

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India
Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola,
New Delhi-110025, India

Telephone: 0129-6611000 Fax: 0129-2305310

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

NOTICE

Dear Member(s),

NOTICE is hereby given that the 54th Annual General Meeting of the Members of GOODYEAR INDIA LIMITED will be held on Friday, June 26, 2015 at 11:30 AM at Magpie Tourism Complex, Sector 16A, Faridabad – 121 002, Haryana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement consisting of Balance Sheet as at December 31, 2014, the statement of Profit and Loss, Cash Flow Statement for the year ended on December 31, 2014 along with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a director in place of Mr. Daniel Lawrence Smytka [DIN: 05139358], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and rules made thereunder, M/s Price Waterhouse & Co., Bangalore, LLP (FRN 007567S/S-200012) Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of next AGM of the Company to be held in the year 2016 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 (15 Months) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 148 and all other provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 4,00,000/- (Rupees Four Lakh only) plus out of pocket expenses to conduct the audit of cost accounts and submit the Cost Audit Report of the Company for the financial year ending on March 31, 2016 (15 Months) payable to M/s Vijender Sharma & Co, Cost Accountants, the Cost Auditor of the Company, be and is hereby ratified.”
6. To approve the Off-Take Agreement with related party i.e. Goodyear South Asia Tyres Private Limited and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:
“RESOLVED THAT in compliance with Clause 49 of the Listing Agreement, and applicable circulars issued by the Securities and Exchange Board of India (“SEBI”), including circular(s) effective from October 1, 2014 being Circular No. CIR/CFD/POLICY CELL/2/2014 and No. CIR/CFD/POLICY CELL/7/2014 (“Circulars”) and the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, if any, including any statutory modification or re-enactment thereof, the approval of Members of the Company by way of a special resolution, be and is hereby accorded to the Off-Take Agreement (“Contract”) with M/s Goodyear South Asia Tyres Private Limited, and the transactions undertaken thereunder on and from October 1, 2014 onwards, by virtue of the said Contract being in subsistence as of October 1, 2014 i.e. the date of coming into effect of the aforesaid Circulars.”
“RESOLVED FURTHER THAT (a) the said Contract entered into with M/s Goodyear South Asia Tyres Private Limited is competitive, at an arm's length, without conflict of interest and is no less advantageous to the Company as compared to similar contracts or transactions with other parties and the Company has not made any default under section 188 of the Companies Act, 2013; and (b) the Company and its directors have complied with the provisions of section 102, 184, 189 and other applicable provisions of the Companies Act, 2013 with regard to the aforesaid Contract.”

By Order of the Board
For an on behalf of Goodyear India Limited

Date: May 7, 2015
Faridabad

Pankaj Gupta
Company Secretary

NOTES:

1. PROXY/AUTHORIZED REPRESENTATIVE

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the annual general meeting ("AGM"). Proxy Form is enclosed with the Notice.

Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

- (ii) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.
- (iii) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
- (iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. BOOK CLOSURE

Register of Members and Share Transfer Books of the Company will remain closed from June 13, 2015 to June 26, 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the AGM.

3. CUT OFF DATE:

- (i) This Notice is being sent to all the members whose name appears as on 22nd May, 2015 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, June 19, 2015 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

