

Goodyear India Limited

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www.goodyear.co.in



SO - 1656
May 26, 2017

The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir,

Ref: Scrip Code: 500168

Sub: Outcome of Board Meeting held on May 26, 2017

Pursuant to Regulation 30, 33, 42 and 43 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the Board of Directors of the Company in their meeting held today i.e. May 26, 2017, inter-alia considered and approved the following:

1. Statement of Standalone Results for the Quarter and Audited Results for the financial year ended March 31, 2017;
2. Recommended a dividend @ Rs 12.50/- per equity share for the financial year ended March 31, 2017. The dividend subject to member's approval to be paid on or after the Annual General Meeting (AGM) of the Company and within the statutory time limit, as prescribed. The AGM of the Company shall be held on August 9, 2017 (Wednesday);
3. The dividend, if declared, at the forthcoming AGM shall be paid to those members whose names would appear in the Register of members on August 2, 2017 and the register of members and share transfer books shall remain closed from August 3, 2017 to August 9, 2017 (both days inclusive);
4. Recommendation to the members of the Company, appointment of Deloitte Haskins and Sells LLP, Chartered Accountants [ICAI Firm Registration No. 117366W / W-100018] as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of 56th AGM of the Company to be held for the Financial Year ended March 31, 2017 in place of retiring Statutory Auditors Price Waterhouse and Co Bangalore LLP [ICAI Firm Registration No 007567S/S-200012], Chartered Accountants. Further, please note the following:
 - a. Reason of Change: Mandatory rotation of Statutory Auditor as per Section 139 of the Companies Act, 2013 and the Rules made thereunder;
 - b. Date of appointment and term of appointment: For a term of 5 consecutive years commencing from the conclusion of 56th AGM of the Company till the conclusion of the 61st AGM of the Company to be held in the year 2022 subject to the approval of members of the Company;



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- c. Brief Profile: Deloitte Haskins and Sells LLP, Chartered Accountants [ICAI Firm Registration No. 117366W / W-100018] is one of the leading Audit Firms, registered with the Institute of Chartered Accountants of India ("ICAI") operates from 13 cities in India. The Firm provides assurance, tax services to some of the leading and reputed companies, including in those in the manufacturing sector.

Further copies of following documents are enclosed:

1. Statement of Standalone Results for the Quarter and Audited Results for the Financial Year ended March 31, 2017 along with the Statement of Standalone Assets and Liabilities as at March 31, 2017 ("Financial Results"). An Extract of the Financial Results is being released for publication in the newspaper; (Annexure A)
2. Auditor's Report dated May 26, 2017; (Annexure B)
3. Declaration – Auditor's Report– Unmodified Opinion (Annexure C)

Would request to note that the Board Meeting commenced at 11:30 AM concluded at 02:05 PM

Please acknowledge the receipt and update your records accordingly.

Thanking you,

Yours very truly,
For Goodyear India Limited


Pankaj Gupta
Company Secretary

CC:

Central Depository Services (India) Limited
17th Floor, P J Towers, Dalal Street, Fort,
Mumbai-400 001

National Securities Depository Limited,
4th Floor, 'A' Wing,
Trade World, Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
MUMBAI -400013

Encl: as above

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered office: Mathura Road, Ballabgarh (Dist. Faridabad) - 121004, Haryana
Telephone: 0129-8611000 Fax: 0129-2305310, E-mail: gyi_info@goodyear.com, Website: www.goodyear.co.in

STATEMENT OF STANDALONE RESULTS FOR THE QUARTER AND AUDITED RESULTS FOR TWELVE MONTHS ENDED MARCH 31, 2017

(Rs. In Lakhs)

