

## GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

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### NOTICE

NOTICE is hereby given that the Fifty-Ninth (59<sup>th</sup>) Annual General Meeting ("AGM") of Goodyear India Limited will be held on Thursday, August 13, 2020 at 11.00 A.M. Indian Standard Time (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 13/- per equity share of Rs. 10/- each for the Financial Year ended March 31, 2020.
3. To appoint a Director in place of Ms. Nicole Amanda Nuttall (DIN:08164858), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

4. 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), M/s Vijender Sharma & Co, Cost Accountants (Firm Registration No. 000180), appointed as the Cost Auditors by the Board of Directors of the Company to conduct the audit of Cost Accounting records and submit the Cost Audit Report of the Company for the Financial Year ending on March 31, 2021, be paid a remuneration of INR 600,000/- (Rupees Six Lakh only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid Audit."

5. 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including all or any statutory modification, amendments and re-enactments, if any, and based on recommendation of the Nomination and Remuneration Committee, Mr. Rajeev Kher (DIN:01192524), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f.

March 06, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Act and Article 92 of the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years w.e.f. March 06, 2020."

6. 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 190, 196, 197, 198, 203, Schedule V of the Companies Act, 2013 ("the Act") read with the rules made thereunder and other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant articles of the Article of Association and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Rajeev Anand (DIN:02519876), be and is hereby appointed as Whole Time Director of the Company designated as the Executive Chairman of the Company with effect from June 01, 2020 to September 30, 2020 and will continue as a Non-Executive Director of the Company designated as the Non-Executive Chairman of the Company with effect from October 01, 2020 to December 31, 2020, on such terms & conditions including remuneration in the capacity of Whole Time Director as given below:

**Salary:** INR 768,292/- (Seven Lakhs Sixty-Eight Thousand Two Hundred and Ninety-Two) per month.

#### Perquisites:

In addition to the salary as above, expenses incurred by the Company on perquisites shall be restricted to the following:

- (i) Housing Facility: Accommodation to be provided by the Company, and if the Company's accommodation is not provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the basic salary.
- (ii) Club Fees: Annual Fee of one Club.
- (iii) Personal Accident & Medical Insurance Premium in accordance with the policies/ rules of the Company.
- (iv) Medical Reimbursement: Expenses actually incurred for self and family subject to a ceiling of four months' basic salary for each completed year of service or twelve months' basic salary over a period of three completed years of service. In addition to the reimbursement of medical expense as referred above.
- (v) Special Allowance: INR 851,201/- (Eight Lakhs Fifty-One Thousand Two Hundred and One Only) per month.



- (vi) Encashment of leave: Encashment of leave, as per the policies/ rules of the Company.
- (vii) Company Car with driver for use on Company's business and personal use.
- (viii) Reimbursement of communication expenses on mobile, data card and residential land line with broadband.
- (ix) Performance Bonus: Performance Bonus including Pay for Performance Bonus and incentive(s), payable proratedly.
- (x) Contribution to Provident Fund and Superannuation Fund: Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961. Provided that any contribution made as per the Company's rules applicable for other Senior Management Staff of the Company, which is in excess of the exemption limit prescribed under the Income-tax Act, 1961 would be included for computation of tax.
- (xi) Gratuity: as per the applicable laws and policies/ rules of the Company.

The above perquisites and allowances shall be evaluated as per Income-tax Act, 1961 and rules made thereunder, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to vary, alter terms of appointment (including change in designation), enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto) payable to Mr. Rajeev Anand during his tenure as Whole Time Director of the Company to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company provided that any such variation in remuneration shall not exceed any amount permitted to be paid to Mr. Rajeev Anand, as specified in the resolution above.

**FURTHER RESOLVED THAT** in terms of applicable provisions and Schedule V of the Companies Act, 2013, wherein any Financial Year during the tenure of Mr. Rajeev Anand as Whole Time Director, the Company has no profits, or its profits are inadequate, the Company may pay the above remuneration to Mr. Rajeev Anand as the minimum remuneration, subject to necessary approvals and compliances as per the applicable provisions of the Act, if any.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Company Secretary to give effect to the aforesaid resolution."