4. PAYMENT OF DIVIDEND AND TREATMENT OF UNCLAIMED DIVIDEND

- (i) Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within a period of 30 days from the date of declaration, to the members whose names appear on the Company's Register of Members as on June 12, 2015 or their mandates. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership furnished by the Depositories for this purpose.
- (ii) Members of the Company are informed that pursuant to the provisions of the Companies Act, 1956 or any statutory re-enactment thereof, the amount of dividend which remains unclaimed/unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education & Protection Fund (IEPF) constituted by the Central Government. Accordingly, *Members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / Registrar and Share Transfer Agent immediately claiming the Dividend(s) declared by the Company pertaining to the financial years 2007, 2008, 2009, 2010, 2011, 2012 and 2013.* Attention of the members is drawn that the unclaimed dividend for the year ended on December 2007 was declared by the members of the Company on 16th May 2008 and was later transferred to unpaid dividend account as per the provisions of applicable law. On expiry of a period of seven years on 17th June 2015, it will be due for transfer to IEPF. *Kindly note that the once the amount is transferred to the IEPF, no claims shall lie against the Company.*
- (iii) The Company has already transferred the unclaimed or un-encashed dividends for financial year 2006 to the IEPF on 28th July 2014.
- (iv) The Securities and Exchange Board of India ("SEBI") has made it mandatory for all the Companies to use bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Member's bank account through NECS wherever complete core banking details are available with the Company. For payment of dividend to the members holding shares in electronic mode, the Company will use bank particulars registered against their respective depository accounts. In cases where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. *Accordingly, members are encouraged to claim payment of dividend in terms of above mentioned electronic payment modes by filling up the details required in attached ECS Mandate Form & sending the same as per the instructions given therein.*
- (v) Members may address all the correspondences relating to dividend, change of address, share transfer, transmission, nomination etc. to the Company/RTA at the below mentioned addresses:
- a) **Registered office of the Company:** Goodyear India Limited, Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India, Tel.: 0129-6611000, Email: gyi_info@goodyear.com.
- b) **Registrar & Transfer Agents:** Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area Phase – 1, New Delhi – 110020, India, Tel.: +91 11 26812682-83, 64732681, Email Id.: srikant@skylinerta.com.

5. COMMUNICATION TO MEMBERS

- (i) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of annual report is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same and also to the auditors and directors of the Company. For members who have not registered their email addresses, physical copies of the abridged annual report alongwith aforesaid documents are being sent by the permitted mode.
- (ii) Abridged and full version of the annual report and notice of AGM will also be available on the website of the Company at 'www.goodyear.co.in' in the Investor Relations section and at the website of NSDL at 'https://www.evoting.nsdl.com'. Hard copies of the full annual reports will be sent to those shareholders who will request the same.
- (iii) All the documents referred to in the accompanying notice, explanatory statement and Register of directors and key managerial personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
- (iv) In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id "goodyearindia_investorcell@goodyear.com", at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- (v) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

6. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below in Para 6(I)(C).
- (ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19th March 2015 and Clause 35 B of the Listing Agreement the Company is pleased to provide facility of –Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

(A) Instruction for e-voting by Members whose email ID's are registered with the Company/Depository Participant(s)

- (i) Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the "USER-ID" and "PASSWORD".
- (ii) Open email and open PDF file viz.; "Goodyear India e-voting.pdf" with your Client ID or Folio No.as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (iii) Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- (iv) Click on Shareholder – Login.
- (v) Enter the user ID and password as initial password noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (viii) Select "EVEN" (E Voting Event Number) of Goodyear India Limited.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to csdeveshpandey@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) Instruction for e-voting by Members whose email ID's are not registered with the Company/Depository Participant(s)

- (i) For Members whose email IDs are not registered with the Company/Depository Participant(s), will be receiving notice of AGM by post. :
- (ii) Initial password is provided on the attendance slip for the AGM.
- (iii) Please follow all steps from Sr. No. iii. to Sr. No. xiii of (IA) above, to cast vote.

Notes:(i) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- (iv) Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.

(C) E-voting Period

The Remote E-voting period commences on Tuesday, June 23, 2015 (9:00 am) and ends on Thursday, June 25, 2015 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. After June 25, 2015 (5:00 p.m.) the Remote E-voting facility will be blocked.

(D) User ID and Password for the members who became Members after dispatch of AGM notice:

Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut off date of June 19, 2015, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or NSDL.

(E) Queries in relation to E-voting:

In case of any queries, you may refer the "*Frequently Asked Questions (FAQs) for members and e-voting user manual for members*" available at the 'downloads' section of www.evoting.nsdl.com. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738, Toll free no.1800222990

Email ID: evoting@nsdl.co.in.

(II) VOTING THROUGH BALLOT PAPER

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (✓) against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

(7) SCRUTINIZER

- (i) Mr. Devesh Pandey, Company Secretary in practice (Membership No. 27793) and consultant at Candidlex Advisors LLP, a legal and management consulting firm having consented to act as a scrutinizer has been appointed as scrutinizer ("Scrutinizer") for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

(8) DECLARATION OF RESULTS

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared within 2 days from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutiniser shall be placed on the website of the company i.e. www.goodyear.co.in in the investors relation section and on the website of NSDL i.e. www.evoting.nsdl.com, immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange.

