

Goodyear India Limited

Corporate Office:
1st Floor, ABW Elegance Tower
Plot No. 8, Commercial Centre
Jasola, New Delhi - 110 025

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email
gyi_info@goodyear.com

website
www.goodyear.co.in



SO- 1694
August 9, 2017

To
The Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Dear Sir,

Scrip Code: 500168

Sub: Goodyear India Limited - Result of the 56th Annual General Meeting ("AGM") held on Wednesday, August 9, 2017.

This is with reference of our 56th Annual General Meeting held on Wednesday, August 9, 2017 at 11:30 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road (Just after Toll Plaza), Faridabad, Haryana 121003.

In this regard, Mr. Chetan Gupta, Company Secretary in Practice (COP No.- 7077) and Partner, APAC & Associates LLP, Company Secretaries, [Registration No.- AAF-7948], was appointed as the Scrutinizer to scrutinize the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner and has submitted his report dated August 9, 2017 to Mr. Rajeev Anand, Vice-Chairman & Managing Director of the Company who is authorized by the Chairman of the meeting to receive the consolidated report of the Scrutinizer on the remote e-voting and voting through Ballot Papers at the AGM.

In terms of the said report, members of the Company have passed all the resolutions as embodied, in the AGM Notice, with the requisite majority.

Based on the Scrutinizer's Report, the result of the meeting was announced by Mr. Rajeev Anand, Vice -Chairman & Managing Director of the Company on Wednesday, August 9, 2017 stating that the following resolutions have been passed by the requisite majority.

1. Ordinary Resolution to receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution to declare dividend @ Rs. 12.50/- per Equity Share.
3. Ordinary Resolution to appoint a Director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. Ordinary Resolution to appoint Statutory Auditors and fix their remuneration.
5. Ordinary Resolution to ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018.



1

No contract is valid unless signed by a duly authorised officer of the company
Regd. Office : Mathura Road, Ballabgarh, (Dist. Faridabad) - 121004, Haryana.
CIN : L25111HR1961PLC008578



6. Special Resolution to approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Director of the Company.
7. Special Resolution to approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and his overall yearly remuneration limit effective February 9, 2017
8. Special Resolution to approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman & Managing Director of the Company, effective May 1, 2017.

In this regard, please find enclosed herewith the following:

- i) Declaration of Result as **Appendix A.**
- ii) Voting result in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 as **Appendix B.**
- iii) A duly certified copy of Scrutinizer's Report as **Appendix C.**
- iv) Summary of proceedings of AGM in terms of Regulation 30 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 as **Appendix D.**

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking you,

Yours very truly,
For **Goodyear India Limited**



Pankaj Gupta
Company Secretary

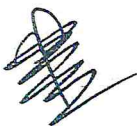
CC:

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

National Securities Depository Ltd.,
4th Floor, 'A' Wing, Trade World,
Kamala Mills Compound,
SenapatiBapat Marg,
Lower Parel,
Mumbai – 400 013

INDEX

S.No.	Particulars	Page No
1	Appendix A- Declaration of Result	4-5
2	Appendix B- Voting result in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations 2015	6-14
3	Appendix C- A duly certified copy of Scrutinizer's Report	15-34
4	Appendix D- Summary of proceedings of Annual General Meeting	35-37





DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 56th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 9, 2017 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA-121 003, INDIA.

The 56th Annual General Meeting (“AGM”) of the Company was held on Wednesday, August 9, 2017 at 11:30 AM at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza) Faridabad, Haryana-121 003.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), 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 the Notice of AGM dated May 26, 2017 electronically. The Remote e-Voting was open for three days from Sunday, August 6, 2017 (9:30 AM) till Tuesday, August 8, 2017 (5:00 PM).

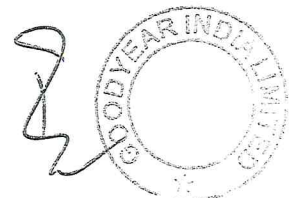
Further, in line with the provisions of the Companies Act, 2013 and the clarifications issued by the Ministry of Corporate Affairs, the voting at the venue of 56th AGM was conducted through Ballot Papers.

The Board of Directors have appointed Mr. Chetan Gupta, Company Secretary in Practice (COP No. 7077) and Partner, APAC & Associates LLP, Company Secretaries, as Scrutinizer to Scrutinize 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 August 9, 2017 on the voting (Remote E-Voting and Ballot Paper) on all the resolutions as set out in the Notice of AGM.

