

Appendix A

**DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 54<sup>th</sup> 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 54<sup>th</sup> 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. 19<sup>th</sup> 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 7<sup>th</sup> 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 54<sup>th</sup> 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 54<sup>th</sup> Annual General Meeting of the Shareholders of Goodyear India Limited



Date: June 27, 2015

Place: New Delhi





Sub – Total (A)	133837	0.0058	133777	60	99.9552	0.0448
<b>Through Ballot Paper</b>						
Promoter and Promoter Group	17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutional holders	2071676	84.0120	1740457	0	100.0000	0.0000
Public-Others	3925616	0.4954	19449	0	100.0000	0.0000
Sub –Total (B)	18829121	81.6297	18829121	0	100.0000	0.0000
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>82.2099</b>	<b>18962898</b>	<b>60</b>	<b>99.9997</b>	<b>0.0003</b>

**Details of the Agenda-2** Declaration of Dividend @ Rs.10 per share for the year ended December 31, 2014.

Resolution Required	Ordinary Resolution						
Mode of 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
<b>Through Remote e-Voting</b>							
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	10769	60	99.4459	0.5541
Sub – Total (A)	133837	133837	0.5802	133777	60	99.9552	0.0448
<b>Through Ballot Paper</b>							
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	18829121	81.6297	18829121	0	100.0000	0.0000
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>18962958</b>	<b>82.2099</b>	<b>18962898</b>	<b>60</b>	<b>99.9997</b>	<b>0.0003</b>

**Details of the Agenda-3** Re-appointment of Mr Daniel Lawrence Smytka [DIN: 05139358] as Director, who was retiring by rotation.

Resolution Required Ordinary Resolution



Remote e-Voting and Ballot Paper							
Mode of Voting-	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
<b>Through Remote e-Voting</b>							
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	10769	60	99.4459	0.5541
<b>Sub – Total (A)</b>		133837	0.5802	113777	20060	85.0116	14.9884
<b>Through Ballot Paper</b>							
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
<b>Sub – Total (B)</b>		18829121	81.6297	17069492	1759629	90.6547	9.3453
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>18962958</b>	<b>82.2099</b>	<b>17183269</b>	<b>1779689</b>	<b>90.6149</b>	<b>9.3851</b>

**Details of the Agenda-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.

**Resolution Required**

Ordinary Resolution

Remote e-Voting and Ballot Paper

Remote e-Voting and Ballot Paper							
Mode of Voting-	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
<b>Through Remote e-Voting</b>							
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



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

**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

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
<b>Through Remote e-Voting</b>							
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	166	98.4654	1.5346
<b>Sub – Total (A)</b>		133825	0.5802	133659	166	99.8760	0.1240

**Through Ballot Paper**

Promoter and Promoter Group	17069215	100.0000	17069215	0	100.0000	0.0000
Public – Institutional holders	2071676	84.0120	1740457	0	100.0000	0.0000
Public-Others	3925616	0.4954	19449	0	100.0000	0.0000
<b>Sub –Total(B)</b>	18829121	81.6297	18829121	0	100.0000	0.0000
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>82.2099</b>	<b>18962780</b>	<b>166</b>	<b>99.9991</b>	<b>0.0009</b>

**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



Mode of 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
<b>Through Remote e-Voting</b>							
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
<b>Sub – Total (A)</b>	<b>162829</b>	<b>162829</b>	<b>0.7059</b>	<b>41269</b>	<b>121560</b>	<b>25.3450</b>	<b>74.6550</b>
<b>Through Ballot Paper</b>							
Promoter and Promoter Group	17069215	--	--	--	--	--	--
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
<b>Sub –Total (B)</b>	<b>1759906</b>	<b>1740733</b>	<b>7.6297</b>	<b>1740733</b>	<b>19173</b>	<b>98.9106</b>	<b>1.0894</b>
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>1922735</b>	<b>8.3356</b>	<b>1782002</b>	<b>140733</b>	<b>92.6806</b>	<b>7.3194</b>

