Appendix A

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 54th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON FRIDAY, JUNE 26, 2015 AT 11:30 A.M. AT MAGPIE TOURISM COMPLEX SECTOR 16-A, FARIDABAD – 121 002, HARYANA

The 54th Annual General Meeting ("AGM") of the Company was held today on Friday, June 26, 2015 at 11:30 a. m. at Magpie Tourism Complex Sector 16-A, Faridabad – 121 002, Haryana.

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19th March 2015 and Clause 35 B of the Listing Agreement, the Company has provided the facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice of AGM dated 7th May 2015 electronically. The Remote e-Voting period remained open from Tuesday, June 23, 2015 (9:00 am) to Thursday, June 25, 2015 (5:00 pm).

Further, in line with the provisions of the Companies Act 2013 and the clarifications issued by the Ministry of Corporate Affairs, the voting at the venue of 54th AGM was conducted through Ballot Papers.

The Board of Directors have appointed Mr. Devesh Pandey, Company Secretary in practice (Membership No. 27793) and consultant at Candidlex Advisors LLP, a legal and management consulting firm for scrutinizing the voting process through Remote e-Voting as well as Ballot Paper in a fair and transparent manner. The Scrutinizer has submitted his consolidated report dated June 26, 2015 on the voting (Remote E-Voting and Ballot Paper) on the resolutions as set out in the Notice of AGM.

Authorized Capital of the Company as on AGM date: INR 30,00,00,000 Paid- up Capital of the Company as on AGM date: INR 23,06,65,070

The voting rights were reckoned on Friday, June 19, 2015 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM.

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

Res olu tio n No.	Particulars of the Resolution	Resolution required (Ordinary/ Special)	Total no. of votes casted	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes against	Result
1.	Adoption of audited Balance Sheet as at December 31, 2014 and the statement of Profit & Loss together with the details/notes annexed	Ordinary	18962958	18962898	99.9997%	60	0.0003%	Passed with requisite majority

	thereto, Cash Flow Statement for the year ended on that date along with the Reports of Directors and Auditors thereon.							
2.	Declaration of Dividend @ Rs.10 per share for the year ended December 31, 2014.	Ordinary	18962958	18962898	99.9997%	60	0.0003%	Passed with requisite majority
3.	Re-appointment of Mr. Daniel Lawrence Smytka [DIN: 05139358] as Director, who was retiring by rotation.	Ordinary	18962958	17183269	90.6149%	1779689	9.3851%	Passed with requisite majority
4.	Re-appointment of M/s Price Waterhouse & Co., Bangalore, LLP (FRN 007567S/S- 200012), Chartered Accountants as Statutory Auditors to hold office till the conclusion of the next Annual General Meeting.	Ordinary	18962958	17221940	90.8188%	1741018	9.1812%	Passed with requisite majority
5.	Ratification of the remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 (15 Months)	Ordinary	18962946	18962780	99.9991%	166	0.0009%	Passed with requisite majority
6.	Approval of the Off- Take Agreement with related party i.e. Goodyear South Asia Tyres Private Limited. (No related party voted on this special resolution.)	Special	1922735	1782002	92.6806%	140733	7.3194%	Passed with requisite majority



Based on the consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of the AGM have been duly approved and passed by the Shareholders with requisite majority.

Thanking you,

Yours very truly,

For Goodyear India Limited

Pankaj Gupta

Company Secretary

Duly authorized by Mr. Rajeev Anand, the Chairman of 54th Annual General Meeting of the Shareholders of Goodyear India Limited

Date: June 27, 2015 Place: New Delhi



Voting result in the format prescribed under Clause 35A of the Listing Agreement

Date of the AGM:

Friday 26th June 2015 [Remote e-Voting period: Tuesday, June 23,

2015 (9:00 am) to Thursday, June 25, 2015 (5:00 pm)]

Total No of shareholders on Cut off Date (19th

June, 2015)

shares held by "Goodyear India Limited- Unclaimed Shares 28392 shareholders holding 23066507 shares. (Including 67791

Suspense Account")

No. of shareholders present in the meeting

either in person or through proxy:

l (one)

Promoters & Promoter Group:

Public:

6297 (in person 6237 and by proxy 60)

No. of Shareholders attended the meeting

through Video Conferencing:

Not applicable Not applicable

> Promoters & Promoter Group: Public:

Not applicable

Details of the Agenda-1	Adoption of auc Cash Flow State	lited Balance Sheet as an ment for the year ended	Adoption of audited Balance Sheet as at December 31, 2014 and the statement of Proint & Loss together with the details/notes affine and uncleave. Cash Flow Statement for the year ended on that date along with the Reports of Directors and Auditors thereon.	he statement of Profi Reports of Directors	and Auditors there	with the details/hou	es annexed mereto,
Resolution Required	Ordinary Resolution	ıtion					
Mode of Voting-	Remote e-Votin	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of shares	No. of votes cast (2)	No. of shares No. of votes cast (2) % of Votes Polled on No. of Votes – in No. of Votes – in No. of Votes – in No. of Votes in % of Votes held (1)	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes	% of Votes in % of Votes favour on votes

polled (7)=[(5)/(2)] *100

6)=[(4)/(2)]

cast(

(5) Against

4

outstanding shares (3)=[(2)/(1)]* 100

held (1)

Promoter and Promoter Group							6	
	17069215	0	0.0000	0	0	0.0000	0.0000	1
Public - Institutional holders	2071676	123008	5.9376	123008	0	100.0000	0.0000	18
Public-Others	3925616	10829	0.2759	10769	09	99.4459	0.5541	X

Through Remote e-Voting

Cub Total (A)		133837	0.0058	133777	09	7666.66	0.0440
ID TOTAL (A)			Through Ballot Paper	Paper		i.	
					0	10000000	00000
Promoter and Promoter Groun	17069215	17069215	100.0000	17069215	0	100.000	0.0000
Official and Fromore Coup	_			11.	-	100000	00000
Dublic Institutional holders	2071676	1740457	84.0120	174045/	0	100.000	0.0000
DIIC - Institutional notacis	0.01		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	10440	<	100 000	0000
Jublic Others	3925616	19449	0.4954	19449	0	100.000	0.0000
OIIC-OIIICIS	0.00		1000	10100001	0	100 000	00000
D.L Tatal (D)		18829121	81.6297	18829121	0	100.0000	0.000.0
0-10(a) (b)				00000	07	200000	0 0002
COTAL (A+D)	73066507	18962958	82.2099	18962898	00	144.4441	0.0000

Details of the Agenda-2	Declaration of I	Dividend @ Rs.10 per sh	Declaration of Dividend @ Rs.10 per share for the year ended December 31, 2014.	ember 31, 2014.			
Resolution Required	Ordinary Resolution	ution					
Mode of Voting-	Remote e-Votin	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes cast(6)=[(4)/(2)] *100	% of Votes against on votes polled $(7)=[(5)/(2)]$ *100
			Through Remote e-Voting	55			
Promoter and Promoter Group	31503071	C	0000 0	0	0	0.0000	0.0000
	202100	0000001	5 0376	123008	0	100.0000	0.0000
Public - Institutional holders	2071070	10000	0.2759	10769	09	99,4459	0.5541
Public-Others	3923010	133837	0.5802	133777	09	99.9552	0.0448
Sub - 10tal (A)		10000	Through Ballot Paper				
			0000 001	17069215	0	100.0000	0.0000
Promoter and Promoter Group	17069215	C17690/1	100.000	1740457		100.0000	0.0000
Public - Institutional holders	2071676	1740457	84.0120	10404/1		100 0000	0.0000
Public-Others	3925616	19449	0.4954	19449		100 0000	0 0000
Sub-Total (B)		18829121	81.6297	18829121	0	000000	0.0003
TOTAL (A+B)	23066507	18962958	82.2099	18962898	09	188.8881	0.0000

ills of the Agenda-3	Re-appointment of Mr Daniel Lawrence Smytka [DIN: 03139338] as Director, who was remining by rotation.
ion Required	Ordinary Resolution

Mode of Voting-	Remote e-Votin	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of shares	No. of votes cast	% of Votes Polled on No. of Votes – in outstanding shares Favour (3)=[(2)/(1)]* 100	No. of Votes – in Favour	No. of Votes - Against	% of Votes in favour on votes	% of Votes against on votes
	(1)	(2)		(4)	(5)	$\begin{array}{c} (6) = [(4)/(2)] \\ *100 \end{array}$	(7)=[(5)/(2)] *100
			Through Remote e-Voting	ng			
Promoter and Promoter Group							
	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	123008	5.9376	103008	20000	83.7409	16.2591
Public-Others	3925616	10829	0.2759	69201	09	99.4459	0.5541
Sub - Total (A)		133837	0.5802	113777	20060	85.0116	14.9884
			Through Ballot Paper				
Promoter and Promoter Group	17069215	17069215	100.0000	17069215	0	100.0000	0.0000
Public - Institutional holders	2071676	1740457	84.0120	0	1740457	0.0000	100.0000
Public-Others	3925616	19449	0.4954	277	19172	1.4242	98.5758
Sub-Total (B)		18829121	81.6297	17069492	1759629	90.6547	9.3453
TOTAL (A+B)	23066507	18962958	82.2099	17183269	1779689	90.6149	9.3851