The Authorized and paid up capital of the Company as on the date of AGM is Rs. 300,000,000 and Rs. 230,665,070 respectively. The voting rights were reckoned on Wednesday, August 2, 2017 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 dated May 26, 2017 (AGM Notice).

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

Res olution 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	No of invalid votes	Result
1.	To receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year		18984519	18984488	100.00	31	0.00	10	Passed with requisite majority



	ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.	Ordinary							
2.	To declare dividend @ Rs. 12.50/- per Equity Share.	Ordinary	18984558	18984505	100.00	53	0.00	10	Passed with requisite majority
3.	To appoint a Director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary	18984610	18802637	99.04	181973	0.96	10	Passed with requisite majority
4.	To appoint Statutory Auditors and fix their remuneration.	Ordinary	18984610	18984604	100.00	546	0.00	10	Passed with requisite majority
5.	To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018.	Ordinary	18984559	18984410	100.00	149	0.00	10	Passed with requisite majority
6.	To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Director of the Company.	Ordinary	18984610	18984488	100.00	122	0.00	10	Passed with requisite majority
7.	To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and his overall yearly remuneration limit effective February 9, 2017.	Special	18984610	18984488	100.00	122	0.00	10	Passed with requisite majority
8.	To approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman & Managing Director of the Company, effective May 1, 2017.	Special	18984610	18984307	100.00	303	0.00	10	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


Mr. Rajeev Anand
(Vice-Chairman & Managing Director)
DIN: 02519876

Duly authorized by Mr. Christopher Raymond Delaney, the Chairman of 56th Annual General Meeting of the Shareholders of Goodyear India Limited.

Date: August 9, 2017
Place: New Delhi

ANNEXURE I

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 56th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 9, 2017 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121003, INDIA PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM: Wednesday, August 9, 2017 [Remote e-Voting period: Sunday, August 6, 2017 (9:30 a.m.) to Tuesday, August 8, 2017 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut off Date") (August 02, 2017) 31577 Shareholders holding 23066507 shares. (Including 67024 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: 7590 (in person 7517 and by proxy 73)

No. of Shareholders attended the meeting through Video Conferencing:

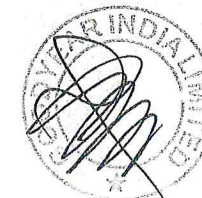
Not applicable

Promoters & Promoter Group: -
Public: -



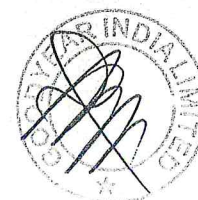
Agenda 1: To receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.

Resolution Required	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	17069215	17069215	89.91	17069215	0	89.91	0
	Total	17069215	17069215	89.91	17069215	0	89.91	0
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0
	Poll	60	60	0.00	60	0	0.00	0
	Total	1911288	1911288	10.07	1911288	0	10.07	0
Public – Non Institutions	E-Voting	3578	3578	0.02	3547	31	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0
	Total	4021	4016	0.02	3985	31	0.02	0.00
Total		18984524	18984519	100.00	18984488	31	100.00	0.00



Agenda 2: To declare dividend @ Rs. 12.50/- per Equity Share.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3619	3619	0.02	3566	53	0.02	0.00
	Poll	443	436	0.00	436	0	0.00	0.00
	Total	4062	4055	0.02	4002	53	0.02	0.00
Total		18984565	18984558	100.00	18984505	53	100.00	0.00



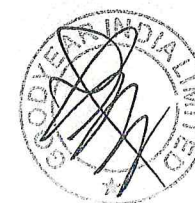
Agenda 3: To appoint a Director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1729377	181851	9.11	0.96
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1729437	181851	9.11	0.96
Public – Non Institutions	E-Voting	3669	3669	0.02	3547	122	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3985	122	0.02	0.00
Total		18984615	18984610	100.00	18802637	181973	99.04	0.96



Agenda 4: To appoint Statutory Auditors and fix their remuneration.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3123	546	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3561	546	0.02	0.00
Total		18984615	18984610	100.00	18984064	546	100.00	0.00



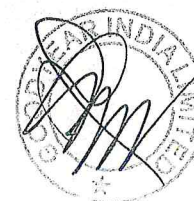
Agenda 5: To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3619	3619	0.02	3470	149	0.02	0.00
	Poll	443	437	0.00	437	0	0.00	0.00
	Total	4062	4056	0.02	3907	149	0.02	0.00
Total		18984565	18984559	100.00	18984410	149	100.00	0.00



Agenda 6: To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Director of the Company.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3547	122	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3985	122	0.02	0.00
Total		18984615	18984610	100.00	18984488	122	100.00	0.00



Agenda 7: To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and his overall yearly remuneration limit effective February 9, 2017.

Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3547	122	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3985	122	0.02	0.00
Total		18984615	18984610	100.00	18984488	122	100.00	0.00



Agenda 8: To approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman & Managing Director of the Company, effective May 1, 2017.

Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3366	303	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3804	303	0.02	0.00
Total		18984615	18984610	100.00	18984307	303	100.00	0.00

For APAC & Associates LLP
Company Secretaries



Chetan Gupta
Scrutinizer of 56th AGM of Goodyear India Limited
(M. No. F6496) (C. P. No. 7077)
Date: August 09, 2017
Place: New Delhi



CERTIFIED TRUE COPY
For GOODYEAR INDIA LIMITED



Company Secretary



**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING
THROUGH POLLING PAPER**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

56th Annual General Meeting of Equity

Shareholders of Goodyear India Limited

held on Wednesday, August 09, 2017 at 11:30 A.M.

at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza)

Faridabad, Haryana 121 003

Sub: Report on voting through electronic means carried out during August 06, 2017 (9:30 A.M.) to August 08, 2017 (5:00 P.M.) and Poll conducted at the Fifty Sixth Annual General Meeting of the Company held on Wednesday, August 09, 2017 at 11:30 A.M., at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza), Faridabad, Haryana 121 003

Dear Sir,

We, APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), appointed as Scrutinizer by the Board of Directors of Goodyear India Limited ("the Company") in the Board Meeting held on May 26, 2017:

- (i) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) for the purpose of the poll taken on the below mentioned resolution(s), at the 56th Annual General Meeting of the Equity Shareholders of Goodyear India Limited, held on Wednesday, August 09, 2017 at 11.30 A.M. at Vibe Hotel by the Lalit, 12/7, Mathura Road, (Just after Toll Plaza), Faridabad, Haryana 121 003, submit our report as under:



1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to 56th Annual General Meeting (AGM) of the shareholders of the Company. Our responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 56th Annual General Meeting of the Company.
2. Further for the above, we submit our report as under:
 - a. In accordance with the Notice of the 56th AGM sent to the shareholders, the e-voting period commenced on Sunday, August 06, 2017 at 9:30 A.M. to Tuesday, August 08, 2017 at 5:00 P.M.
 - b. The voting rights were reckoned on Wednesday, August 02, 2017 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 on the resolutions (item no. 1 to 8 as set out in the notice of the 56th AGM of the Company).
 - c. At the venue of the AGM the facility to vote through Ballot papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
 - d. 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.
 - e. After the time fixed for closing of the Poll by the Chairman, the locked ballot box was subsequently opened in our presence along with two witnesses, Kailash Chandra Pandey and Neeta Aggarwal, who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.



Kailash

Name: Kailash Chandra Pandey

Neeta

Name: Neeta Aggarwal

- f. The polling papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- g. After counting the votes casted by the members and proxy holders present at the 56th AGM, through polling paper, the votes casted through remote e-voting were unblocked on August 09, 2017, around 12:30 P.M. in the presence of two witnesses, Kailash Chandra Pandey and Neeta Aggarwal, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

Kailash

Name: Kailash Chandra Pandey

Neeta

Name: Neeta Aggarwal

- h. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of the National Securities Depository Limited ("NSDL") and poll conducted at the 56th Annual General Meeting and based on such, the result is as under:

Item No. 1

Ordinary Resolution: To receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.

- (i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	143	17069713	89.91
E-voting	51	1914775	10.09
Total	194	18984488	100.00



(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	2	31	0.00
Total	2	31	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	9	10
E-voting	0	0
Total	9	10

Item No. 2

Ordinary Resolution: To declare dividend @ Rs. 12.50/- per Equity Share.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	141	17069711	89.91
E-voting	50	1914794	10.09
Total	191	18984505	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or	Number of votes cast by them	% of total number of valid votes cast



	by proxy)		
Physical	0	0	0.00
E-voting	3	53	0.00
Total	3	53	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	9	10
E-voting	0	0
Total	9	10

Item No. 3

Ordinary Resolution: To appoint a Director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

(i) **Voted in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	143	17069713	89.91
E-voting	48	1732924	9.13
Total	191	18802637	99.04

(ii) **Voted against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



Physical	0	0	0.00
E-voting	6	181973	0.96
Total	6	181973	0.96

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	9	10
E-voting	0	0
Total	9	10

Item No. 4

Ordinary Resolution: To appoint Statutory Auditors and fix their remuneration.

