

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc thereon.)

Dear Member(s),

Notice is hereby given that the Resolutions appended below are proposed to be passed by the Members of Goodyear India Limited through Postal Ballot.

The Board of Directors of the Company has appointed Mr. Chetan Gupta, Practising Company Secretary (CP No. 7077) & Partner in APAC & Associates, as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 p.m. on Thursday, March 5, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Also, please note that E-voting is optional. Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section "Voting through electronic means". References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman / Vice Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on Thursday, March 12, 2015 and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.goodyear.co.in

Item No. 1

Approval of remuneration of Mr. Rajeev Anand, Vice Chairman & Managing Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, if any, including any statutory modification or re-enactment thereof, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr. Rajeev Anand as wholetime Managing Director of the Company with effect from May 1, 2014, as specified in detail, in the draft second supplemental agreement (*a draft of which is available for inspection*) to be entered into between the Company and Mr. Anand and that the Board of Directors of the Company is authorized to revise, amend, alter or otherwise vary the terms and conditions of appointment of Mr. Anand from time to time as it deems fit, but at no time the remuneration payable to Mr. Anand shall exceed the maximum limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013, and in the event of the Company not earning profit or inadequacy of profit in any financial year, the aforesaid remuneration shall be paid to Mr. Anand as Minimum Remuneration, subject to the approval of the Central Government, if required, and/or upon compliance of the applicable requirements of Schedule V to the Companies Act, 2013. However, till the time approval is obtained, Mr. Anand shall be paid the managerial remuneration to the extent prescribed in Section II of Part II of

Schedule V to the Companies Act, 2013, upon the compliance of the applicable provisions of the Act."

Item no. 2

Approval of remuneration of Mr. Yashwant Singh Yadav, Director- HR & Corporate Affairs

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, if any, including any statutory modification or re-enactment thereof, consent of the Members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr. Yashwant Singh Yadav as wholetime Director of the Company with effect from May 1, 2014, as specified in detail, in the draft fifth supplemental agreement (*a draft of which is available for inspection*) to be entered into between the Company and Mr. Yadav and the Board of Directors of the Company is authorized to revise, amend, alter or otherwise vary the terms and conditions of appointment of Mr. Yadav from time to time as it deems fit, but at no time the remuneration payable to Mr. Yadav shall exceed the maximum limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013, and in the event of the Company not earning profit or inadequacy of profit in any financial year, the aforesaid remuneration shall be paid to Mr. Yadav as Minimum Remuneration, subject to the approval of the Central Government, if required and/or upon compliance of the applicable requirements of Schedule V to the Companies Act, 2013. However, till the time approval is obtained, Mr. Yadav shall be paid the managerial remuneration to the extent prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, upon the compliance of the applicable provisions of the Act."

Item no. 3

Appointment of Ms. Sudha Ravi as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Sudha Ravi (DIN 06764496) who was appointed as an additional director of the Company w.e.f. June 7, 2014 (and holds that office upto the date of next Annual General Meeting) and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years effective from June 7, 2014."

Item no. 4

Amendments to the Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 (including statutory modifications and re-enactment thereof) and the Rules made there under, and subject to

(1)

GOODYEAR
One Revolution Ahead

CERTIFIED TRUE COPY
For GOODYEAR INDIA LIMITED

[Handwritten Signature]
Company Secretary

the approval of the Central Government, if any required, the Articles of Association of the Company be altered / amended as follows:

The reference to the sections / provisions of the Companies Act, 1956, wherever they appear, be deleted.

Articles 4, 9, 86, 91, 100, 122A, 160, 165, 166, 167, 168, 169, 170, 171, 172, and 173 be deleted.

Article 1 be replaced with the following Article: "Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the Articles become binding on the Company.

The marginal notes hereto shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith:

"The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof and the rules framed thereunder."

Article 2 be replaced with the following Article: "The Regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company except in so far as otherwise expressly incorporated hereafter."

Article 3 be replaced with the following Article: "Notwithstanding anything contained in these articles but subject to the provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities."

Article 14 be replaced with the following Article: "The provisions contained in Articles 15, 16 and 17 hereof shall be subject to the provisions of the Act or any statutory modification or re-enactment thereof from time to time in force."

Article 15(b) be replaced with the following Article: "Every member shall be entitled free of charge to one certificate for all the shares of each class registered in his name or, if the Board so approves to several certificates each for one or more of such shares. The certificate(s) shall be issued to the member(s) within the timelines as may be prescribed in the Act and / or any other applicable laws. Every certificate of shares shall specify the name of the person in whose favour the certificate is issued, the shares to which it relates and the amount paid up thereon. Particulars of every certificate issued shall be entered in the Register of Members maintained in the form set out in the Act, against the name of the person to whom it has been issued, indicating the date of issue. In respect of any share registered in the joint names of several members the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several members registered jointly in respect thereof shall be sufficient delivery to all such members."

In Article 16, the words "it is issued in lieu of a share certificate or is a duplicate issued for the one so defaced, torn or old, decrepit, worn out or lost or destroyed, as the case may be, and" be replaced with the words "it is issued in lieu of share certificate No. _____ sub-divided/replaced/ on consolidation" or "duplicate issued in lieu of share certificate no. _____", as the case may be."

In Article 28, the word "resolution" be replaced with the word "forfeiture" and the word "Register" be replaced with the words "Register of Members".

In Article 33, the words "upon the footing and condition that Article 12 hereof is to have full effect" be replaced with the words "as set out in Article 12".

In Article 36, 38 and 81, the word "Register" be replaced with the words "Register of Members".

Article 37 be replaced with the following Article: "Where any share under the powers in that behalf herein contained is sold by the Board pursuant to the provisions hereof and the certificate in respect thereof has not been delivered to the Company by the former holder of such shares, the Board may issue a new certificate for such shares distinguishing it in such manner as it may think fit from the certificate not so delivered by the former holder of such shares."

In Article 40A, the words "or securities" be replaced with the words "of securities" and the words "the depository" be replaced with the words "a depository".

In Article 41, 44 and 64, the words "two months" be replaced with the words "thirty days".