Details of the Agenda-4	Re-appointment	of M/s Price Waterhou	Re-appointment of M/s Price Waterhouse & Co., Bangalore, LLP (FRN 007567S/S-200012), Chartered Accountants as Statutory Auditors to hold office till the conclusion of the next Annual General Meeting.	(FRN 007567S/S-2	200012), Charterec	d Accountants as Star	utory Auditors to
Resolution Required	Ordinary Resolution	ıtion	D				
Mode of Voting-	Remote e-Votin	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of shares held (1)	No. of shares No. of votes cast (2) held (1)	% of Votes Polled on No. of Votes – in outstanding shares Favour (4) (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes cast(6)=[(4)/(2)] % of Votes of votes against on votes polled *100 (7)=[(5)/(2)] *100 *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			Through Remote e-Voting	gu			
Promoter and Promoter Group	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	123008	5.9376	123008	0	100.0000	0.0000
Public-Others	3925616	10829	0.2759	10268	561	94.8195	5.1805

Sub - Total (A)		133837	0.5802	133276	561	99.5808	0.4192
			Through Ballot Paper	Paper			
Promoter and Promoter Group	17069215	17069215	100.0000	17069215	0	100.0000	0.0000
Public - Institutional holders	2071676	1740457	84.0120	0	1740457	0.0000	100.0000
Public-Others	3925616	19449	0.4954	19449	0	100.0000	0.0000
Sub-Total (B)		18829121	81.6297	17088664	1740457	90.7566	9.2434
TOTAL (A+B)	23066507	18962958	82.2099	17221940	1741018	90.8188	9.1812

Details of the Agenda-5	Ratification of the	e remuneration of the Cost	Ratification of the remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 (15 Months)	Year ending March	31, 2016 (15 Mon	ths)	
Resolution Required	Ordinary Resolution	ion					
Mode of Voting-	Remote e-Voting	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes cast(6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			Through Remote e-Voting	ing			
Promoter and Promoter Group		3	1	36		2	
	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	123008	5.9376	123008	0	100.0000	0.0000
Public-Others	3925616	10817	0.2755	10651	166	98.4654	1.5346
Sub - Total (A)		133825	0.5802	133659	166	99.8760	0.1240
			Through Ballot Paper				
Promoter and Promoter Group	17069215	17069215	100.0000	17069215	0	100.0000	0.0000
Public - Institutional holders	2071676	1740457	84.0120	1740457	0	100.0000	0.0000
Public-Others	3925616	19449	0.4954	19449	0	100.0000	0.0000
Sub-Total(B)		18829121	81.6297	18829121	0	100.0000	0.0000
TOTAL (A+B)	23066507	18962946	82.2099	18962780	166	1666.66	0.0000

Details of the Agenda -6	Approval of the Off-Take Agreement with related party i.e. Goodyear South Asia Tyres Private Limited. (No related party voted on this special
	resolution)
Resolution Required	Special Resolution
	LIMI HOC
	760
)7/b

Mode of Voting-	Remote e-Votin	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of shares held(1)	No. of votes cast (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes cast(6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			Through Remote e-Voting	ng			
Promoter and Promoter Group	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	152000	7.3371	32000	120000	21.0526	78.9474
Public-Others	3925616	10829	0.2759	9269	1560	85.5942	14.4058
Sub - Total (A)		162829	0.7059	41269	121560	25.3450	74.6550
			Through Ballot Paper				
Promoter and Promoter Group	17069215	1	1	1	1	-	:
Public - Institutional holders	2071676	1740457	84.0120	1740457	0	100.0000	0.0000
Public-Others	3925616	19449	0.4954	276	19173	1.4191	98.5809
Sub-Total (B)		1759906	7.6297	1740733	19173	98.9106	1.0894
TOTAL (A+B)	23066507	1922735	8.3356	1782002	140733	92.6806	7.3194

Thanking you,

Yours very truly,
For Goodyear India Limited
For Goodyear India Limited
Pankaj Gupta
Company Secretary
Date: June 27, 2015
Place: New Delhi





Appendix c

To
The Chairman
54th Annual General Meeting of
Equity Shareholders of Goodyear India Limited
held on Friday, June 26, 2015 at 11:30 AM
at Magpie Tourism Complex, Sector 16A,
Faridabad – 121 002, Haryana

Re: Goodyear India Limited

Sub: Scrutinizer Report on the Voting at the 54th Annual General Meeting of the Goodyear India Limited (the "Company") held on Friday, 26th June 2015 at 11:30 A.M. at Magpie Tourism Complex, Sector 16A, Faridabad – 121 002, Haryana ("AGM")

Dear Sir,

In relation to the 54th AGM of the Company, please find enclosed:

- (i) Our consolidated report on voting through Remote e-Voting and the Ballot Papers conducted at the Annual General Meeting of the shareholders of the Company as "Annexure I"
- (ii) Results of the voting in the format prescribed under Clause 35A of the Listing Agreement as "Annexure II".