Thanking you,

Yours very truly,  
For Goodyear India Limited

*Pankaj Gupta*  
Pankaj Gupta

Company Secretary  
Date: June 27, 2015  
Place: New Delhi





To  
The Chairman  
54<sup>th</sup> 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 54<sup>th</sup> Annual General Meeting of the Goodyear India Limited (the “Company”) held on Friday, 26<sup>th</sup> June 2015 at 11:30 A.M. at Magpie Tourism Complex, Sector 16A, Faridabad – 121 002, Haryana (“AGM”)

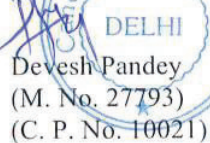
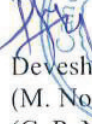
Dear Sir,

In relation to the 54<sup>th</sup> 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



DELHI  
Devesh Pandey  
(M. No. 27793)  
(C. P. No. 10021)

Date: 27<sup>th</sup> June 2015

Place: Delhi

**ANNEXURE I**

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

To  
The Chairman  
54<sup>th</sup> 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 7<sup>th</sup> May 2015. I hereby submit my report as under:

**2. DISPATCH OF NOTICE AND CONVENING OF THE MEETING**

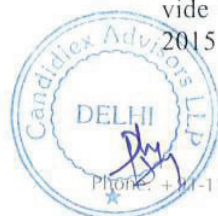
The Company has informed me that the Company has completed the dispatch of the said AGM notice by May 29, 2015 to all those members whose names were appearing as on May 22, 2015.

**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**

- (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. 19<sup>th</sup> March 2015 and Clause 35 B of the Listing Agreement to



enable them to cast their votes on all resolutions set forth in the notice of 54<sup>th</sup> 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.

Mr. Sumit Khandelwal

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 26<sup>th</sup> June 2015 at around 3.00 P.M. in the presence of two witnesses as named above.
- (e) I, then duly compiled 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)	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. of invalid votes
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%
<b>Total</b>	<b>130</b>	<b>18962898</b>	<b>99.9997%</b>

\* 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%
<b>Total</b>	<b>2</b>	<b>60</b>	<b>0.0003%</b>

\* Includes only valid votes



(iii) Invalid votes

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

**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. 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)	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. of invalid votes
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%
<b>Total</b>	<b>130</b>	<b>18962898</b>	<b>99.9997%</b>

\* 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%
<b>Total</b>	<b>2</b>	<b>60</b>	<b>0.0003%</b>

\* Includes only valid votes



(iii) Invalid votes

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

**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)	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. of invalid votes
139	132	18962958	7	34

(i) Voted in favour of the resolution\*

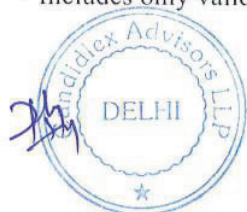
Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	94	17069492	90.6547%
Remote e-Voting	32	113777	85.0116%
<b>Total</b>	<b>126</b>	<b>17183269</b>	<b>90.6149%</b>

\* 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%
<b>Total</b>	<b>6</b>	<b>1779689</b>	<b>9.3851%</b>

\* Includes only valid votes



(iii) Invalid votes

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

**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)	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. of invalid votes
139	132	18962958	7	34

(i) Voted in favour of the resolution\*

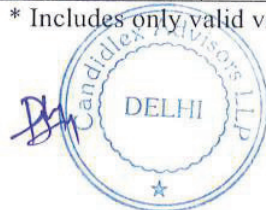
Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	95	17088664	90.7566%
Remote e-Voting	31	133276	99.5808%
<b>Total</b>	<b>126</b>	<b>17221940</b>	<b>90.8188%</b>

\* 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%
<b>Total</b>	<b>6</b>	<b>1741018</b>	<b>9.1812%</b>