7. 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 2(76), 152, 177, 188 of the Companies Act, 2013 (the "Act") read with rules made thereunder and other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force), relevant articles of Articles of Association of the Company and based on the recommendation of Audit Committee, Nomination & Remuneration Committee and Board of Directors, the approval of shareholders of the Company be and is hereby accorded for availing of Professional services from Mr. Rajeev Anand, Whole Time Director of the Company whose tenure will expire on September 30, 2020, and appointed him as a Non-Executive Director of the Company designated as Non-Executive Chairman of the Company as per the Professional Services Agreement to be executed for appointing him at office of place of profit with effect from October 01, 2020 till December 31, 2020, on such terms & conditions including remuneration as given below:

S. No.	Particulars	Details
1.	Name of the related party	Mr. Rajeev Anand
2.	Name of the Director or Key Managerial Personnel who is related, if any;	NIL
2.	Nature of relationship	Non-Executive Chairman of the Board of Directors rendering Professional Services
3.	Nature, Duration of the contract and particulars of the contract or arrangement	3 months with effect from October 01, 2020 till December 31, 2020
4.	Material terms of the contract or arrangement including the monetary value, if any.	Provide business and operational advice and market expertise.  INR 13 lakhs per month
5.	Advance received for the contract or arrangement, if any.	None
6.	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.	Market practice looking at experience and expertise
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with rationale for not considering those factors.	All factors have been duly considered

**FURTHER RESOLVED THAT** the Board of Directors of the Company (which term shall deem to include any of its duly constituted Committee) and Ms. Sonali Khanna, Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, things and file necessary intimations with the Statutory authorities including the Registrar of Companies and execute all such documents, instruments, writings as, in its absolute discretion, as may be considered necessary, expedient or desirable, in order to give effect to the aforesaid resolution or otherwise as considered by the Board to be in the best interest of the Company, as it may deem fit."



8. 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 160, 161 of the Companies Act, 2013 (“the Act”) read with rules made thereunder and other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant articles of the Article of Association and based on recommendation of the Nomination and Remuneration Committee, Mr. Sandeep Mahajan (DIN:08627456), who was appointed as an Additional Director of the Company with effect from June 01, 2020 by the Board of Directors and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

**“FURTHER RESOLVED THAT** pursuant to the provisions of Section 190, 196, 197, 198, 203, Schedule V of the Companies Act, 2013 read with rules made thereunder and other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Sandeep Mahajan (DIN:08627456), be and is hereby appointed as a Managing Director of the Company in his professional capacity, for a period of five (5) consecutive years w.e.f. June 01, 2020 or upto the date of superannuation/ retirement, whichever is earlier, who is not liable to retire by rotation, in accordance with Article 125 of the Articles of Association of the Company, on such terms & conditions including remuneration as given below:

**Salary:** At the rate not exceeding INR 450,000/- per month.

**Allowances:** At the rate not exceeding INR 600,000/- per month.

With increments as per the Company’s Policy and as may be determined by Board of Directors, from time to time, subject to a ceiling on increment of 30% in a year over the existing Salary and Allowance.

**Perquisites:**

In addition to the Salary and Allowance as mentioned above, expenses incurred by the Company on perquisites shall be restricted to the following:

- (i) Housing Facility: Accommodation to be provided by the Company, and if the Company’s accommodation is not provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the basic salary.
- (ii) Club Fees: Annual Fee of one Club.
- (iii) Personal Accident & Medical Insurance Premium in accordance with the policies/ rules of the Company.
- (iv) Encashment of leave: Encashment of leave, as per the policies/ rules of the Company.
- (v) Company Car with drivers for use on Company’s business and personal use, as per Policy of the Company.
- (vi) Performance Bonus: Performance Bonus including Pay for Performance Bonus and incentive(s).

- (vii) Participation in all/any Performance Stock Unit Plans of the Company and The Goodyear Tire & Rubber Company.

- (viii) Medical Allowance: As per the Policy of the Company.

- (ix) Reimbursement of communication expenses on mobile, data card and residential land line with broadband.

- (x) Contribution to Provident Fund and National Pension Scheme: Contribution to Provident Fund and National Pension Scheme to the extent these either singly or put together are not taxable under the Income-tax Act, 1961. Provided that any contribution made as per the Company’s rules applicable for other Senior Management Staff of the Company, which is in excess of the exemption limit prescribed under the Income-Tax Act, 1961 would be included for computation of tax.

- (xi) Gratuity: as per the applicable laws and policies/ rules of the Company.

The above perquisites and allowances shall be evaluated as per Income-tax Act 1961 and rules made thereunder, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to vary, alter terms of appointment (including change in designation), enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto) payable to Mr. Sandeep Mahajan during his tenure as Managing Director or such other designation with the Company to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the shareholder(s) of the Company provided that any such variation in remuneration shall not exceed any amount permitted to be paid to Mr. Sandeep Mahajan, as specified in the resolution above.

**FURTHER RESOLVED THAT** in terms of applicable provisions and Schedule V of the Act wherein any Financial Year during the currency of tenure of Mr. Sandeep Mahajan, the Company has no profits or its profits are inadequate, the Company may pay the remuneration to Mr. Sandeep Mahajan in his professional capacity, within the limits as set out under Schedule V to the Act (including any statutory modification(s) or re-enactment) as the minimum remuneration, subject to necessary approvals and compliances as per the applicable provisions of the Act, if any.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Company Secretary to give effect to the aforesaid resolution.”