(9) NOMINATION

Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA (enclosed with this Notice)

(10) DEMATERIALIZATION

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. *Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.*

(11) EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION

- (i) The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
- (ii) Additional information pursuant to Clause 49 (III)(E) of the Listing Agreement pertaining to the Directors proposed to be re-appointed vide Item No. 3 of the Notice, is provided in the Report on Corporate Governance forming part of Annual Report of 2014. The Director(s) have furnished the requisite consents/ declarations for their appointment / re-appointment.

(12) OTHER INFORMATION

As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

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

Item No. 5

The Board at its meeting held on February 27, 2015, on the recommendation of the Audit Committee, had appointed M/s Vijender Sharma & Co., Cost Accountants, 11, 3rd Floor, Hargovind Enclave, Vikas Marg, New Delhi – 110092, to conduct the audit of the cost records of the Company for the Financial year ended March 31, 2016, on remuneration of Rupees 4,00,000. (Rs. Four Lakh Only) plus reimbursement of out of pocket expenses.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors, which is recommended by the Audit Committee, shall be considered and approved by the Board of Directors and subsequently ratified by the shareholders.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is concerned or interested in the resolution.

The Board of Directors recommends passing of the above resolution as set out at item no.5.

Item No. 6

Your Company has an Off Take Agreement (“Contract”) with M/s Goodyear South Asia Tyres Private Limited (“GSATPL”) for inter-se purchase, sale and provision of certain goods and services. This Contract was in subsistence on October 1, 2014 (i.e. on the date of coming into effect of Circulars referred hereinafter), and is preceded by other similar Off Take Agreements, including an agreement effective from August 31, 1994, which was followed by an agreement effective from September 1, 2001, which was further followed by an agreement effective from April 1, 2012 until July 1, 2014, when the said Contract came into effect. The said Contract and its predecessors have received due approvals of the Audit Committee, Board of Directors (“Board”), Central Government and Members of the Company at relevant times in the past.

Now, in accordance with the requirements of revised Clause 49 of the Listing Agreement, and applicable circulars issued by the Securities and Exchange Board of India (“SEBI”), including Circular(s) No. CIR/CFD/POLICY CELL/2/2014 and No. CIR/CFD/POLICY CELL/7/2014 (“Circulars”) effective from October 1, 2014, approval of the Members of the Company by way of a special resolution is required in respect of the said Contract, and all transaction undertaken thereunder on or after October 1, 2014. The details of the key terms of the said Contract and the nature of goods and services covered thereunder are provided in the ensuing paragraphs.

As per revised Clause 49, any material contract or arrangement or material related party transaction, i.e. a transaction that individually or together with previous transactions in a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the Members of the Company by way of a special resolution. In case of material contracts in subsistence as of October 1, 2014, i.e. the date of coming into force of revised Clause 49, the corresponding provisions are applicable prospectively. Accordingly, in such cases, transactions undertaken on or after October 1, 2014 as per material contracts require an approval of the Members of the Company to ensure compliance.

GSATPL is an Indian subsidiary of the Company's ultimate parent company i.e. The Goodyear Tire & Rubber Co. Ohio, Akron, USA, thereby qualifying as a related party of your company in terms of revised Clause 49 of the Listing Agreement.

Further, the said Contract shall qualify as a material contract for the financial year ended on December 31, 2014, since the transactions undertaken pursuant to it during the said financial year exceed the prescribed monetary threshold. As regards the succeeding financial years, while at this stage it is not possible to ascertain the monetary value of the transactions that may be undertaken pursuant to the said Contract during any financial year, an approval of shareholders is being sought in order to ensure compliance with revised Clause 49 should the quantum of transactions undertaken during any such financial year exceed the prescribed monetary threshold. It may also be noted that all the transactions under the said Contract are, and would be in the ordinary course of business and at arm's length price.

The Audit Committee of the Board of Directors of the Company, at its meeting held on July 30, 2014, was pleased to approve the said Contract, subject to approval of the Board of Directors and fulfillment of other requirements, if any. In accordance with Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, an omnibus approval of said Contract by the Audit Committee would be sought every year during the term of the said Contract, since in accordance with the said circular, an approval of Audit Committee shall be valid only for a period up to one year.