Article 46 be replaced with the following Article: "The executor or administrator of a deceased member (not being one of several members registered jointly in respect of shares held by the deceased member) shall

be the only person recognised by the Company as having any title to the share registered in the name of such member, and, in case of the death of any one or more of the members registered jointly in respect of any share, the survivor shall be the only person recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased member from any liability on the share held by him jointly with any other person. The Board may, before recognising any executor or administrator, require him to obtain a grant of probate or letters of administration or other legal representation, as the case may be, from a competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of probate or letters of administration or such other legal representation upon such terms as to indemnity or otherwise as the Board, in its absolute discretion, may consider adequate."

Article 47 be replaced with the following Article: "Any committee or guardian of a lunatic or minor member or any person becoming entitled to transfer a share in consequence of the death or bankruptcy or insolvency of any member upon producing such evidence of his title or authority to act under this Article to the satisfaction of the Board, with the consent of the Board, be registered as a member in respect of such shares, or may, subject to the regulations as to transfer hereinbefore contained transfer such share. This Article is hereinafter referred to as "The Transmission Article."

Article 48(2) be replaced with the following Article: "If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of instruments of transfer of a share shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member."

Article 48(3) be replaced with the following Article: "The Board shall, in either case set out in Article 48(1) and 48(2) above, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency."

In Article 49, the words "the provisions of Article 80 and of Section 206 of the Act" be replaced with the words "the provisions of these Articles and the Act".

A new Article 50A be inserted: "Subject to the provisions of the Act, the Company may issue securities by way of Bonus Issue, Rights Issue, Private Placement, issue of Sweat Equity Shares or any other manner as may be applicable."

Article 52 be replaced with the following Article: "Before the issue of any new shares, the Company in general meeting may make provisions as to the allotment and issue of the new shares, and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium."

In Article 53, the words "these presents" be replaced with the words "these Articles".

A new Article 56(d) be inserted: "convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denomination."

In Article 62, the word "discount" be deleted.

Article 65 be replaced with the following Article: "All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting."

Article 66 be replaced with the following Article: "The Board may, whenever it thinks fit, call an Extraordinary General Meeting. The Board shall, on the requisition of such number of members as hold at the date of the deposit of the requisition, not less than one-tenth of such, of the paid up capital of the Company as at that date carried the right of voting in regard to the matter to be considered at the meeting, forthwith proceed to call an extraordinary general meeting, as per the provisions of the Act."

Article 68 be replaced with the following Article: "Save as provided in the Act not less than twenty-one days' notice shall be given of every general meeting of the Company. Every notice of a meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Where any such business consists of "special business" as hereinafter defined there shall be annexed to the notice an explanatory statement complying with the provisions of the Act

Notice of every meeting of the Company shall be given to every member of the Company, to the Auditors of the Company, every director of the Company and to any persons entitled to a share in consequence of the death or insolvency of a member in any manner hereinafter authorised for the giving of notices to such persons.

The accidental omission to give any such notice to or the non-receipt by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting."

Article 70 be replaced with the following Article: "No business shall be transacted at any general meeting of the Company unless a quorum of members, as specified under the Act, is present at the time when the meeting proceeds to business."

Article 72 be replaced with the following Article: "The Chairman and in his absence, the Vice-Chairman, of the Board shall be entitled to take the chair at every general meeting. If there is no such Chairman or Vice-Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the Directors present shall choose one amongst themselves to act as Chairman. If no Director is present or if all the Directors present decline to take the chair, then the members present shall, on a show of hands or on a poll, if properly demanded, elect one of their number, being a member entitled to vote to be Chairman of the meeting."

In Article 73, the words "a quorum be not present, the meeting, if convened upon requisition as aforesaid, shall be dissolved," be replaced with the words "a quorum is not present, the meeting, if convened upon requisition in accordance with these Articles, shall be dissolved."

Article 74 be replaced with the following Article: "Every question submitted to a meeting shall be decided as per the applicable provisions of the Act. The Chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member."

In Article 75, the words "fifty thousand" be replaced with the words "five lac."

Article 76 (3) be replaced with the following Article "Where a poll is to be taken the Chairman of the meeting shall appoint such number of persons, as he deems necessary, to scrutinize the poll process, the votes given on the poll and to report to him thereon."

A new Article 76A be inserted: "The Company may transact any business by means of a Postal Ballot, subject to the provisions of the Act."

A new Article 76B be inserted: "A member may exercise his vote at a meeting by electronic means in accordance with the provisions of the Act and shall vote only once."

Article 79(a) be replaced with the following Article: "Where a company or a body corporate (hereinafter called "member company") is a member of the Company, a person, duly appointed by resolution in accordance with the provisions of the Act to represent such member company at a meeting shall not, by reason of such appointment, be deemed to be a proxy, and the production at the meeting of a copy of such resolution duly signed in the prescribed manner and certified as being a true copy of the resolution shall, on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member company which he represents, as that member company could exercise if it were an individual member."

Article 83 be replaced with the following Article: "The instrument appointing a proxy shall be in the form as prescribed in the Act."

Article 84 be replaced with the following Article: "The instrument appointing a proxy and the Power-of-Authority or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Registered Office as per the provisions of the Act."

Article 89 be replaced with the following Article: "Until otherwise determined by special resolution, the number of the Directors of the Company shall neither be less than three nor more than fifteen. The constitution of the Board shall be as per the Act."

Article 90 be replaced with the following Article: "Not less than two-thirds of the total number of Directors (other than Independent Directors) shall be persons whose period of office is liable to determination by retirement of Directors by rotation."

In Article 92, the words, "The Board shall have power" be replaced with the words "The Board shall, subject to the provisions of the Act, have power."

Article 96 be replaced with the following Article: "If any Director, being

willing, shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a Committee of the Board then, subject to the applicable provisions of the Act, the Board may remunerate the Director so doing and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled."