Kindly acknowledge the receipt.

Thanking you Yours faithfully

Devesh Pandey (M. No. 27793)

(C. P. No. 10021)

Date: 27th June 2015

Place: Delhi



ANNEXURE I

CONSOLIDATED REPORT OF SCRUTINIZER ON VOTING THROUGH REMOTE EVOTING AND BALLOT PAPER

To
The Chairman
54th Annual General Meeting of the
Equity Shareholders of Goodyear India Limited
held on Friday, June 26, 2015 at 11:30 AM
at Magpie Tourism Complex, Sector 16A,
Faridabad – 121 002, Haryana

1. BACKGROUND

I, Devesh Pandey, Company Secretary in practice (Membership No. 27793) and consultant at Candidlex Advisors LLP, a legal and management consulting firm was appointed as scrutinizer for the purpose of scrutinizing the Remote e-Voting as well as voting to be conducted through ballot papers at the Annual General Meeting of the equity shareholders of the Goodyear India Limited held on Friday, June 26, 2015 at 11:30 AM at Magpie Tourism Complex, Sector 16A, Faridabad – 121 002, Haryana ("AGM") in a fair and transparent manner and ascertaining the requisite majority on the resolutions as set out in the notice of AGM dated 7th May 2015. I hereby submit my report as under:

2. DISPATCH OF NOTICE AND CONVENING OF THE MEETING

The Company has informed me that the Company has completed the dispatch of the said AGM notice by May 29, 2015 to all those members whose names were appearing as on May 22, 2015.

3. CUT OFF DATE

The voting rights were recokned on Friday, June 19, 2015 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM.

4. REMOTE E-VOTING

DELHI

(a) The Company has provided Remote e-Voting facility to the members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19th March 2015 and Clause 35 B of the Listing Agreement to

Candidlex Advisors LLP

enable them to cast their votes on all resolutions set forth in the notice of 54th AGM.

- (b) The Remote e-Voting was open for three days from Tuesday, June 23, 2015 (9:00 am) to Thursday, June 25, 2015 (5:00 pm).
- (c) The Company has engaged National Securities Depository Limited ("NSDL") for providing the Remote e-Voting facility to the members.

5. VOTING AT THE AGM

- (a) At the venue of the AGM the facility to vote through Ballot Papers had been provided to the members who were present in the AGM but who have not casted their vote by Remote e-Voting.
- (b) I have locked and sealed two empty ballot boxes in the presence of the members and proxies after showing the empty ballot boxes to the members. Thereafter, members have casted their votes and dropped the Ballot Papers in the ballot boxes.

6. COUNTING PROCESS

- (a) After the voting at AGM was concluded, 2 (two) ballot boxes kept for casting votes through Ballot Papers were locked in my presence with due identification marks placed by me.
- (b) The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses namely Mr. Yogesh Sharma and Mr. Sumit Khandelwal (who have signed below in confirmation of the votes being opened in their presence) and Ballot Papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the M/s Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.

and Change and

Mr. Sumit Khandelwal

Adly

Mr. Yogesh Sharma

(c) The Ballot Papers, which were substantially/ materially incomplete and/or which were otherwise found defective in my opinion have been treated as invalid and kept separately. In addition to the invalid votes, two ballot papers were rejected as the members details as mentioned on the ballot papers were not found and the same has not been counted for the purpose of calculating invalid votes. Additionally two members have also submitted ballot papers twice. One ballot paper of each of them has been rejected and has not been counted for the purpose of calculating invalid votes.

- (d) After counting the votes casted by members and proxy holders present at the AGM through Ballot Papers, the votes casted through Remote e-Voting were unlocked on 26th June 2015 at around 3.00 P.M. in the presence of two witnesses as named above.
- (e) I, then duly complied the results of Remote e-Voting carried out by the members and the voting done through Ballot Papers at the venue of the AGM the details of which is given below and on the basis of which this Report has been issued on the date and place mentioned at the end of this Report.

7 CONSOLIDATED RESULT

The consolidated report on the results of voting through Ballot Papers and Remote e-Voting is as follows:

a) Resolution 1: Ordinary Resolution to adopt financial statements for the year ended December 31, 2014 and reports of Directors and Auditors thereon.