Further, the Board of Directors of the Company, at its meeting held on July 30, 2014, was pleased to approve the said Contract, subject to the other requisite approvals and requirements.

The key details regarding the said Contract and disclosures as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are given below for perusal:

1. Name of the related party:

Goodyear South Asia Tyres Private Limited

2. Name of Director or key managerial personnel who is related, if any:

Mr. Rajeev Anand is a common Director with both, the Company and GSATPL; accordingly, he did not participate in discussions and did not vote on the resolutions of the Audit Committee and Board of Directors in relation to the said Contract.

Mr. Mark Chandran Ravunni, Chief Financial Officer (KMP), being director in GSATPL may be deemed to be interested or concerned in the said resolution.

3. Nature of relationship:

GSATPL is a fellow subsidiary of the Company by virtue of being an Indian subsidiary of the Company's ultimate parent company i.e. The Goodyear Tire & Rubber Co. Ohio, Akron, USA.

4. Nature, material terms, monetary value and particulars of the said contract or arrangement:

Nature	<p>The nature of transactions covered under the said Contract are as follows:</p> <ul style="list-style-type: none">• Availing and providing of services inter-se between the Company and GSATPL, i.e., sharing of employees, infrastructure, third parties services and charges for mixing and conversion of raw material into compound rubber.• Purchase and sale inter-se between the Company and GSATPL of all kinds of tyres, tubes and flaps, raw materials, spare parts, components, store items, moulds and movable machineries.
Material terms	<ul style="list-style-type: none">• The pricing of purchase, sale and provision of goods or services, as the case may be, will be based on the Arms' Length Price ("ALP") for such transactions.• Transactions undertaken from July 1, 2014 till December 31, 2014 would be reviewed upon the completion of the said period and all the subsequent transactions would be reviewed quarterly to ensure that the ALP of transactions entered during the relevant period is maintained.• The pricing methodology is subject to be reviewed by the Audit Committee and/ or Board of Directors of the Company and GSATPL, based on independent study reports as may be available from time to time.• The said Contract shall be effective from July 1, 2014 and may be terminated by either party by giving to the other party, a written notice of not less than 120 days.
Monetary value	<p>It is not possible to ascribe a monetary value to the transactions that may be undertaken by the Company under the said Contract in future, since the same would depend on various factors such as the industry scenario, volume of transactions, prevailing ALP and the term of the said Contract.</p>

5. Any other information relevant or important for the members to take a decision on the proposed resolution:

All important information that is considered relevant or important for the Members to take an informed decision has been stated above.

A copy of the said Contract will be available for inspection by the Members, free of cost, at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m.

None of the Directors and Key Managerial Personnel (KMP) of the Company including their relatives except Mr. Rajeev Anand, Vice – Chairman & Managing Director, being a common director, and Mr. Mark Chandran Ravunni, Chief Financial Officer (KMP), being director in GSATPL may be deemed to be interested or concerned in the said resolution.

The Board recommends the resolution for approval of the Members. Also, the Members are further informed that no related party shall be entitled to vote on this special resolution.

By Order of the Board
For an on behalf of Goodyear India Limited

Date: May 7, 2015
Faridabad

Pankaj Gupta
Company Secretary

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India
Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola,
New Delhi-110025, India

Telephone: 0129-6611000 Fax: 0129-2305310

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

ECS MANDATE FORM

[In case of Shares held (a) in physical mode- send this form to RTA at below address and/or (b) in Demat mode -please inform the concerned Depository Participant]

To
Registrar and Share Transfer Agent
Skyline Financial Services Pvt. Ltd., D – 153/A,
1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020.
Tel.: +91 11 26812682-83, 64732681 Email Id.: info@skylinerta.com

Dear Sir,
Unit: Goodyear India Limited

Folio No.: _____

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

1. Name of the First Shareholder: _____
(in Capital Letters)
2. No. of Shares held: _____
3. Bank name and Address: _____
4. Account Type (Saving / Current / Cash Credit) and Number: _____
5. 9 - digit code number of the bank and branch as appearing on the MICR cheque issued by the Bank: _____