Article 98 be replaced with the following Article: "The office of a Director shall ipso facto become vacant if the director:-

- a) incurs any of the disqualifications specified in Section 164 of the Act, or
- b) absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; or
- c) acts in contravention of the provisions of Section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested; or
- d) fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184, or
- e) becomes disqualified by an order of a court or the Tribunal, or
- f) is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months: Provided that the office shall be vacated by the Director even if he has filed an appeal against the order of such court, or
- g) is removed in pursuance of the provisions of the Act; or
- h) having been appointed a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate Company, ceases to hold such office or other employment in that Company; or
- i) resigns his office by way of a written notice to the Company."

Article 99 be replaced with the following Article "Any Director or other person may be appointed to or hold any office or place of profit under the Company or under any subsidiary or any other related entity of the Company in accordance with and subject to the provisions of the Act."

Article 101 be replaced with the following Article: "Every Director who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, entered into or to be entered into, by or on behalf of the Company shall disclose the nature of his concern or interest to the Board of Directors, as required by the Act."

Article 102 be replaced with the following Article: "No Director shall, as a Director, take any part in the discussion of, or vote on any contract arrangement in which he is in any way, whether directly or indirectly concerned or interested, nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote."

Article 106 be replaced with the following Article: "The Company at the annual general meeting at which a Director retires by rotation in manner aforesaid may fill up the vacated office by appointing the retiring Director or some other person thereto."

Article 109 be replaced with the following Article: "No person not being a retiring Director shall be eligible for appointment to the office of Director at any general meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of director or the intention of such member to propose him as a candidate for that office as the case may be along with a deposit of the prescribed amount which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in being elected as a director. The Company shall inform its members of the candidature of a person for the office of Director or the intention of a member to propose such person as a candidate for that office, by serving notice on the members in the prescribed manner."

In Article 110 the words "the state in which meetings of the Board are ordinarily held" be replaced with the word "India".

Article 111 be replaced with the following Article: "The Board shall meet four times every year in such a manner that not more than one hundred and twenty days shall intervene between two meetings and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit. Notice in writing of every meeting of the Board shall be given to every Director at his address registered with the Company."

A new Article 112A be inserted: "Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose."

A new Article 112B be inserted: "If any Director(s) is unable to be physically present at any meeting of the Board of Directors or its Committee(s), he may attend the meeting by Video Conferencing or any other Audio Visual means of Communication, as per the provisions of the Act or any rules framed thereunder."

A new Article 112C be inserted: "A meeting of the Board of Directors or its Committees may be held by means of Video Conferencing or any other Audio Video means of Communication, as per the provisions of the Act."

Article 113 be replaced with the following Article: "The Directors and /or any committee of Directors may elect a Chairman and a Vice-Chairman of their meetings, and determine the period for which they are respectively to hold office. The Chairman and in his absence, the Vice-Chairman shall take the Chair at the meetings but if no such Chairman or Vice-Chairman is elected or if at any meeting of the Board or Committee thereof, the Chairman or Vice-Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose someone of their number to be Chairman of such meeting."

Article 120 be replaced with the following words: "Save in those cases where a resolution is required to be passed at a meeting of the Board, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee of the Board, as the case may be, and has been approved by them as per the provisions of the Act."

Article 121 be replaced with the following Article: "(1) The Board shall cause minutes of proceedings to be made, within thirty days of the conclusion of every general meeting, every resolution passed by Postal Ballot and every meeting of the Board or of every committee of the Board, in books kept for the purpose with their pages consecutively numbered, each page of every such book being initialled or signed and the last page of the record of proceedings of each meeting in such books being dated and signed in the manner prescribed by the Act."

In case of business exigencies, practical difficulties and / or in the absence of the Chairman of the meeting, the minutes may be signed by the Vice-Chairman or any other Director as may be authorized by the Board of Directors. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(2) Any such minutes of any meeting of the Board or of any committee of the Board or of the Company in general meeting, if kept in the manner provided above, shall be evidence of the proceedings recorded in such minutes. The Minute Books of general meetings of the Company shall be kept at the Registered Office and shall be open to inspection by members on business days for a duration that may be decided by the Company from time to time."

In Article 123 (3), the words "under seal" be deleted and the words "(not exceeding those which may be delegated by the Board under the Act)" be replaced with the words "as per the provisions of the Act".

In Article 127, the words "and in particular to the prohibitions and restrictions contained in Section 292 thereof" be deleted.

Article 128 be replaced with the following Article: "Subject to the provisions of the Act,— (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer."

A new Article 128A be inserted: "A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer."

Article 129 be replaced with the following Article: "(i) The Board shall provide a common seal for the Company and they shall have power from time to time destroy the same, substitute a new seal in lieu thereof, and the common seal shall be kept at the Registered Office of the Company and committed to the custody of any Director or Secretary. (ii) The Board shall

provide for the safe custody of the seal. (iii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. (iv) In order to meet the exigencies of business, the Common Seal of the Company may be affixed to any document in the presence of any Director and / or Key Managerial Personnel and / or any other person as may be authorised by the Board of Directors and the same may be ratified by the Board of Directors of the Company."

In Article 148, the words, "hereinafter provided" be replaced with the words "provided in the Act."

Article 151 be replaced with the following Article: "The Board shall cause proper books of accounts and other documents to be kept in accordance with the provisions of the Act."

Article 152 (a) be replaced with the following Article: "The books of accounts shall be kept at the Registered Office or at such other place in India as the Board may decide. The books of account and other books and papers shall be open to inspection during business hours by any Director, Registrar or any officer of Government authorised by the Central Government in this behalf, and if in the opinion of the Registrar or such officer, sufficient cause exists for the inspection of the books of account."

In Article 153, the words "the books of account and books and documents of the Company other than those referred to in Articles 121(2) and 176 or any of them," be replaced with the words "the books of accounts and other books and documents of the Company".

Article 154 be replaced with the following Article: "At every annual general meeting the Board shall lay before the Company the Financial Statements made up in accordance with the provisions of the Act and such Financial Statements shall comply with the requirements of the Act so far as they are applicable to the Company but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient."

Article 155 be replaced with the following Article: "A Report of the Board of Directors, as required by the provisions of the Act, shall be attached to the Financial Statements laid before the Company."