**By Order of the Board**

Date: June 12, 2020

Place: New Delhi

**Sonali Khanna**

Head-Legal, Compliance and Company Secretary



## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company at their meeting held on June 12, 2020 considered that the special business under Item Nos. 4 to 8, being considered unavoidable, be transacted at the 59<sup>th</sup> AGM of the Company.
2. General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-voting:
  - (a) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), physical attendance of the Members to the AGM venue is not required and in compliance with the provisions of the MCA Circulars, the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through video conferencing (VC) or other audio visual means (OAVM). The deemed venue for the 59<sup>th</sup> AGM shall be the Registered Office of the Company.
  - (b) In terms of the MCA Circulars and the SEBI Circular, since the AGM will be held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Corporate Members intending to send their authorized representatives to attend the AGM through VC/OAVM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and cast their votes through e-voting.
  - (c) Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. IST i.e. 15 minutes before the scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time of the commencement of the Meeting.
  - (d) Members may note that VC/OAVM facility, provided by NSDL, allows participation for atleast 1000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, etc. can attend the AGM without restriction on account of first-come-first-served principle.
  - (e) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - (f) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circular, the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the AGM to be held through VC/OAVM.
  - (g) National Securities Depository Limited ("NSDL") will be providing the remote e-voting facility for participation in the AGM through VC/OAVM Facility and e-voting during the AGM.
  - (h) In terms of the MCA Circulars and SEBI Circular, Notice of the AGM and the Annual Report for the Financial Year 2019-20 including therein the Audited Financial Statements for the Financial Year 2019-20, will be available on the website of the Company at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations) and also available on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (i) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
3. Instructions for Members for remote e-voting are as under:
  - (a) The remote e-voting period begins on August 10, 2020 at 9:30 A.M. and ends on August 12, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
  - (b) A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only
  - (c) The process and manner of remote e-voting are as under:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

    - I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
    - II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
    - III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.





IV. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN (E-Voting Event Number) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

V. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" (E-Voting Event Number) of Goodyear India Limited for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [chetan.gupta@apacandassociates.com](mailto:chetan.gupta@apacandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 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 "Download" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any further grievance related to the remote e-voting, members may call on the toll free no. 1800222990 or contact Ms. Pallavi Mharte, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 at the designated email ids: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavi@nsdl.co.in](mailto:pallavi@nsdl.co.in) or at



telephone no. 022-24994545/1800-222-990. Members may also write to the Company Secretary at the Company's email address at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com).

4. Process for those shareholders whose email ids are not registered for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or to the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com).
- (b) In case shares are held in demat mode, may obtain the login ID and password by providing DP ID / Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or to the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com).

5. Instructions for Members for e-Voting during the AGM are as under:-

- (a) Members may follow the same procedure for e-voting during AGM as mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (c) The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM facility but shall not be entitled to cast their vote again.
- (d) The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same person mentioned for remote e-voting (Refer instruction no. 3).

6. Instructions for Members for attending the AGM through VC/OAVM are as under:

- (a) Member will be able to attend the AGM through VC/OAVM through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (b) Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

- (c) Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (d) Members can submit their questions at least 48 hours before the commencement of AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM. Members may send their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email address of the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com). The same will be replied by the Company suitably.

- (e) Members who would like to ask questions during the AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email address of the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) at least 48 hours before the commencement of AGM. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time.

7. Pursuant to the MCA Circulars and SEBI Circular and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the Financial Year 2019-20 including therein the Audited Financial Statements for Financial Year 2019-20, Auditor's report, Board's report, along with all the annexures are being sent only by email to the those Members whose email addresses are registered with the Company / Depository Participants. Therefore, the Members, who wish to receive the Notice of the AGM and the Annual Report for the year 2019-20 and all other communications sent by the Company, from time to time, are requested to update their email address with the Company / its RTA (in case of shares held in physical mode) by sending the request at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com) and Depository Participants (in case of shares held in demat mode).

8. The Register of Members and Share Transfer Books of the Company will remain closed from August 07, 2020 to August 13, 2020 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the AGM.

9. The Dividend, if approved at the AGM will be paid to those Members whose name would appear in the Register of Members of the Company as on August 06, 2020.

10. The dividend, if any, approved by the Members will be paid, as per the mandate registered with the Company or with their respective Depository Participants. In case the dividend declared at AGM could not be paid due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such shareholder by post once the postal services are available.

11. In case of joint holders, the Member whose name appeared as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM and the dividend will be paid in the name of such first holder in the order of names.



