, AUGUST 12, 2019 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:

Monday, August 12, 2019 [Remote e-Voting period: Friday, August 9, 2019 (9:30 a.m.) to Sunday, August 11, 2019 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut-off Date") (August 05, 2019) 23439 Shareholders 23066507 holding shares.

No. of shareholders present in the meeting either in person or through proxy:

Promoters & Promoter Group:

1 (one)

Public:

3529 (in person 3479 and by proxy 50)

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, 2019, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2019, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2019, (iv) Statement of Changes in Equity as on March 31, 2019, (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 on Polled 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)] *100		
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0	0	0.00			
	Poll		17069215	100.00	17069215	0	100.00			
	Total		17069215	100.00	17069215	0	100.00			0.00
Public – Institutions	E-Voting	3087737	2007054	65.00	2007054	0	100.00			0.00
	Poll		0	0.00	0	0	0.00			0.00
	Total		2007054	65.00	2007054	0	100.00			0.00
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98			0.02
	Poll		739	0.03	674	65	91.20			8.80
	Total		4923	0.17	4857	66	98.66			1.34
Total		23066507	19081192	82.72	19081126	66	100.00			0.00



Agenda 2: To declare a dividend of Rs. 13/- per Equity Share of Rs. 10/- each for the Financial Year 2018-2019.

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 Polled outstanding shares	Votes on (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)] *100	
Promoter and Promoter Group	E-Voting	17069215	0	0.00	0.00	0	0	0.00	0.00	
	Poll		17069215	100.00	100.00	17069215	0	100.00	0.00	
	Total		17069215	100.00	100.00	17069215	0	100.00	0.00	
Public – Institutions	E-Voting	3087737	2007054	65.00	65.00	2007054	0	100.00	0.00	
	Poll		0	0.00	0.00	0	0	0.00	0.00	
	Total		2007054	65.00	65.00	2007054	0	100.00	0.00	
Public – Non Institutions	E-Voting	2909555	4184	0.14	0.14	4183	1	99.98	0.02	
	Poll		739	0.03	0.03	674	65	91.20	8.80	
	Total		4923	0.17	0.17	4857	66	98.66	1.34	
Total		23066507	19081192	82.72	82.72	19081126	66	100.00	0.00	



Agenda 3: To appoint a Director in place of Mr. Mitesh Mittal (DIN: 05231968), 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 on Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour	No. of Votes Against	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against 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	3087737	2007054	65.00	2007054	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Total		2007054	65.00	2007054	0	100.00	0.00		
Public – Non Institutions	E-Voting	2909555	4184	0.14	4182	2	99.95	0.05		
	Poll		739	0.03	674	65	91.20	8.80		
	Total		4923	0.17	4856	67	98.64	1.36		
Total		23066507	19081192	82.72	19081125	67	100.00	0.00		



Agenda 4: Ratification of the remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants, the Cost Auditors for the Financial Year ending March 31, 2020

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 Polling on outstanding shares (3)=[(2)/(1)]*100	Votes on - 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)]*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	3087737	2007054	65.00	2007054	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2007054	65.00	2007054	0	100.00	0.00
Public – Non Institutions	E-Voting	2909555	4184	0.14	4183	1	99.98	0.02
	Poll		739	0.03	674	65	91.20	8.80
	Total		4923	0.17	4857	66	98.66	1.34
Total		23066507	19081192	82.72	19081126	66	100.00	0.00



Agenda 5 : To re-appoint Ms. Sudha Ravi [DIN: 06764496] as an Independent Non-Executive Director 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 on Pollled 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)]*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	3087737	2007054	65.00	2007054	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Total		2007054	65.00	2007054	0	100.00	0.00		
Public – Non Institutions	E-Voting	2909555	4184	0.14	3032	1152	72.47	27.53		
	Poll		739	0.03	674	65	91.20	8.80		
	Total		4923	0.17	3706	1217	75.28	24.72		
Total		23066507	19081192	82.72	19079975	1217	99.99	0.01		

For APAC & Associates LLP
Company Secretaries


Chetan Gupta
Partner
C. P. No. 7077
Date: 12.08.2019
Place: New Delhi