Article 156 be replaced with the following Article: "A copy of the Financial Statements, (including the Auditors' Report and every document required by law to be annexed or attached to the Financial Statements) or a statement containing the salient features of such documents shall, as provided by the Act, not less than twenty-one days before the meeting be sent to every such member, every trustee for the holders of any debentures issued by the Company and other person to whom the same is required to be sent."

Article 157 be replaced with the following Article: "The Company shall comply with the Act as to filing copies of the Financial Statements and documents required to be annexed or attached thereto with the Registrar."

Article 159 be replaced with the following Article: "The appointment, remuneration, rights and duties of the Auditor or Auditors shall be as per the provisions of the Act."

Article 163 be replaced with the following Article: "The Financial Statements of the Company when audited and adopted by the Company in general meeting shall be conclusive."

Article 164 be replaced with the following Article: "A notice or other document may be given by the Company to any member either personally or by sending it by post to him to his registered address or through electronic means as per the provisions of the Act."

Article 174 be replaced with the following Article: "The Company shall duly keep and maintain at the office, the Registers and Documents in accordance with the requirements of the Act."

Article 175 be replaced with the following Article: "The Company shall comply with the provisions of the Act as to the supplying of copies of the registers, deeds, documents, instruments, returns certificates and books therein mentioned to the persons therein specified when so required by such persons, on payment of the charges, if any, as may be fixed by the Company or prescribed by the Act."

In Article 179, the words "Every Director, Manager, Secretary, Trustee" be replaced with the words "Every Director, Chief Executive Officer, Chief Financial Officer, Manager, Company Secretary, Trustee."

In Article 181, the words "If the Company shall be" be replaced with the words "Subject to the provisions of the Act, if the Company is".

A new Article 184 be inserted: "Subject to the provisions of the Act or any other applicable law, the Company may maintain any document, record, register, minutes, books of accounts etc. in electronic form in such manner and format, as may be prescribed."

A new Article 185 be inserted: "Wherever in the Act, it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case this regulation hereto authorizes and empowers the Company to have such rights, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided."

FURTHER RESOLVED THAT the any of the Directors and / or the Company Secretary be and are hereby authorised to take all necessary actions to give effect to the above resolution."

Item No. 5

Appointment of Mr. Ravi Vira Gupta as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ravi Vira Gupta (DIN 00017410), an existing Independent Director of the Company (whose current term of office is liable to retirement by rotation) and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing

from a Member proposing his candidature for the office of Director, under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years effective from the date of conclusion of this Postal Ballot result."

Item No. 6

Appointment of Mr. Chandrashekhhar Dasgupta as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Chandrashekhhar Dasgupta (DIN 00381799), an existing Independent Director of the Company (whose current term of office is liable to retirement by rotation) and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years effective from the date of conclusion of this Postal Ballot result."

NOTES:

- The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of proposed Items set out in the Notice is annexed hereto.
- The details of Directors seeking appointment as per Clause 49 of the Listing Agreement (as on December 31, 2014) are given below:

Particulars	Ms. Sudha Ravi (refer Item no. 3)	Mr. Ravi Vira Gupta (refer Item no. 5)	Mr. Chandrashekhhar Dasgupta (refer Item no. 6)
Date of Birth	31.05.1955	19.11.1937	02.05.1940
Date of first Appointment	07.06.2014	27.10.1998	01.05.2001
Qualification	B.Sc. and LL.B.	BA (Hons.) Economics and a 1962 batch IAS officer	IFS (Retd.)
Expertise in specific functional area	<ul style="list-style-type: none"> Over 30 years in SBI and held key positions like GM, ERM, Chief Representative (DGM) Washington DC, USA. Served as a President of India Venture Advisors Pvt. Ltd. Presently, CEO, Piramal Finance P Limited. Received various recognition(s) like plaque presented by the Indian Associations in USA jointly for outstanding contribution in the sphere of banking for the community in DC. Chairperson of National Council on NBFCs of ASSOCHAM. 	<ul style="list-style-type: none"> Served the Govt. at the levels of Special Secretary (Ministry of Finance), Secretary (Ministry of Food), Additional Secretary (Ministry of Chemicals & Fertilizers) and Principal Secretary to Government of MP. Former Deputy Governor of RBI and was closely involved in the economic reforms process. After retirement, he acted as Chairman of the RBI Committee on Agriculture Credit. Associated with Deutsche Bank as Chairman of local advisory board for India and also holds various other Board Level Positions in the industry. 	<ul style="list-style-type: none"> Served as India's ambassador to China and to the European Union. Currently a member of the Prime Minister's Council on Climate Change, a distinguished Fellow at TERI, and a member of the UN Committee on Economic, Social and Cultural Rights. Awarded the Padma Bhushan by the President of India.
Directorships held in Other Public Limited Companies in India	None*	<ul style="list-style-type: none"> Delhi Safe Deposits Limited DCM Engineering Limited Seshasayee Paper & Board Ltd Honda Seil Power Products Limited DCM Limited 	None
Directorships held in Other Companies in India	None*	<ul style="list-style-type: none"> Ambil Holdings Pvt. Ltd. India Value Fund Advisors Pvt Ltd. IVF Advisors (Pvt) Ltd 	None
Chairman/ Member of Committee of the Board of other Companies in which they are director	None	<ul style="list-style-type: none"> Seshasayee Paper & Board Ltd – Chairman, Audit Committee Honda Seil Power Products Limited – Member, Audit Committee DCM Limited – Member, Audit Committee DCM Engineering Limited – Chairman, Audit Committee 	None
Shareholding in Goodyear India Limited	Nil	Nil	Nil
Inter-se Relationship between Directors	None	None	None

*In terms of the Notice of Interest by Director (Ms. Sudha Ravi) dated January 16, 2015, it has been informed to the Company that Ms. Sudha Ravi is Manager & CEO in Piramal Finance Private Limited, Non – Board Executive Director in Piramal Fund Management P.Ltd..