Total no. of members voted (including evoting and ballot paper)	Total No. of members whose votes are valid (including evoting and ballot paper)	15 17 10 10 10	Total No. of members whose votes are invalid (including evoting and ballot paper)	Total No. invalid votes	of
139	132	18962958	7		34

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them in favour
Ballot Paper	97	18829121	100.0000%
Remote e- Voting	33	133777	99.9552%
Total	130	18962898	99.9997%

^{*} Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them against
Ballot Paper	0	0	0.0000%
Remote e- Voting	2	60	0.0448%
Total	2	60	0.0003%



Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	7	34
Remote e-Voting	0	0
Total	7	34

Result: As the number of votes cast in favour of the resolution (18962898 votes constituting 99.997% of the total casted votes) was more than the number of votes cast against (60 votes constituting 0.0003% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

b) Resolution 2: Ordinary Resolution to declare dividend for the Financial Year ended December 31, 2014.

Total no. of members voted (including evoting and ballot paper)	Total No. of members whose votes are valid (including evoting and ballot paper)	of Valid	whose votes are invalid (including evoting and	Total No. invalid votes	of
139	132	18962958	7		34

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	97	18829121	100.0000%
Remote e- Voting	33	133777	99.9552%
Total	130	18962898	99.9997%

^{*} Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	00.0000%
Remote e- Voting	2	60	0.0448%
Total	2	60	0.0003%

^{*} Includes only valid votes



Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	7	34
Remote e-Voting	0	0
Total	7	34

Result: As the number of votes cast in favour of the resolution (18962898 votes constituting 99.9997 % of the total casted votes) was more than the number of votes cast against (60 votes constituting 0.0003% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

c) Resolution 3: Ordinary Resolution for re-appointment of Mr. Daniel Lawrence Smytka (DIN 05139358) as Director of the Company, who retires by rotation at this Annual General Meeting.

Total no. of members voted (including evoting and ballot paper)	members whose votes are valid (including	of Valid	members whose votes are invalid (including evoting and	Total No. invalid votes	of
139	132	18962958	7		34

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	94	17069492	90.6547%
Remote e- Voting	32	113777	85.0116%
Total	126	17183269	90.6149%

^{*} Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	3	1759629	9.3453%
Remote e- Voting	3	20060	14.9884%
Total	6	1779689	9.3851%



Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	7	34
Remote e-Voting	0	0
Total	7	34

Result: As the number of votes cast in favour of the resolution (17183269 votes constituting 90.6149 % of the total casted votes) was more than the number of votes cast against (1779689 votes constituting 9.3851% of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

d) Resolution 4: Ordinary Resolution for appointment of M/s Price Waterhouse & Co., Bangalore, LLP (FRN 007567S/S-200012) Chartered Accountants, the retiring Auditors, as the statutory auditor of the Company to hold office until the conclusion of next AGM.

Total no. of members voted (including evoting and ballot paper)	Total No. of members whose votes are valid (including evoting and ballot paper)	Votes casted	members whose votes are invalid (including evoting and	Total No. invalid votes	of
139	132	18962958	7		34

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	95	17088664	90.7566%
Remote e- Voting	31	133276	99.5808%
Total	126	17221940	90.8188%

^{*} Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	2	1740457	9.2434%
Remote e- Voting	4	561	0.4192%
Total	6	1741018	9.1812%

Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	7	34
Remote e-Voting	0	0
Total	7	34

Result: As the number of votes cast in favour of the resolution 17221940 votes constituting 90.8188 % of the total casted votes) was more than the number of votes cast against (1741018 votes constituting 9.1812 % of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

e) Resolution 5: Ordinary Resolution for rectification of remuneration of Cost Auditors, M/s Vijender Sharma & Co, Cost Accountants, for the financial year ending on March 31, 2016 (15 Months).

Total no. of members voted (including evoting and ballot paper)	Total No. of members whose votes are valid (including evoting and ballot paper)	Total No. of Valid Votes casted (including evoting and ballot paper)	Total No. of members whose votes are invalid (including evoting and ballot paper)	Total No. invalid votes	of
138	131	18962946	7		34

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	97	18829121	100.0000%
Remote e- Voting	27	133659	99.8760%
Total	124	18962780	99.9991%

^{*} Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0.0000%
Remote e- Voting	7	166	0.1240%
Total	7	166	0.0009%

^{*} Includes only valid votes



Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	7	34
Remote e-Voting	0	0
Total	7	34

Result: As the number of votes cast in favour of the resolution (18962780 votes constituting 99.9991 % of the total casted votes) was more than the number of votes cast against (166 votes constituting 0.0009 % of the total casted votes), we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

f) Resolution 6: Special Resolution for the approval of the Off-Take Agreement ("Contract") with M/s Goodyear South Asia Tyres Private Limited, and the transactions undertaken thereunder on and from October 1, 2014 onwards. (No related party voted on this special resolution)