\* Includes only valid votes



## (iii) Invalid votes

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

**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. of invalid votes
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%
<b>Total</b>	<b>124</b>	<b>18962780</b>	<b>99.9991%</b>

\* 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%
<b>Total</b>	<b>7</b>	<b>166</b>	<b>0.0009%</b>

\* Includes only valid votes





(iii) Invalid votes

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

**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 e-voting and ballot paper)	Total No. of members whose votes are valid (including e-voting and ballot paper)	Total No. of Valid Votes casted (including e-voting and ballot paper)	Total No. of members whose votes are invalid (including e-voting and ballot paper)	Total No. of invalid votes
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%
<b>Total</b>	<b>120</b>	<b>1782002</b>	<b>92.6806%</b>

\* 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%
<b>Total</b>	<b>8</b>	<b>140733</b>	<b>7.3194%</b>

\* Includes only valid votes



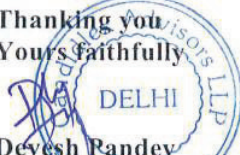
(iii) Invalid votes

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

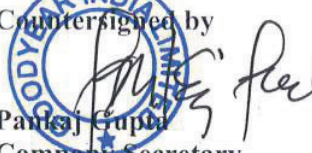
**Result:** As the number of votes cast in favour of the resolution (1782002 votes constituting 92.6806 % of the total casted votes) was more than the number of votes cast against (140733 votes constituting 7.3194 % of the total casted votes), we report that the Special Resolution with regard to Item 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.**

8. 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  
  
DELHI  
Devesh Pandey  
(M. No. 27793)  
(C. P. No. 10021)

Date: 27<sup>th</sup> June 2015  
Place: Delhi

*Received.*  
  
Countersigned by  
Pankaj Gupta  
Company Secretary  
Authorized by Chairman  
of the 54<sup>th</sup> AGM  
Date: 27/6/2015  
Place:  
DELHI

**ANNEXURE II**

**RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) AT THE 54<sup>TH</sup> ANNUAL GENERAL MEETING OF GOODYEAR INDIA LIMITED HELD ON FRIDAY, 26<sup>TH</sup> 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 26<sup>th</sup> 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 (19<sup>th</sup> June, 2015)**

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

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

Promoters & Promoter Group:

1 (one)

Public:

6297 (in person 6237 and by proxy 60)

**No. of Shareholders attended the meeting through Video Conferencing:**

Promoters & Promoter Group:

Not applicable

Public:

Not applicable

<b>Details of the Agenda-1</b>	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.
<b>Resolution Required</b>	Ordinary Resolution
<b>Mode of Voting-</b>	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 votes polled (7)=[(5)/(2)]*100
<b>Through Remote e-Voting</b>							
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	10769	60	99.4459	0.5541
<b>Sub – Total (A)</b>		133837	0.0058	133777	60	99.9552	0.0448
<b>Through Ballot Paper</b>							
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
<b>Sub –Total (B)</b>		18829121	81.6297	18829121	0	100.0000	0.0000
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>18962958</b>	<b>82.2099</b>	<b>18962898</b>	<b>60</b>	<b>99.9997</b>	<b>0.0003</b>

<b>Details of the Agenda-2</b>							
Declaration of Dividend @ Rs.10 per share for the year ended December 31, 2014.							
Resolution Required							
Ordinary Resolution							
Mode of 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 votes polled (7)=[(5)/(2)]*100
<b>Through Remote e-Voting</b>							
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	10769	60	99.4459	0.5541
<b>Sub – Total (A)</b>		133837	0.5802	133777	60	99.9552	0.0448
<b>Through Ballot Paper</b>							
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
<b>Sub –Total (B)</b>		18829121	81.6297	18829121	0	100.0000	0.0000
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>18962958</b>	<b>82.2099</b>	<b>18962898</b>	<b>60</b>	<b>99.9997</b>	<b>0.0003</b>