Note: (Please attach photo copy of a cheque issued by your bank relating to your above account for verifying the accuracy of the code number)

Declaration

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

Place: _____

Date: _____

Signature of the First Shareholder

Certificate of the shareholder's Bank

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

Date: _____

Place: _____

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



Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

Registered Office: Mathura Road, Ballabgarh, (Dist. Faridabad)-121004, Haryana, India
Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola,
New Delhi-110025, India

Telephone: 0129-6611000 Fax: 0129-2305310

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

54th Annual General Meeting- June 26, 2015

Name of the member(s)

Registered Address

Email ID:

Folio No./Client ID

DP ID

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- 1 Name : _____
Address : _____
Email ID : _____ Or failing him
- 2 Name : _____
Address : _____
Email ID : _____ Or failing him
- 3 Name : _____
Address : _____
Email ID : _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 54th Annual General Meeting of the Company to be held on Friday, June 26, 2015 at 11:30 AM at Magpie Tourism Complex, Sector 16A, Faridabad – 121 002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
ORDINARY BUSINESS	
1	To receive, consider and adopt the financial statement consisting of Balance Sheet as at December 31, 2014, the statement of Profit and Loss, Cash Flow Statement for the year ended on December 31, 2014 along with the reports of the Board of Directors and Auditors thereon.
2	To declare dividend.
3	To appoint a director in place of Mr. Daniel Lawrence Smytka [DIN: 05139358], who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4	To appoint Statutory Auditors and fix their remuneration.
SPECIAL BUSINESS	
5	To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2016 (15 Months).
6	To approve the Off-Take Agreement with related party i.e. Goodyear South Asia Tyres Private Limited.

Signed this..... Day of..... 2015.

Affix
15 paise
Revenue
Stamp

Signature of the member..... Signature of the Proxy holder(s) (1)(2).....(3)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To
GOODYEAR INDIA LIMITED
 CIN:L25111HR1961PLC008578
 Regd. Office: Mathura Road,
 Ballabgarh, (Dist. Faridabad)–121004,
 Haryana

I/Wethe holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- (a) Name: _____
 (b) Date of Birth: _____
 (c) Father's/Mother's/Spouse's name: _____
 (d) Occupation: _____
 (e) Nationality: _____
 (f) Address: _____
 (g) E-mail id: _____
 (h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth: _____
 (b) Date of attaining majority _____
 (c) Name of guardian: _____
 (d) Address of guardian: _____

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- (a) Name: _____
 (b) Date of Birth: _____
 (c) Father's/Mother's/Spouse's name: _____
 (d) Occupation: _____
 (e) Nationality: _____
 (f) Address: _____
 (g) E-mail id: _____
 (h) Relationship with the security holder: _____
 (I) Relationship with the minor nominee _____

Name:

Address:

Name of the Security Holder (s)

Signature

Witness with name and address



GOODYEAR INDIA LIMITED

CIN: L25111HR1961PLC008578

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

Corporate Office: 1st Floor, ABW Elegance Tower, Plot No. 8, Commercial Centre, Jasola, New Delhi-110025, India

Telephone: 0129-6611000 **Fax:** 0129-2305310

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

54th Annual General Meeting- June 26, 2015

ATTENDANCE SLIP

Sl. No.

Full name and address of the Shareholder/Proxy Holder (in block letters)	
Joint Holder 1(in block letters)	
Joint Holder 2(in block letters)	
Folio No./DP ID*/Client ID*:	
No. of Shares Held	
<p>I hereby certify that I am a member/proxy for the member of the Company.</p> <p>Signature of Shareholder/Proxy</p>	

I/we hereby record my presence at the Fifty Fourth Annual General Meeting of the Shareholders of Goodyear India Limited held at Friday, June 26, 2015 at 11:30 AM at Magpie Tourism Complex, Sector 16A, Faridabad – 121 002, Haryana.

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise. Shareholders are also requested to bring their copy of annual report. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting.

*Applicable for shareholders holding shares in electronic form.



ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of 54th AGM dated June 26, 2015 for e-voting process. The E-voting period starts from June 23, 2015 at 9:00 a.m., and will end on June 25, 2015 at 5:00 p.m. The voting module shall be disabled by NDSL for voting thereafter.