Total no. of members voted (including evoting and ballot paper)	Total No. of members whose votes are valid (including evoting and ballot paper)	Total No. of Valid Votes casted (including evoting and ballot paper)	Total No. of members whose votes are invalid (including evoting and ballot paper)	Total No. invalid votes	of
135	128	1922735	7		34

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	94	1740733	98.9106%
Remote e- Voting	26	41269	25.3450%
Total	120	1782002	92.6806%

^{*} Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	2	19173	1.0894%
Remote e- Voting	6	121560	74.6550%
Total	8	140733	7.3194%

Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	7	34
Remote e-Voting	0	0
Total	7	34

Result: As the number of votes cast in favour of the resolution (1782002 votes constituting 92.6806 % of the total casted votes) was more than the number of votes cast against (140733 votes constituting 7.3194 % of the total casted votes), we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Note: % has been calculated to the approximate value.

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 9. The Register, all the papers and relevant records relating to the Remote e-Voting as well as the Ballot voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the aforesaid AGM. After signing of the minutes, the same shall be handed over to the Company Secretary of the Company for safe custody.

Thanking you Yours Faithfully

Devesh Randey (M. No. 27793)

(C. P. No. 10021)

Date: 27th June 2015

DELHI

Place: Delhi

Company Secretary

Authorized by Chairman

of the 54th AGM Date: 27/6/2015

Place:

DECH

ANNEXURE II

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) AT THE 54TH ANNUAL GENERAL MEETING OF GOODYEAR INDIA LIMITED HELD ON FRIDAY, 26TH JUNE 2015 AT 11:30 A.M. AT MAGPIE TOURISM COMPLEX, SECTOR 16A, FARIDABAD - 121 002, HARYANA PURSUANT TO CLAUSE 35 A OF THE LISTING AGREEMENT

Date of the AGM/EGM:

Friday 26th June 2015 [Remote e-Voting period: Tuesday, June 23, 2015 (9:00 am) to Thursday, June 25, 2015 (5:00 pm)]

> Total No of shareholders on Cut off Date (19th June, 2015)

shares held by "Goodyear India Limited- Unclaimed Shares 28392 shareholders holding 23066507 shares. (Including 67791

Suspense Account")

No. of shareholders present in the meeting

either in person or through proxy: Promoters & Promoter Group:

Public:

l (one)

6297 (in person 6237 and by proxy 60)

No. of Shareholders attended the meeting

through Video Conferencing: Promoters & Promoter Group:

Not applicable

Not applicable Not applicable

Details of the Agenda-1	Adoption of audited Balance Sheet as at December 31, 2014 and the statement of Profit & Loss together with the details/notes annexed thereto, Cash Flow Statement for the year ended on that date along with the Reports of Directors and Auditors thereon.
Resolution Required	Ordinary Resolution
Mode of Voting-	Remotese-Voting and Ballot Paper

Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of Votes Polled No. of Votes – on outstanding in Favour shares (4)	No. of Votes – in Favour (4)		No. of Votes % of Votes in - Against favour on votes (5) cast (6) (1) + 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			Through Remote e-Voting	ing			
Promoter and Promoter			1	13			
Group	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	123008	5.9376	123008	0	100.0000	0.0000
Public-Others	3925616	10829	0.2759	10769	09	99.4459	0.5541
Sub - Total (A)		133837	0.0058	133777	09	99.9552	0.0448
			Through Ballot Paper	L			
Promoter and Promoter	17050715	51009021	0000	21203021	C	0000	0000
Guoup	2021/20	1740457	100.0000	1740451		100.0000	0.0000
Public - Institutional holders	70/16/6	1/4045/	84.0120	1/4045/	0	100.0000	0.0000
Public-Others	3925616	19449	0.4954	19449	0	100.0000	0.0000
Sub-Total (B)		18829121	81.6297	18829121	0	100.0000	0.0000
TOTAL (A+B)	23066507	18962958	82.2099	18962898	09	7666.66	0.0003

Details of the Agenda-2	Declaration of Dividend @ Rs.10 per share for the year ended December 31, 2014.	er share for the year ende	d December 31, 20	014.		
Resolution Required	Ordinary Resolution					
Mode of Voting-	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of No. of votes cas shares held (2)	votes cast % of Votes Polled on outstanding shares (3)=[(2)/(1)]* No. of Votes - Against (5) No. of Votes in Pavour (4) No. of Votes in Pavour on votes against on cast(6)=[(4)/(2)] % of Votes in Pavour on votes against on cast(6)=[(4)/(2)] % of Votes in Pavour on Votes against on Cast(6)=[(4)/(2)]	Votes Polled No. of Votes – outstanding in Favour (4) (3)=[(2)/(1)]*	No. of Votes - Against (5)	No. of Votes % of Votes in % of Votes - Against (5) favour on votes against on cast(6)=[(4)/(2)] votes polled *100 *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Through Remote e-Voting	ling			
Promoter and Promoter						
Group	17069215	0.0000	0	0	0.0000	0.0000