(i) **Voted in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	143	17069713	89.91
E-voting	50	1914351	10.08
Total	193	18984064	100.00

(ii) **Voted against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	4	546	0.00



Total	4	546	0.00
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(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	9	10
E-voting	0	0
Total	9	10

Item No. 5

Ordinary Resolution: To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018.

(i) **Voted in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	142	17069712	89.91
E-voting	48	1914698	10.09
Total	190	18984410	100.00

(ii) **Voted against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	5	149	0.00
Total	5	149	0.00

(iii) **Invalid votes:**



Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	9	10
E-voting	0	0
Total	9	10

Item No. 6

Ordinary Resolution: To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Director of the Company.

(iv) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	143	17069713	89.91
E-voting	51	1914775	10.09
Total	194	18984488	100.00

(v) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	3	122	0.00
Total	3	122	0.00

(vi) **Invalid** votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them



Physical	9	10
E-voting	0	0
Total	9	10

Item No. 7

Special Resolution: To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and his overall yearly remuneration limit effective February 9, 2017.

(vii) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	143	17069713	89.91
E-voting	51	1914775	10.09
Total	194	18984488	100.00

(viii) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	3	122	0.00
Total	3	122	0.00

(ix) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	9	10



E-voting	0	0
Total	9	10

Item No. 8

Special Resolution: To approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman & Managing Director of the Company, effective May 1, 2017.

(x) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	143	17069713	89.91
E-voting	48	1914594	10.08
Total	191	18984307	100.00

(xi) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	6	303	0.00
Total	6	303	0.00

(xii) **Invalid** votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	9	10
E-voting	0	0



Total	9	10
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The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 56th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) to be placed on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.


Thanking you,

Yours faithfully,
For APAC & Associates LLP
Company Secretaries



Chetan Gupta
Partner
FCS No. 6496
C P No.: 7077



Accepted


Date: August 09, 2017
Place: Faridabad

Mr. Rajeev Anand
Vice chairman & Managing Director
(DIN: 02519876)

*Authorized by chairman of the
56th AGM*

ANNEXURE I

RESULTS OF VOTING (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 56th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 9, 2017 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121003, INDIA PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM:

Wednesday, August 9, 2017 [Remote e-Voting period: Sunday, August 6, 2017 (9:30 a.m.) to Tuesday, August 8, 2017 (5:00 p.m.)]

Total No of shareholders on Record Date ("Cut off Date") (August 02, 2017)

31577 Shareholders holding 23066507 shares. (Including 67024 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:

7590 (in person 7517 and by proxy 73)

No. of Shareholders attended the meeting through Video Conferencing:

Not applicable

Promoters & Promoter Group:

-

Public:

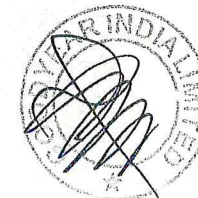
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26

Agenda 1: To receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.

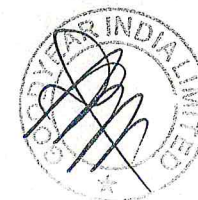
Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	17069215	17069215	89.91	17069215	0	89.91	0
	Total	17069215	17069215	89.91	17069215	0	89.91	0
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0
	Poll	60	60	0.00	60	0	0.00	0
	Total	1911288	1911288	10.07	1911288	0	10.07	0
Public – Non Institutions	E-Voting	3578	3578	0.02	3547	31	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0
	Total	4021	4016	0.02	3985	31	0.02	0.00
Total		18984524	18984519	100.00	18984488	31	100.00	0.00



27

Agenda 2: To declare dividend @ Rs. 12.50/- per Equity Share.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3619	3619	0.02	3566	53	0.02	0.00
	Poll	443	436	0.00	436	0	0.00	0.00
	Total	4062	4055	0.02	4002	53	0.02	0.00
Total		18984565	18984558	100.00	18984505	53	100.00	0.00



28

Agenda 3: To appoint a Director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1729377	181851	9.11	0.96
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1729437	181851	9.11	0.96
Public – Non Institutions	E-Voting	3669	3669	0.02	3547	122	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3985	122	0.02	0.00
Total		18984615	18984610	100.00	18802637	181973	99.04	0.96



29

Agenda 4: To appoint Statutory Auditors and fix their remuneration.