3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on closing hours of business on Friday, January 16, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
4. The Members whose name appears on the Register of Members/List of Beneficial Owners as on closing hours of business on Friday, January 16, 2015 will be considered for the purpose of voting.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to goodyearindia_investorcell@goodyear.com. The Registrar and Transfer Agent/Company shall forward the same along with postage pre-paid self-addressed Business Reply envelope to the Member.
8. The Address for Correspondence shall be as follows:
 - a) **Registered office of the Company:** Goodyear India Limited, Mathura Road, Bailabgarh, (Dist. Faridabad)-121004, Haryana, India.
 - b) **Registrar & Transfer Agents:** Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area Phase - 1, New Delhi - 110020, India. Tel.: +91 11 26812682-83, 64732681, **Email Id.:** admin@skylinerta.com
9. All the material documents referred to in the Notice will be made available for inspection by the Members at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days, except Saturdays, from February 3, 2015 upto and including the last date of voting on the postal ballot.
10. **Voting through electronic means:** In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
 - a. The instructions for e-voting are as under:
 - i. Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the "USER-ID" and "PASSWORD".
 - i. Open email and open PDF file viz: "Goodyear India e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdli.com>.
 - iii. Click on Shareholder - Login.
 - iv. Enter the user ID and password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - vii. Select "EVEN" (E Voting Event Number) of Goodyear India Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to chetangupta11@gmail.com with a copy marked to evoting@nsdl.co.in.
11. For Members whose email IDs are not registered with the Company/Depository Participant(s) and who receive the physical postal ballot forms, the following instructions may be noted.
 - i. Initial password is provided as below/at the bottom of the Postal Ballot Form: EVEN (E Voting Event Number) USER ID PASSWORD
 - ii. Please follow all steps from Sr. No. ii. to Sr. No. xii of (I) above, to cast vote.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the 'downloads' section of www.evoting.nsdli.com
13. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
14. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
15. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
16. The e-voting period commences on Wednesday, February 4, 2015 (9:30 am) and ends on Thursday, March 5, 2015 (6:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the relevant date of Friday, January 16, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
17. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date of Friday, January 16, 2015.
18. **SHAREHOLDER SERVICES:**
 - a. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your **Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialised holding)**, if not yet provided, to promote Green Initiative.
 - b. Members of the Company are informed that pursuant to the provisions of the Companies Act, 1956 or any statutory re-enactment thereof, the amount of dividend which remains unclaimed/ unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education & Protection Fund (IEPF) constituted by the Central Government. As such, **members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / RTA immediately claiming the Dividend(s) declared by the Company pertaining to the years 2007, 2008, 2009, 2010, 2011, 2012 and 2013.** Attention of the members is drawn that the unclaimed dividend

for the year 2007 was declared by the members of the Company on 16th May 2008 and was later transferred to unpaid dividend account as per the provisions of applicable law. On expiry of a period of seven years on 17th June 2015, it will be due for transfer to IEPF. **Kindly note that the once the amount is transferred to the IEPF, no claims shall lie against the Company.**

- c. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Member's bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. Accordingly, **members are encouraged to claim payment of dividend in terms of above mentioned electronic payment modes by filling up the details required in attached ECS Mandate Form & sending the same as per the instructions given therein.**
- d. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of your Company is in compulsory de-materialized form. **Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's Registrar and Share Transfer Agent (RTA).**

By order of the Board of Directors

New Delhi
January 16, 2015

Pankaj Gupta
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

As the Members are aware, the Company at its Annual General Meeting held on 15th May 2014, re-appointed Mr. Rajeev Anand as Vice Chairman & Managing Director of the Company for a further period of five years with effect from February 20, 2014 and also approved remuneration payable to Mr. Anand effective February 20, 2014. Subject to the approval of the members, the Board of Directors of the Company, in its meeting held on May 15, 2014 has approved the revision in remuneration payable to Mr. Rajeev Anand, with effect from May 1, 2014 as per the details embodied in the draft second supplemental agreement which will be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. The details of revised remuneration of Mr. Rajeev Anand, as unanimously approved by the Board of Directors, is appended below:

Monthly basic salary – Rs. 5,80,800/-; Monthly Special Allowance - Rs. 4,92,800/-; Performance Bonus including Pay for Performance Bonus (PRP) and incentive(s) of any kind whatsoever payable annually upto Rs. 30 million; Expenditure on gas, electricity, water and furnishings etc. upto ceiling of Rs. 4,28,500/- in a year, Personal driver salary reimbursement, expenses for running and maintenance of car not exceeding Rs. 3,50,000/- in a year. All other terms and conditions with respect to the remuneration of Mr. Anand including recreation/holiday trip, club fee, personal accident insurance, medical reimbursement, insurance, contribution to provident fund and superannuation fund, gratuity, encashment of leave, other perquisites etc. shall remain unchanged.

The above terms have been incorporated in the draft second supplemental agreement to be entered into with Mr. Rajeev Anand as referred to in the resolution vide Item No. 1 of the Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time, as it deems fit, but at no time Mr Anand shall be entitled to receive the remuneration & perquisites in excess of the limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013 read with section 197, as existing or as may be amended from time to time. The draft agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 2013 including any statutory modification or re- enactment thereof, in the event of the company not earning profit or inadequacy of profit in any financial year, Mr. Anand would be entitled to receive the above remuneration as minimum

remuneration. The revision of remuneration payable to Mr. Rajeev Anand is subject to the approval of the Members of the Company and the approval, as required, is hereby sought.

None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr. Rajeev Anand, Vice Chairman & Managing Director, to the extent of revision in his remuneration, may be deemed to be interested or concerned in the said resolution.

The Board recommends the resolution for approval of the members.

Item no. 2:

As the Members are aware, the Company at its Annual General Meeting held on 15th May 2014 had revised the remuneration payable to Mr. Yashwant Singh Yadav, Director – HR & Corporate Affairs, effective May 1, 2013.