<b>Details of the Agenda-3</b>							
Re-appointment of Mr Daniel Lawrence Smytka [DIN: 05139358] as Director, who was retiring by rotation.							
<b>Resolution Required</b>							
Ordinary Resolution							
<b>Mode of Voting-</b>							
Remote e-Voting and Ballot Paper							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes cast</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in Favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes cast</b>	<b>% of Votes against on votes polled</b>
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Through Remote e-Voting</b>							
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	10769	60	99.4459	0.5541
<b>Sub – Total (A)</b>		133837	0.5802	113777	20060	85.0116	14.9884

<b>Through Ballot Paper</b>							
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
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>82.2099</b>	<b>17183269</b>	<b>1779689</b>	<b>90.6149</b>	<b>9.3851</b>

**Details of the Agenda-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.

**Resolution Required** Ordinary Resolution

**Mode of Voting-** Remote e-Voting and Ballot Paper

Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on 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 votes polled (7)=[(5)/(2)]*100
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**Through Remote e-Voting**

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
<b>Sub – Total (A)</b>	<b>133837</b>	<b>133276</b>	<b>0.5802</b>	<b>133276</b>	<b>561</b>	<b>99.5808</b>	<b>0.4192</b>

**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	19449	0	100.0000	0.0000
<b>Sub –Total (B)</b>	<b>18829121</b>	<b>17088664</b>	<b>81.6297</b>	<b>17088664</b>	<b>1740457</b>	<b>90.7566</b>	<b>9.2434</b>
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>18962958</b>	<b>82.2099</b>	<b>17221940</b>	<b>1741018</b>	<b>90.8188</b>	<b>9.1812</b>

**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



Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of votes on 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
<b>Through Remote e-Voting</b>							
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	166	98.4654	1.5346
<b>Sub – Total (A)</b>		<b>133825</b>	<b>0.5802</b>	<b>133659</b>	<b>166</b>	<b>99.8760</b>	<b>0.1240</b>
<b>Through Ballot Paper</b>							
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
<b>Sub –Total(B)</b>		<b>18829121</b>	<b>81.6297</b>	<b>18829121</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>18962946</b>	<b>82.2099</b>	<b>18962780</b>	<b>166</b>	<b>99.9991</b>	<b>0.0009</b>

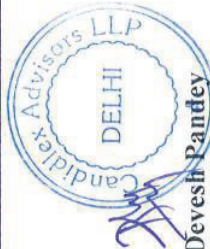
<b>Details of the Agenda -6</b>	Approval of the Off-Take Agreement with related party i.e. Goodyear South Asia Tyres Private Limited. (No related party voted on this special resolution)						
<b>Resolution Required</b>	Special Resolution						
<b>Mode of Voting-</b>	Remote e-Voting and Ballot Paper						
Promoter/Public	No. of shares held (1)	No. of votes cast (2)	% of votes on 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
<b>Through Remote e-Voting</b>							



Promoter and Promoter Group	17069215	0	0.0000	0	0	0.0000	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	
<b>Sub – Total (A)</b>		162829	0.7059	41269	121560	25.3450	74.6550	

**Through Ballot Paper**

Promoter and Promoter Group	17069215	--	--	--	--	--	--	--
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	
<b>Sub –Total (B)</b>		1759906	7.6297	1740733	19173	98.9106	1.0894	
<b>TOTAL (A+B)</b>	<b>23066507</b>	<b>1922735</b>	<b>8.3356</b>	<b>1782002</b>	<b>140733</b>	<b>92.6806</b>	<b>7.3194</b>	



**Devesh Pandey**  
 Scrutinizer of 54<sup>th</sup> AGM of  
 Goodyear India Limited  
 (M. No. 27793)  
 (C. P. No. 10021)

**Date: 27<sup>th</sup> June 2015**

**Place: New Delhi**