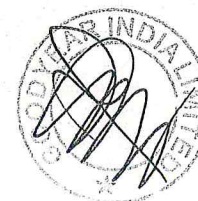
Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3123	546	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3561	546	0.02	0.00
Total		18984615	18984610	100.00	18984064	546	100.00	0.00



30

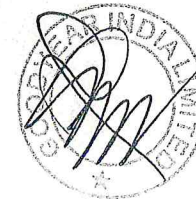
Agenda 5: To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3619	3619	0.02	3470	149	0.02	0.00
	Poll	443	437	0.00	437	0	0.00	0.00
	Total	4062	4056	0.02	3907	149	0.02	0.00
Total		18984565	18984559	100.00	18984410	149	100.00	0.00



Agenda 6: To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Director of the Company.

Resolution Required	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3547	122	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3985	122	0.02	0.00
Total		18984615	18984610	100.00	18984488	122	100.00	0.00



32

Agenda 7: To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and his overall yearly remuneration limit effective February 9, 2017.

Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3547	122	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3985	122	0.02	0.00
Total		18984615	18984610	100.00	18984488	122	100.00	0.00




33

Agenda 8: To approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman & Managing Director of the Company, effective May 1, 2017.


Resolution Required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	17069215	17069215	89.91	17069215	0	89.91	0.00
	Total	17069215	17069215	89.91	17069215	0	89.91	0.00
Public – Institutions	E-Voting	1911228	1911228	10.07	1911228	0	10.07	0.00
	Poll	60	60	0.00	60	0	0.00	0.00
	Total	1911288	1911288	10.07	1911288	0	10.07	0.00
Public – Non Institutions	E-Voting	3669	3669	0.02	3366	303	0.02	0.00
	Poll	443	438	0.00	438	0	0.00	0.00
	Total	4112	4107	0.02	3804	303	0.02	0.00
Total		18984615	18984610	100.00	18984307	303	100.00	0.00

For APAC & Associates LLP
Company Secretaries


Chetan Gupta
Scrutinizer of 56th AGM of Goodyear India Limited
(M. No. F6496) (C. P. No. 7077)
Date: August 09, 2017
Place: New Delhi



CERTIFIED TRUE COPY
For GOODYEAR INDIA LIMITED


Company Secretary

34

Goodyear India Limited

Corporate Office :

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Plot No. 8, Commercial Centre
Jasola, New Delhi - 110 025

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PROCEEDINGS OF THE 56th ANNUAL GENERAL MEETING ("AGM") OF THE SHAREHOLDERS OF GOODYEAR INDIA LIMITED HELD ON WEDNESDAY, AUGUST 09, 2017 AT 11:30 A.M. AT VIBE HOTEL BY THE LALIT, 12/7, MATHURA ROAD, (JUST AFTER TOLL PLAZA) FARIDABAD, HARYANA 121 003, INDIA.

Day Wednesday
Date August 9, 2017
Time Commenced at 11:30 A.M. and concluded at 12:30 PM.
Venue Vibe Hotel By the Lalit, 12/7, Mathura Road, (Just After Toll Plaza) Faridabad, Haryana 121-003, India

Sitting on the Dais

Mr. Christopher Raymond Delaney	Chairman
Mr. Rajeev Anand	Vice-Chairman & Managing Director
Ms. Sudha Ravi	Independent Non-Executive Director
Mr. R V Gupta	Independent Non-Executive Director
Mr. Leopoldo Estefano Maggiolo Gonzalez	Finance Director
Mr. Pankaj Gupta	Company Secretary

Members Present

Total 7591 members (including 73 represented through proxies) have recorded their presence at the meeting.

Mr. Christopher Raymond Delaney, Chairman of the Company welcomed the members present in the meeting. Requisite quorum being present, the Chairman called Meeting in order. He briefly spoke about the affairs of the Company. He, then, thanked members for their continued support and trust that they have shown in our company and requested Mr. Rajeev Anand, Vice Chairman & Managing Director of the Company to take the proceedings forward on his behalf.

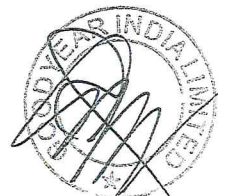
Mr. Anand introduced the members of the Board on the dais. He has briefed members about performance of the Company. Thereafter with the consent of the members, notice of AGM together with the Directors report were taken as read. With the consent of the members, the auditors report was also taken as read.