Subject to the approval of members, the Board of Directors of the Company, at its meeting held on May 15, 2014 approved the revision in the remuneration payable to Mr. Yashwant Singh Yadav w.e.f. May 1, 2014 as per the details embodied in the draft fifth supplemental agreement which will be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. The details of revised remuneration of Mr. Yashwant Singh Yadav, as unanimously approved by the Board of Directors, on May 15, 2014 is appended below:

Monthly basic salary – Rs. 3,91,600/-; Monthly Special Allowance - Rs. 3,53,100/-; Performance Bonus including Pay for Performance Bonus (PRP) and incentive(s) of any kind whatsoever payable annually upto Rs. 11 million; Expenditure on gas, electricity, water and furnishings etc. up to a ceiling of Rs. 3,22,000/- in a year, Personal Driver Salary reimbursement etc. not exceeding Rs. 2,75,000/- in a year, Recreation/holiday trip. Once in a year for self and family in accordance with the rules of the Company, subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) in a year or Rs. 5,00,000/- (Rupees Five Lakhs Only) in a block of two years as per Income Tax Act 1961 or applicable Rules thereof. All other terms and conditions with respect to the remuneration of Mr. Yadav including club fee, personal accident insurance, medical reimbursement, insurance, contribution to provident fund, gratuity, encashment of leave, other perquisites etc. shall remain unchanged.

The above terms have been incorporated in the draft fifth supplemental agreement to be entered into with Mr. Yashwant Singh Yadav as referred to in the resolution vide Item No. 2 of the Notice with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time, as it deems fit, but at no time, Mr Yadav shall be entitled to receive the remuneration & perquisites in excess of the limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013 read with section 197, as existing or as may be amended from time to time. The draft agreement, referred as above, also provides that subject to the applicable provisions of the Companies Act, 2013 including any statutory modification or re- enactment thereof, in the event of the company not earning profit or inadequacy of profit in any financial year, Mr. Yadav would be entitled to receive the above remuneration as minimum remuneration. The revision of remuneration payable to Mr. Yashwant Singh Yadav is subject to the approval of the Members of the Company and the approval, as required, is hereby sought.

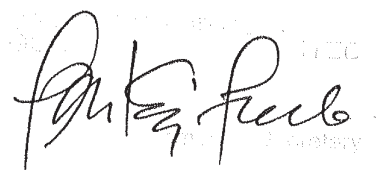
None of the Directors and Key Managerial Personnel of the Company including their relatives except Mr. Yashwant Singh Yadav, Director-HR & Corporate Affairs to the extent of revision in his remuneration may be deemed to be interested or concerned in the said resolution.

The Board recommends the resolution for approval of the members.

Item no. 3:

The Board of Directors, at its meeting held on 6th June 2014, had appointed Ms. Sudha Ravi as an Additional Director in the capacity of an Independent Director of the Company effective from 7th June 2014. She will not be liable to retire by rotation during her tenure of 5 years..

In terms of Section 149 of the Companies Act, 2013, the appointment of an Independent Director has to be made by the Members. Moreover, Ms. Sudha Ravi fulfills the requirement of appointing a Woman Director on the Board of the Company as per the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company has received the requisite documents and declarations from Ms. Sudha Ravi. The Company has also received notice from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sudha Ravi for the office of Director of the Company.


Pankaj Gupta
Company Secretary

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Ms. Sudha Ravi is available for inspection, without any fee, by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m.

In the opinion of the Board, Ms. Sudha Ravi fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Ms. Sudha Ravi is independent of the management.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Sudha Ravi, to the extent of her appointment, is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution for approval of the members.

Item no. 4:

Members may please note that the Ministry of Corporate Affairs (MCA) had notified substantive provisions of the Companies Act, 2013 vide notifications dated 12th September 2013 and 26th March 2014. These provisions govern the general working of the Companies. However, provisions related to National Company Law Tribunal, Investor Education and Protection Fund, Compromise, Arrangement and Amalgamation, Class Action Suits, Winding-up and certain other matters are yet to be notified by the MCA.

In view of this change in law, the Articles of Association of the Company are required to be amended so as to empower the Company to carry out certain transactions as per the provisions of the Companies Act, 2013.

The amendments seek to delete the references to the provisions of the Companies Act, 1956, which are no longer in force.

Moreover, the Company proposes to insert new Articles that will enable it to take advantage of the technological advancements to conduct business and meetings. These items relate to enabling provisions for E-voting, postal ballot, video conferencing, keeping documents in electronic form, etc.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, except Saturdays, up to and including the last date of voting on the Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution for approval of the members.

Item no. 5:

Mr. Ravi Vira Gupta is an existing Independent Director on the Board of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, his appointment needs to be approved by the Members. On the basis of the report of performance evaluation, the Board determined to continue the term of appointment of Mr. Gupta as an Independent Director.

In the opinion of the Board, Mr. Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Gupta is independent of the management.

Section 149 of the Companies Act, 2013 *inter alia* stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director shall not be included in the total number of directors considered for retirement by rotation. Hence, it is proposed that Mr. Ravi Vira Gupta be appointed for a term of 3 (three) years effective the date of conclusion of this Postal Ballot result and not liable to retire by rotation.

The Company has received the requisite documents and declarations from Mr. Gupta. The Company has also received notice from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Gupta for the office of Director of the Company.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Gupta is available for inspection, without any fee, by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ravi Vira Gupta, to the extent of his appointment, is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution for approval of the members.

Item no. 6:

Mr. Chandrashekhar Dasgupta is an existing Independent Director on the Board of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, his appointment needs to be approved by the Members. On the basis of the report of performance evaluation, the Board determined to continue the term of appointment of Mr. Dasgupta as an Independent Director.

In the opinion of the Board, Mr. Dasgupta fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Dasgupta is independent of the management.

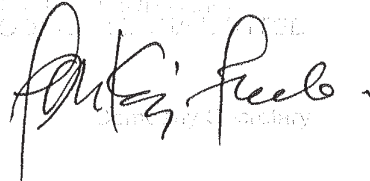
Section 149 of the Companies Act, 2013 *inter alia* stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term of up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors considered for retirement by rotation. Hence, it is proposed that Mr. Dasgupta be appointed for a term of 5 (five) years with effective the date of conclusion of this Postal Ballot result and not liable to retire by rotation.