Public - Institutional holders 2071676	2071676	123008	5.9376	123008	0	100.0000	0.0000
Public-Others	3925616	10829	0.2759	10769	09	99.4459	0.5541
Sub - Total (A)		133837	0.5802	133777	09	99.9552	0.0448
			Through Ballot Paper	Paper			
Promoter and Promoter	17060715	17069215	100,0000	17069215	0	100.0000	0.0000
Croup	1100711	1100111				0000	0000
Public - Institutional holders 2071676	2071676	1740457	84.0120	1740457	0	100.0000	0.0000
Public-Others	3925616	19449	0.4954	19449	0	100.0000	0.0000
Sub-Total (B)		18829121	81.6297	18829121	0	100.0000	0.0000
TOTAL (A+B)	73066507	18962958	82.2099	18962898	09	26.666	0.0003

Resolution Required Ordinary Resolution Remote e-Voting and Ballot Paper Remote e-Voting Remote e-V	Details of the Agenda-3	Re-appointment of Mr	nt of Mr Daniel Lawr	Daniel Lawrence Smytka [DIN: 05139358] as Director, who was retiring by rotation.	9358] as Director,	will was remining	by Intation.	
No. of No. of Votes cast % of Votes Polled No. of Votes No. of Votes No. of Votes Shares held Shares held No. of votes cast No. of Votes No. of Votes No. of Votes Shares held Shares held Shares held Shares	Resolution Required	Ordinary Reso	lution					
No. of No. of Votes cast % of Votes Polled No. of Votes No. of Votes No. of Votes Shares held Shares held Shares held Shares held Shares Shares	Mode of Voting-	Remote e-Voti	ng and Ballot Paper					
(1) (2) (3)=[(2)/(1)]* 100 (4) (5) (6)=[(4)/(2)] (1) (1) (2) (3)=[(2)/(1)]* 100 (4) (5) (6)=[(4)/(2)] (6)=[(4)/(2)	Promoter/Public	res helc		% of Votes Polled on outstanding	No. of Votes – in Favour	No. of Votes - Against	% of Votes in favour on votes	% of Votes against on votes nolled
Through Remote e-Voting 17069215 0 0.0000 0 0.0000 0 2071676 123008 5.9376 103008 20000 83.7409 33.7409 3925616 10829 0.2759 10769 60 99.4459 0 133837 Through Ballot Paper Through Ballot Paper 85.0116 85.0116 17069215 17069215 100.0000 17069215 0 100.0000 2071676 1740457 0.0000 0 1740457 0.0000 3925616 3925616 49440 0.4954 277 19172 1.4242 9	34	(1)	(2)	snares $(3)=[(2)/(1)]*100$	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
17069215 0 0.0000 0 0 0.0000 0 0.0000 0				Through Remote e-Vot	ting			
100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 1000000 100000 100000 100000 100000 100000 100000 10000	and	17069715	0	0.0000	0	0	0.0000	0.0000
3925616 10829 0.2759 10769 60 99.4459 0 60 3925616 133837 113777 20060 85.0116	Dublic Institutional holders	2071676	123008	5.9376	103008	20000	83.7409	16.2591
133837 0.5802 113777 20060 85.0116 Through Ballot Paper Through Ballot Paper 17069215 17069215 17069215 17069215 0 100.0000 0 1740457 0.0000 0 1740457 0.0000 0 1740457 0.0000 0 1740457 0.0000 0 0.4954 277 19172 1.4242 9	Public-Others	3925616	10829	0.2759	69201	09	99.4459	0.5541
Through Ballot Paper 17069215 17069215 100.0000 17069215 0 100.0000 0 2071676 1740457 0.0000 0 1740457 0.0000 0 3925616 3925616 4954 277 19172 1.4242 9	Sub-Total (A)		133837	0.5802	113777	20060	85.0116	14.9884
17069215 17069215 100.0000 17069215 0 100.0000 0 2071676 1740457 0.0000 0 1740457 0.0000 0 3925616 3925616 19172 1.4242 0 0				Through Ballot Pape	L			
2071676 1740457 0.0000 3925616 4954 277 19172 1.4242	ter and	17069215	17069215	100.0000	17069215	0	100.0000	0.0000
3925616 4944 659 0.4954 277 19172 1.4242	Public - Institutional holders	2071676	1340421	84.0120	0	1740457	0.0000	100.0000
	Public-Others		05,04400	0.4954	277	19172	1.4242	98.5758