Mr. Anand thereafter, answered the queries already received from the members and also invited the members present in person to submit their written questions, or to make their comments, give suggestions or seek clarifications, if any on the agenda items as set out in the Notice. Clarifications were provided to the queries raised by the members.

After answering all the queries received from the members, he then proceeded with the business to be transacted and explained members that as per the provisions of Companies Act, 2013 and rules made thereunder, the Company has provided the facility of Remote e-Voting to the members entitled to cast their vote and also it is obligatory to provide similar voting rights to the members present in the meeting in person or proxy. Accordingly, voting at the AGM was provided through ballot papers. He informed that the members present in the meeting who have

ONE TEAM

No contract is valid unless signed by a duly authorised officer of the company
Regd. Office : Mathura Road, Ballabgarh, (Dist. Faridabad) - 121004, Haryana
CIN : L25111HR1961PLC008578



35

not been able to cast their votes through remote e-voting may cast their votes through ballot papers. He also informed that the members who have already voted through Remote e-Voting shall not cast their vote again and if they vote the same shall be treated as invalid and the vote casted through e-voting shall be taken as valid.

He further informed that Mr. Chetan Gupta, Company Secretary in Practice (COP No. 7077) and Partner, APAC & Associates LLP, Company Secretaries has been appointed as Scrutinizer for scrutinizing the voting process. He also informed that the results of voting will be intimated to BSE and displayed on website of the Company and NSDL alongwith the Scrutinizer's report and that the results will also be available at the registered office of the Company."

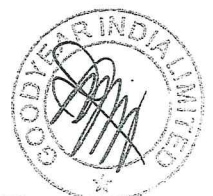
Thereafter, Mr. Delaney, the Chairman has formally ordered poll. He thanked members for attending the Meeting and invited Mr. Pankaj Gupta, Company Secretary of the Company to explain the poll procedure and start the poll proceedings.

Mr. Pankaj Gupta has briefly stated poll procedure to the members and invited Mr. Chetan Gupta to supervise the poll proceedings. Mr. Chetan Gupta came on stage and shown an empty ballot paper to the members and explained them how to fill the ballot papers.

Mr. Pankaj Gupta then thanked all the members for attending the Company's Meeting and requested them to cooperate with the scrutinizer and have a smooth polling.

Poll was conducted through ballot papers on all the agenda items as set forth in the notice of 56th AGM and voting was closed at 12:30 PM. All the members present till the closing of voting were requested to cast their votes. The Scrutinizer's report was received on August 9, 2017 and accordingly all the resolutions as set forth in the notice of 56th AGM were declared as duly passed with requisite majority. The brief details of items deliberated at the AGM and their results thereof is as follows:

Resolution 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	No of invalid votes	Result
1.	To receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.	Ordinary	18984519	18984488	100.00	31	0.00	10	Passed with requisite majority
2.	To declare dividend @ Rs. 12.50/- per Equity Share.	Ordinary	18984558	18984505	100.00	53	0.00	10	Passed with requisite majority
3.	To appoint a Director in place of Mr. Christopher Raymond Delaney [DIN: 07348894], who retires by rotation at this Annual General Meeting and being eligible, offers	Ordinary	18984610	18802637	99.04	181973	0.96	10	Passed with requisite majority



	himself for re-appointment.								
4.	To appoint Statutory Auditors and fix their remuneration.	Ordinary	18984610	18984604	100.00	546	0.00	10	Passed with requisite majority
5.	To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2018.	Ordinary	18984559	18984410	100.00	149	0.00	10	Passed with requisite majority
6.	To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Director of the Company.	Ordinary	18984610	18984488	100.00	122	0.00	10	Passed with requisite majority
7.	To approve the appointment of Mr. Leopoldo Estefano Maggiolo Gonzalez [DIN: 07318939] as a Whole time Director of the Company and his overall yearly remuneration limit effective February 9, 2017.	Special	18984610	18984488	100.00	122	0.00	10	Passed with requisite majority
8.	To approve the revised remuneration and overall yearly remuneration limit of Mr. Rajeev Anand [DIN: 02519876], Vice Chairman & Managing Director of the Company, effective May 1, 2017.	Special	18984610	18984307	100.00	303	0.00	10	Passed with requisite majority

Thanking you,
Yours very truly,

For Goodyear India Limited


Pankaj Gupta
Company Secretary