Sr. No.	Particulars	Current 3 months ended (31/03/2017)	Preceding 3 months ended (31/12/2016)	Corresponding 3 months ended in the previous period (31/03/2016)	Year to date figures for current year ended (12 Months) (31/03/2017)	Year to date figures for previous period ended (15 Months) (31/03/2016)
	(Refer notes below)	(Refer Note-9)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1	Revenue from operations					
	(a) Sales of product (including excise duty)	35,966	40,244	31,550	162,515	185,767
	(b) Other operating income	56	92	36	195	164
2	Other Income	765	1,035	678	3,291	3,766
	Total Income	36,787	41,371	32,264	166,001	189,697
3	Expenses					
	(a) Cost of materials consumed	16,676	13,507	11,265	57,361	62,452
	(b) Purchase of stock-in-trade	9,126	10,633	8,509	39,933	49,535
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(4,150)	(733)	(1,639)	(2,153)	(468)
	(d) Employee benefits expense	2,875	2,990	2,688	12,126	13,945
	(e) Finance costs	63	86	64	336	324
	(f) Depreciation and amortisation expense	878	855	829	3,374	4,650
	(g) Excise Duty	2,475	2,859	2,184	11,526	12,898
	(h) Other expenses	6,035	6,058	5,874	23,937	27,934
	Total expenses	33,978	36,255	29,774	146,440	171,270
4	Profit before tax	2,809	5,116	2,490	19,561	18,427
5	Tax expense					
	- Current tax	1,178	1,820	1,002	7,033	6,826
	- Deferred tax	(179)	(28)	(110)	(209)	(375)
6	Profit for the year/ period	1,810	3,324	1,598	12,737	11,976
7	Other comprehensive income					
	A. Items that will not be reclassified to profit or loss					
	(i) Remeasurement of defined benefit plans	38	2	6	(167)	(15)
	Income tax related to above item	(13)	(1)	(2)	58	5
	B. Items that will be reclassified to profit or loss	-	-	-	-	-
	Total other comprehensive income (loss), net of income tax	25	1	4	(109)	(10)
8	Total comprehensive income for the year/ period	1,835	3,325	1,602	12,628	11,966
9	Reserve excluding revaluation reserve as shown in the audited balance sheet of the previous year.				59,105	49,929
10	Earnings per share (not annualised):					
	(a) Basic (Rs.)	7.85	14.41	6.93	55.22	51.92
	(b) Diluted (Rs.)	7.85	14.41	6.93	55.22	51.92
11	Nominal value per Equity Share (Rs.)	10	10	10	10	10
	See accompanying notes to the financial results					



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Statement of Standalone Assets and Liabilities as at March 31, 2017

(Rs. In Lakhs)

Particulars	As at Current year ended March 31, 2017	As at Previous period ended March 31, 2016	As at Jan 1, 2015
ASSETS			
Non-Current Assets			
Property, plant and equipment	22,667	22,130	24,045
Capital work in progress	3,134	2,890	1,709
Other intangible assets	8	7	1
Financial Assets			
i. Other financial assets	648	683	506
Other non-current assets	1,161	925	951
Deferred tax assets	1,264	1,048	890
Current tax assets (net)	826	730	491
Total non-current assets	29,708	28,413	28,593
Current assets			
Inventories	16,903	12,752	12,255
Financial assets			
i. Trade receivables	15,723	15,939	11,213
ii. Cash and cash equivalents	19,576	7,611	23,074
iii. Bank balances other than (ii) above	25,767	25,742	13,425
iv. Other financial assets	1,230	1,117	902
Other current assets	1,314	1,922	742
Total current assets	80,513	65,083	61,611
Total assets	110,221	93,496	90,204
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2,307	2,307	2,307
Other Equity			
i. Reserve and surplus	68,401	59,105	49,929
Total Equity	70,708	61,412	52,236
Liabilities			
Non-current liabilities			
Provisions	2,066	1,877	1,650
Deferred tax liabilities	1,999	2,050	2,272
Other non-current liabilities	99	179	592
Total non-current liabilities	4,164	4,106	4,514
Current liabilities			
Financial liabilities			
i. Trade payables	26,404	19,999	24,464
ii. Other financial liabilities	5,164	4,568	4,358
Provisions	922	656	711
Other current liabilities	2,859	2,755	3,921
Total current liabilities	35,349	27,978	33,454
Total liabilities	39,513	32,084	37,968
Total equity and liabilities	110,221	93,496	90,204

Notes to the financial results:

- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standard) rules, 2015, Companies (Indian Accounting Standard) amendment rules 2016 and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI's circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016. Beginning April 1, 2016, the Company has for the first time adopted Ind AS with a transition date of January 1, 2015.
- The Financial Year of the Company was changed during last reporting period from a 'January-December' year to an 'April-March' year, in accordance with the provisions of the Companies Act, 2013. Accordingly, the financial statements of the Company for the current year ended March 31, 2017 are for a period of twelve months, from April 1, 2016 to March 31, 2017 and are therefore not comparable with those of the previous period ended March 31, 2016 as those were for a period of fifteen months, from January 1, 2015 to March 31, 2016.
- The Company is engaged in the business of sales of automotive tyres, tubes and flaps. The Company sells tyres of its own brand "Goodyear". The Company is domiciled in India. The Company has monthly review and forecasting procedure in place. The review involves the operating results of the Company as a whole except for sales and sales volume information which is available on disaggregated basis. The Chief Operating Decision Maker (CODM), Managing Director, performs a detailed review of the operating results including cashflow, working capital, headcount of the company as a whole and sales and sales volume on disaggregated basis and thereby makes decisions about the allocation of resources among the various functions. Since the operating results of each of the functions are not considered individually by the CODM, the functions do not meet the requirements of Ind AS 108 for classification as an operating segment, hence there is only one operating segment namely, "Automotive tyres, tubes & flaps".

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- 4) The Haryana Government introduced the Haryana Local Area Development Tax Act, 2000 ("HLADT Act"). The liability of entry tax under the said HLADT Act was discharged by Goodyear till December 2006. In 2007, the Hon'ble Punjab and Haryana High Court held the HLADT Act was 'unconstitutional' for the reason that the legislation was not compensatory in nature as the State of Haryana did not utilize the tax for its intended use of local area development. The HLADT Act was later repealed by the State without creation of any further liability. In 2008, the State of Haryana introduced the "Haryana Tax on Entry of Goods into Local Areas Act, 2008" ("HET Act"), which the Hon'ble Punjab and Haryana High Court declared as 'unconstitutional'. The State did not frame and notify enabling "Entry Tax Rules" and no notice or demand was received by Goodyear under the HET Act. Accordingly, the amount of liability under the HET Act involved has not been quantified by the Company. All the batch of entry tax petitions emerging from various High Courts were referred to the Hon'ble Nine Judge Bench of the Hon'ble Supreme Court. On November 11, 2016, the nine-judge bench of Hon'ble Supreme Court laid down certain principles on the basis of which the State entry tax legislations were to be tested. The question involving the interpretation of the term local area and the levy of entry tax on imports from outside India were referred to be heard by the division bench of the Supreme Court for each State on merits. The division bench of Supreme Court on March 21, 2017 remanded the matter to the Punjab and Haryana High Court for the Haryana batch of petitions and directed that fresh petitions should be filed by the parties (including Goodyear) based on the principles laid down by the Hon'ble Supreme Court (nine Judge bench). In view of above, Goodyear is in the process of filing a fresh petition in the High Court to protect its interest. Further, on the basis of the legal opinion in terms of the principles laid down by the Hon'ble Supreme Court (nine Judge bench), Goodyear has a strong case.

- 5) The reconciliation of net profit or loss reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Particulars	3 months ended March 31, 2016 (INR in lakhs)	15 months ended March 31, 2016 (INR in lakhs)
Profit after tax as per previous GAAP	1,605	12,310
Adjustments:		
Interest income on security deposit	7	31
Impact of change in useful life of property, plant and equipment	-	(564)
Re-measurement loss on obligations under Share-based payment	(8)	58
Reclassification of actuarial loss on defined benefit plans to Other Comprehensive Income	(6)	15
Depreciation on spares capitalised	(4)	(16)
Effect of measurement of security deposits at amortised cost using effective interest rate	(6)	(29)
Revenue recognised on redemption of reward points by the customers	283	426
Expense recognised on redemption to reward points by the customers	(283)	(426)
Deferred tax expense on:		
-Impact of change in useful life of property, plant and equipment	-	192
-Re-measurement loss on obligations under Share-based payment	3	(20)
-Reclassification of actuarial loss on defined benefit plans to Other Comprehensive Income	2	(5)
-Depreciation on spares capitalised	5	5
-Effect of measurement of security deposits at amortised cost using effective interest rate	* -	(1)
Total adjustments	(7)	(334)
Profit after tax as per Ind AS	1,598	11,976
Other comprehensive income	4	(10)
Total comprehensive income for the period	1,602	11,966

* Amount below the rounding off norm adopted by the company.