(a) small and		18829121	81.6297	17069492	1759629	90.6547	9.3453
TOTAL (A+B)	23066507	18962958	82.2099	17183269	1779689	90.6149	9.3851
Details of the Agenda-4	Re-appointment of M/s Auditors to hold office t	nt of M/s Price Water	Re-appointment of M/s Price Waterhouse & Co., Bangalore, LLP (FRN 007567S/S-200012), Chartered Accountants as Statutory Auditors to hold office till the conclusion of the next Annual General Meeting.	e, LLP (FRN 0075 General Meeting.	67S/S-200012),	Chartered Account	ants as Statutory
Resolution Required	Ordinary Resolution	lution					
Mode of Voting-	Remote e-Vot	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes cast(6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]
			Through Remote e-Voting	ing			001
Promoter and Promoter Group	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	123008	5.9376	123008	0	100.0000	0.0000
Public-Others	3925616	10829	0.2759	10268	561	94.8195	5.1805
Sub - Total (A)		133837	0.5802	133276	561	8085.66	0.4192
			Through Ballot Paper	L			
Promoter and Promoter Group	17069215	17069215	100.0000	17069215	0	100.0000	0.0000
Public - Institutional holders	2071676	1740457	84.0120	0	1740457	0.0000	100.0000
Public-Others	3925616	19449	0.4954	19449	0	100.0000	0.0000
Sub-Total (B)		18829121	81.6297	17088664	1740457	90.7566	9.2434
TOTAL (A+B)	23066507	18962958	82.2099	17221940	1741018	90.8188	9.1812

Details of the Agenda-5	Ratification of the remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 (15 Months)
Resolution Required	Ordinary Resolution
Mode of Voting-	Remote e-Voting and Ballot Paper

LLP

Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes cast(6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			Through Remote e-Voting	ing			
Promoter and Promoter Group	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	123008	5.9376	123008	0	100.0000	0.0000
Public-Others	3925616	10817	0.2755	10651	991	98.4654	1.5346
Sub - Total (A)		133825	0.5802	133659	166	09.8760	0.1240
			Through Ballot Paper	L.			
Promoter and Promoter							
Group	17069215	17069215	100.0000	17069215	0	100.0000	0.0000
Public - Institutional holders	2071676	1740457	84.0120	1740457	0	100.0000	0.0000
Public-Others	3925616	19449	0.4954	19449	0	100.0000	0.0000
Sub-Total(B)		18829121	81.6297	18829121	0	100.0000	0.0000
TOTAL (A+B)	23066507	18962946	82.2099	18962780	166	1666.66	0.0000

a manager and to command	Approval of the Off-1 at this special resolution)	e Off-Take Agreemer solution)	Approval of the Off-Take Agreement with related party i.e. Goodyear South Asia Tyres Private Limited. (No related party voted on this special resolution)	Goodyear South A	sia Tyres Private	Limited. <i>(No relat</i> e	ed party voted c
Resolution Required	Special Resolution	ıtion					
Mode of Voting-	Remote e-Voti	Remote e-Voting and Ballot Paper					
Promoter/Public	No. of No. shares held (2)	Jo	votes cast % of Votes Polled No. of Votes – No. of Votes % of Votes on outstanding in shares (3)=[(2)/(1)]* Favour (4) Against (5) on votes cast(6)=[(4) *100	No. of Votes – in Favour (4)	No. of Votes - Against (5)	(2)]	% of Votes against on votes polled (7)=[(5)/(2)]

Promoter and Promoter							
Group	17069215	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2071676	152000	7.3371	32000	120000	21.0526	78.9474
Public-Others	3925616	10829	0.2759	9269	1560	85.5942	14.4058
Sub - Total (A)		162829	0.7059	41269	121560	25.3450	74.6550
Promoter and Promoter			Through Ballot Paper	t Paper			
5	17069215	1	-	I	1	1	
Public - Institutional holders 2071676	2071676	1740457	84.0120	1740457	0	100.0000	0.0000
Public-Others	3925616	19449	0.4954	276	19173	1.4191	98.5809
Sub-Total (B)		1759906	7.6297	1740733	19173	98.9106	1.0894
TOTAL (A+B)	23066507	1922735	8.3356	1782002	140733	92.6806	7.3194

Devesh Pandey

Scrutinizer of 54th AGM of

Goodyear India Limited

(M. No. 27793)

Date: 27th June 2015

Place: New Delhi