The Company has received the requisite documents and declarations from Mr. Dasgupta. The Company has also received notice from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Dasgupta for the office of Director of the Company.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Dasgupta is available for inspection, without any fee, by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Dasgupta, to the extent of his appointment, is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution for approval of the members.

CHANDRASHEKHAR DASGUPTA
Independent Director

CHANDRASHEKHAR DASGUPTA



GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India
Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola, New Delhi-110025, India
Telephone: 0129-6611000 Fax: 0129-2305310
E-mail: gyi_info@goodyear.com, Website: www.goodyear.co.in

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

1. Name and Registered Address :
of the Sole / First named Member
2. Name(s) of the Joint Member(s) :
if any
3. Registered Folio No. / :
DP ID No.*/ Client ID No.*
(*Applicable to investors holding
shares in dematerialised form)
4. No. of equity shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated January 16, 2015 of Goodyear India Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing a tick mark in the appropriate column below:

Item No.	Description	No. of Equity Share(s)	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Revision in the Remuneration of Mr. Rajeev Anand, Vice Chairman & Managing Director effective May 1, 2014			
2.	Revision in the Remuneration of Mr. Yashwant Singh Yadav, Director – HR & Corporate Affairs effective May 1, 2014			
3.	Appointment of Ms. Sudha Ravi as an Independent Director for 5 years effective June 7, 2014			
4.	Amendment of Articles of Association of the Company			
5.	Appointment of Mr. Ravi Vira Gupta as an Independent Director for 3 years effective the date of conclusion of this Postal Ballot result			
6.	Appointment of Mr. Chandrashekhar Dasgupta as an Independent Director for 5 years effective the date of conclusion of this Postal Ballot result			

Place:
Date:

Signature of the Shareholder

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: Thursday, March 5, 2015 before 6.00 p.m.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, March 5, 2015, before 6.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on closing hours of business on Friday, January 16, 2015
10. The result of the Postal Ballot will be declared on Thursday, March 12, 2015 at the registered office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. The decision of the Scrutinizer on the validity of the postal ballot form and any other related matter shall be final.

CERTIFIED TRUE COPY
For GOODYEAR TYRE & RUBBER LIMITED



Company Secretary



GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India
Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola, New Delhi-110025, India
Telephone: 0129-6611000 Fax: 0129-2305310
E-mail: gyi_info@goodyear.com, Website: www.goodyear.co.in

ECS MANDATE FORM

(In case of Shares held in physical mode - send this form to the RTA,
Skyline Financial Services Private Limited, New Delhi)

(In case of Shares held in Demat mode - please inform the concerned Depository Participant)

To
Skyline Financial Services Private Limited,
D-153A, 1st Floor, Okhla Industrial Area Phase - 1,
New Delhi - 110020.

Dear Sir,

Unit: Goodyear India Limited

Folio No.:

Kindly note the following NECS mandate with respect to my above cited Folio No.

1. Name of the First Shareholder/Member:.....
(In capital letters)
 2. No. of Shares held:
 3. Bank Name and address:
 4. Account Type (Saving / Current / Cash Credit) & Number:.....
 5. 9 - digit code number of the bank & branch as appearing on the MICR cheque issued by the bank:
- (Please attach photo copy of a cheque issued by your bank relating to your above account for verifying the accuracy of the code number).

Declaration

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or credit is not effected at all for any reason, I would not hold the Company responsible. In case of NECS facility not being available for any reason, the account detail provided above may be incorporated in the payment instrument.

Date :

Place :

Signature of the First Shareholder/Member

Certificate of the shareholder's Bank


Certified that the particulars furnished above are correct as per our records

Date :

Place :

Signature & Seal of the Authorized Official of the bank
Banks Stamp with full address:

GRABED TRUE COPY
FOR GOODYEAR INDIA LIMITED



Company Secretary



GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh (Dist. Faridabad) -121004, Haryana

Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8,

Commercial Centre, Jasola, New Delhi – 110025

Telephone: 0129-6611000, Fax: 0129-2305310

E-mail: gyi_info@goodyear.com, Website: www.goodyear.co.in

NOTICE OF POSTAL BALLOT / E-VOTING

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc thereof)

Notice is hereby given to the Members of Goodyear India Limited ("The Company") to seek their approval by way of Postal Ballot (including e-voting) in respect of resolution(s) as set out in the notice for postal ballot dated January 16, 2015. Further, please note that:

- i. The Company has completed the dispatch of the Notice of the Postal Ballot along with other requisite documents on Tuesday, February 3, 2015 to those members whose names appear on the Register of Members/List of Beneficial Owners as on closing hours of business on Friday, January 16, 2015.
- ii. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and the duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 p.m. on Thursday, March 5, 2015, failing which, it will be strictly treated as if no reply has been received from the Member.
- iii. In addition to physical voting, the Company is pleased to offer e-voting facility as an alternate. Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section "**Voting through electronic means**" of the Postal Ballot Notice.
- iv. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.

The voting (including e-voting) period commences on Wednesday, February 4, 2015 (9:30 a.m.) and ends on Thursday, March 5, 2015 (6:00 p.m.). The e-voting module shall be disabled for voting thereafter.

The Notice is also available on the Company's website www.goodyear.co.in under the 'Investor Relations' section, on NSDL website at www.evoting.nsdl.com and at the Registered Office of the Company on all working days, except Saturdays, from February 3, 2015 upto and including March 05, 2015. Any Member who wishes to vote through physical Postal Ballot Form OR has not received the Postal Ballot Form, may send his request to the Company's RTA viz. Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020 or e-mail at admin@skylinerta.com or may write to the Company Secretary at the Registered Office of the Company or email at goodyearindia_investorcell@goodyear.com. Also, for any queries / grievances, Members may write to Mr. Pankaj Gupta, Company Secretary, at above Company contact details.

The result of the Postal Ballot shall be declared on Thursday, March 12, 2015 at the Registered Office of the Company and shall be communicated to the BSE Limited as well as placed on the website of the Company.