- 6) Reconciliation of total equity as at March 31, 2016

	As at March 31, 2016
Total equity (shareholders fund) as per previous GAAP	58,225
Adjustments:	
Net impact of security deposits at amortised cost	(13)
Re-measurement loss on obligations under Share-based payment	(128)
Depreciation on machinery spares capitalised	(16)
Proposed dividend	5,075
Dividend distribution tax on proposed dividend	1,051
Dividend paid	(2,307)
Dividend distribution tax on dividend paid	(472)
Deferred tax on:	
-Interest income on security deposit	4
-Re-measurement loss on obligations under Share-based payment	44
-Depreciation on machinery spares capitalised	5
-Revaluation surplus	(56)
Total adjustments	3,187
Total equity as per Ind AS	61,412

- 7) The Board of Directors has recommended a dividend @ Rs. 12.50/- per equity share of a face value of Rs. 10/- each. The dividend, if declared, at the ensuing Annual General Meeting will be paid to those shareholders whose names would appear in the Register of members on August 2, 2017. The dividend would amount to Rs. 2,883 lakhs and Rs. 587 lakhs would be payable as tax thereon. The register of members and share transfer books will remain closed from August 3, 2017 to August 9, 2017 (both days inclusive).
- 8) This statement has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 26, 2017.
- 9) The figures of the last quarter (Quarter ended March 31, 2017) are the balancing figures between Audited figures in respect of the full financial year (twelve months ended March 31, 2017) and the published year to date figures up to the third quarter (Quarter ended December 31, 2016) of the current financial year.

For GOODYEAR INDIA LIMITED

(Leopoldo Estefano
Maggiolo Gonzalez)
Finance Director

(Rajeev Anand)
Vice Chairman &
Managing Director

Place: New Delhi
Date: May 26, 2017

Price Waterhouse & Co Bangalore LLP

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GOODYEAR INDIA LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

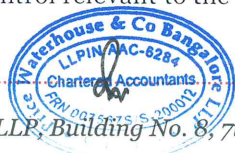
1. We have audited the accompanying financial statements of **Goodyear India Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial



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Registered office and Head office: 5th Floor, Tower D, The Millenia, 1 & 2 Murphy Road, Ulsoor, Bangalore - 560 008

Price Waterhouse & Co Bangalore LLP (LLP IN: AAC-6284) is registered as a Limited Liability Partnership (LLP). Price Waterhouse & Co., Bangalore has converted from partnership firm to an LLP effective August 25, 2014. Its registration number with ICAI after said conversion as LLP is 007567S/S200012 (registration number before conversion was 007567S)

statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

9. We draw attention to Note 28 to the Ind AS financial statements regarding the Supreme Court's judgement in respect of the authority of the State to levy an 'entry tax'. The Company has sought legal advice with regard to levability of tax as notified by the Haryana Government in view of the parameters defined in the Supreme Court judgement. Considering the legal advice and uncertainties associated, the Company has currently assessed the obligation towards entry tax as a contingent liability which is not quantifiable as the enabling rules have not been notified and the company has not received any notices or demands.

Our conclusion is not qualified in respect of this matter.

Other Matter

10. The financial information of the Company for the 15 months period from January 1, 2015 to March 31, 2016 and the transition date opening balance sheet as at January 1, 2015 included in these Ind AS financial statements, are based on the previously issued statutory financial statements for the 15 months period from January 1, 2015 to March 31, 2016 and the year ended December 31, 2014 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated May 30, 2016 and February 27, 2015 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

11. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.



12. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. However, the back up of the books of accounts and other books and papers maintained in electronic mode has not been maintained on servers physically located in India.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our comment in Paragraph 10 (b) above that the back up of the books of accounts and other books and papers maintained in electronic mode has not been maintained on servers physically located in India.
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017 on its financial position in its Ind AS financial statements – Refer Notes 6, 11 and 28 to the Ind AS financial statements;
 - ii The Company does not have derivative contracts and in respect of other long-term contracts there are no material foreseeable losses as at March 31, 2017;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.



- iv The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes (SBN) during the period from November 8, 2016 to December 30, 2016 including information about exchange of SBN of 'Rs. 500 denomination' with SBN of 'Rs. 1,000 denomination'. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management, as explained in Note 5(e) to the Ind AS financial statements.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S-200012
Chartered Accountants



Abhishek Rara
Partner
Membership Number 077779

New Delhi
May 26, 2017

Annexure A to Independent Auditors' Report

Referred to in paragraph 12 (g) of the Independent Auditors' Report of even date to the members of Goodyear India Limited on the Ind AS financial statements for the year ended March 31, 2017

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Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Goodyear India Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

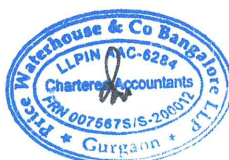
2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance



Annexure A to Independent Auditors' Report

Referred to in paragraph 12 (g) of the Independent Auditors' Report of even date to the members of Goodyear India Limited on the Ind AS financial statements for the year ended March 31, 2017

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with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S-200012
Chartered Accountants



Abhishek Rara
Partner
Membership Number 077779

New Delhi
May 26, 2017

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Goodyear India Limited on the Ind AS financial statements as of and for the year ended March 31, 2017

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of property, plant and equipment and intangible assets.
- (b) The property, plant and equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 3 on property, plant and equipment to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory including stocks with third parties have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, service tax, duty of excise, value added tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including sales tax, duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of duty of customs which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of excise and value added tax as at March 31, 2017 which have not been deposited on account of a dispute, are as follows:



Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Goodyear India Limited on the Ind AS financial statements as of and for the year ended March 31, 2017

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Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central and State Tax Acts	Sales Tax/Value Added Tax	316 (Net of payment under protest of 31)	1979-1980; 1987-1988; 1997-1998; 2000-2016	First level of Appellate Authority i.e. Assistant Commissioner/ Deputy Commissioner/ Joint Commissioner/ Commissioner/ Commercial Tax Appellate and Revisional Board
		29 (Net of payment under protest of 10)	2003-2004; 2006-2007; 2008-2010	Sales Tax Tribunal
		7 (Net of payment under protest of 14)	1978-1979; 2002-04; 2008-09	High Court
The Central Excise Act, 1944 and Finance Act, 1994	Excise Duty/ Service Tax	102 (Net of payment under protest of 103)	1997-1998	Supreme Court of India
		19	1997-1998	High Court
		1,299 (Net of payment under protest of 411)	1997-1999 2004-2015	The Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
		230 (Net of payment under protest of 4)	2005-2015	Commissioner (Appeals)
The Income Tax Act, 1961	Income Tax	Nil (Net of payment under protest of 32)	1971-76	Supreme Court of India
		631 (Net of payment under protest of 513)	2005-2009	High Court
		3,726 (Net of payment under protest of 200)	2004-2007; 2009-2012	The Income Tax Appellate Tribunal

- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.



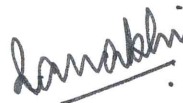
Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Goodyear India Limited on the Ind AS financial statements as of and for the year ended March 31, 2017

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- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S-200012
Chartered Accountants






Abhishek Rara
Partner
Membership Number 077779

New Delhi
May 26, 2017

Declaration

[Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 dated May 25, 2016 read with SEBI circular no. CIR/CFD/CMD/56/2016 dated May 27, 2016]

1	Name of the Company	Goodyear India Limited
2	Scrip Code	500168
3	Annual audited standalone financial results for the Financial Year ended	March 31, 2017
4	Audit Report Opinion	Unmodified
<u>Signatories:</u>		
	• Rajeev Anand Vice Chairman & Managing Director	
	• Leopoldo Estefano Maggiolo Gonzalez Finance Director	
	• Ravi Vira Gupta Audit Committee Chairman	

Place: New Delhi

Date: May 26, 2017