By order of the Board

For Goodyear India Limited

Place: New Delhi

Date: February 3, 2015

Sd/-

Pankaj Gupta

Company Secretary

CERTIFIED TRUE COPY
For GOODYEAR INDIA LIMITED





गुडईयर इंडिया लिमिटेड

सीआईएन: L25111HR1961PLC008578

पंजीकृत कार्यालय: मथुरा रोड, बल्लभगढ़ (जिला फरीदाबाद), हरियाणा-121004.

कॉर्पोरेट कार्यालय: प्रथम तल, ए. बी. डबल्यू एलिगेन्स टावर,

प्लॉट नं.- 8, कमर्शियल सेंटर जसोला, नई दिल्ली-110025

टेलीफोन 0129 6611000, फैक्स 0129 2305310

ई-मेल-gyi_info@goodyear.com, वेबसाइट: www.goodyear.co.in

डाक मतपत्र / ई-मतदान सूचना

(कंपनी अधिनियम, 2013 के अनुच्छेद 110 के साथ पठित कंपनी (प्रबंधन एवं प्रशासन) नियम, 2014 तथा अन्य लागू प्रावधानों, इनमें किसी सांविधिक संशोधन/पुनःप्रवर्तन आदि सहित, के अनुपालनार्थ)

गुडईयर इंडिया लिमिटेड ("कंपनी") के सदस्यों को डाक मतपत्र दिनांक 16 जनवरी, 2015 की सूचना में निर्धारित संकल्प के संबंध में डाक मतदान (ई-मतदान सहित) के द्वारा अनुमोदन प्राप्त करने के लिए एतद् द्वारा सूचित किया जाता है। कृपया नोट कर लें कि:

- कंपनी ने उन सभी सदस्यों, जिनके नाम शुक्रवार, दिनांक 16 जनवरी, 2015 को लाभार्थी मासिकों के सदस्यों के रजिस्टर/सूची में शामिल थे, को सहित डाक मतदान की सूचना के प्रेषण का काम मंगलवार, दिनांक 3 फरवरी, 2015 को पूरा कर लिया है।
- डाक मतपत्र के जरिये अपना मत देने के इच्छुक सदस्यों से अनुरोध है कि वे डाक मतपत्र पर मुद्रित निर्देशों को सावधानीपूर्वक पढ़ लें और विधिवत भरे हुए डाक मतपत्र फार्म बृहस्पतिवार, 5 मार्च, 2015 को सायं 6.00 बजे तक जांचकर्ता के पास पहुंचा दें अन्यथा यह माना जाएगा कि सदस्य की ओर से कोई उत्तर प्राप्त नहीं हुआ है।
- डाक मतपत्र के अलावा, कंपनी द्वारा वैकल्पिक तौर पर ई-मतदान की सुविधा भी दी जा रही है। ई-मतदान के इच्छुक सदस्यों से अनुरोध है कि वे डाक मतदान सूचना के "इलेक्ट्रॉनिक साधनों के जरिये मतदान" खंड के अंतर्गत दी गई टिप्पणियों में उल्लिखित निर्देशों को पढ़ लें।
- सदस्य मतदान का केवल एक तरीका चुन सकते हैं अर्थात् वे डाक मतदान से या फिर ई-मतदान के जरिये मतदान कर सकते हैं। यदि कोई सदस्य अपना मत दोनों तरीकों से देता है तो ई-मतदान के जरिये किए गए मतदान को वैध माना जाएगा तथा डाक मतपत्र द्वारा किए गए मतदान को अमान्य माना जाएगा।

ई-मतदान अवधि सहित मतदान अवधि बुधवार, दिनांक 4 फरवरी, 2015 (प्रातः 9.30 बजे) से शुरू होकर बृहस्पतिवार, दिनांक 5 मार्च, 2015 (सायं 6 बजे) समाप्त होगी। इस अवधि के बाद ई-मतदान मॉड्यूल को मतदान हेतु बंद कर दिया जाएगा।

यह डाक मतपत्र सूचना कंपनी की वेबसाइट www.goodyear.co.in पर 'इन्वेस्टर रिलेशंस' खंड पर तथा एनएसडीएल वेबसाइट www.evoting.nsdl.com पर 3 फरवरी, 2015 से 05 मार्च, 2015 तक सभी कार्यदिवसों पर, शनिवार छोड़कर, कंपनी के पंजीकृत कार्यालय में भी उपलब्ध है। यदि कोई सदस्य डाक मतपत्र फार्म के जरिये मतदान का इच्छुक हो अथवा डाक मतपत्र प्राप्त न किया हो, अपना अनुरोध कंपनी के आरटीए अर्थात् स्काईलाइन फाइनेंशियल सर्विसेज प्राइवेट लिमिटेड, डी-153 ए, पहली मंजिल, ओखला इंडस्ट्रियल एरिया, फेज़-1, नई दिल्ली-110020 को भेज सकता है अथवा admin@skylinerta.com पर ई-मेल कर सकता है अथवा कंपनी के पंजीकृत कार्यालय में कंपनी सचिव को लिख सकता है अथवा goodyearindia_investorcell@goodyear.com पर ई-मेल कर सकता है। साथ ही, किसी प्रकार के स्पष्टीकरण अथवा शिकायत के लिए सदस्य कंपनी के उक्त संपर्क ब्यौरे पर श्री पंकज गुप्ता, कंपनी सचिव को लिख सकता है।

डाक मतदान का परिणाम बृहस्पतिवार, दिनांक 12 मार्च, 2015 को कंपनी के पंजीकृत कार्यालय में घोषित किया जाएगा तथा बीएसई लिमिटेड को सूचित किया जाएगा तथा कंपनी की वेबसाइट पर प्रदर्शित किया जाएगा।

CERTIFIED TRUE COPY
FOR GOODYEAR INDIA LIMITED

बोर्ड के आदेश से

Company Secretary

कृते गुडईयर इंडिया लिमिटेड

स्थान : नई दिल्ली

Sd/-

तारीख : 3 फरवरी, 2015

पंकज गुप्ता

कंपनी सचिव