12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company / its RTA (in case of shares held in physical mode) and Depository Participants (in case of shares held in demat mode). For all Members - Details that should be completed and /or updated, as detailed below:

#### **Resident Member**

- A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.
- Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Mutual Funds which are exempted under Section 196(iv) / 197A(1F) of the Income-tax Act, 1961 (hereinafter referred as "the Act") are required to provide self-attested SEBI registration certificate.
- Provident Fund, Superannuation Fund, Gratuity Fund, Pension Fund and ESI Fund whose income is exempt under Section 10 of the Act and on which TDS is not required to be deducted are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)
- Insurance Companies are entitled for TDS exemption under Section 194 of the Act and are required to provide self-attested IRDA registration certificate.
- If any Member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).
- If any other member is entitled for exemption then valid self-attested documents (like registration copy, income tax order, etc.) are required to be provide for claiming exemption from TDS.

All these documents duly completed and signed are required to be send by email to either the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com) or the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) by August 05, 2020.

#### **Non-Resident Member**

- Non-Resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. no Permanent Establishment and Beneficial Ownership Declaration (as per performa attached in this notice), Self-attested copy of valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident, declaration in Form 10F, Self-attested copy of PAN, any other document which may be required to avail the tax treaty benefits along with contact number.
- TDS on FII & FPI will be deducted under Section 196D of the Act at the rate of 20% (plus applicable surcharge and cess).
- If any member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).
- If any member is entitled for exemption then valid self-attested documents (like registration copy, order, etc. by Indian Tax

Authorities) are required to be provide for claiming exemption from TDS.

All these documents duly completed and signed are required to be send by email to either the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com) or the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com). The aforesaid declarations and documents need to be submitted by the Members by August 05, 2020.

#### **Other General Information to Members**

- Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of Members on the Book Closure Date and above prescribed documents. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
  - In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund, if eligible.
  - In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company against all claims, demands, penalties, losses, etc. and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
  - Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Members should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.
13. 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, who are holding shares in physical form, are encouraged to claim payment of dividend in terms of above-mentioned electronic payment modes by sending scanned copy of the details required in attached ECS Mandate Form, to the email address of the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com) or the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) and Members holding shares in demat form, are requested to update their Electronic Bank Mandate with their Depository Participants by August 05, 2020.
14. Members of the Company are informed that pursuant to the applicable provisions of the Companies Act, 2013, the dividends that remain unpaid/unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid dividend account and underlying equity shares on which dividend remain unpaid/unclaimed for a period of 7 (seven) consecutive years are required to be transferred to the Investor Education & Protection Fund ("IEPF") Authority established by the Central Government.

The status of the unpaid/unclaimed dividend and underlying equity shares for the following Financial Year are as follows:



Financial Year (FY)	Date of Declaration of Dividend	Date of Transfer/ Due Date of Transfer of Dividend to IEPF	Date of Transfer/ Due Date of Transfer of Shares to IEPF
2011	May 25, 2012	June 27, 2019	June 27, 2019
2012	June 07, 2013	July 12, 2020	July 12, 2020
2013	May 15, 2014	June 20, 2021	June 20, 2021

Members are requested to note that the details of the unclaimed dividends are available on the Company's website at <https://www.goodyear.co.in/investor-relations> and Ministry of Corporate Affairs – IEPF Authority at [www.iepf.gov.in](http://www.iepf.gov.in). The Members/claimants whose shares or unclaimed dividend(s) have been transferred to IEPF Authority may claim the shares or apply for refund by making an online application to IEPF Authority in e-form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

Members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / RTA immediately claiming the Dividend(s) declared by the Company pertaining to the Financial Year ended December 31, 2012 to the Financial Year ended March 31, 2019. Kindly note that once the amount and/or shares is transferred to the IEPF Authority, no claims shall lie against the Company. However, the members can claim such amount and shares from the Authority in the manner prescribed in IEPF Rules.

15. Members may address all the correspondences relating to dividend, unclaimed shares, claiming refund of shares & dividend transferred to IEPF, change of address, share transfer, transmission, nomination, etc. to the Company at [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or the RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com).
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
18. As SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form, the 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.
19. Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations).
20. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
21. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment are also annexed as Annexure-A to this Notice.
22. As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members in connection with the meeting".
23. Other Guidelines for Members:
  - (a) This Notice is being sent to all the Members whose names appear as on July 10, 2020, in the Register of Members or in the Register of beneficial owners as received from Skyline Financial Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company.
  - (b) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on August 06, 2020 ("Cut-Off date") only shall be entitled to avail the facility of remote e-voting. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off date.
  - (c) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com).
  - (d) Mr. Chetan Gupta, Company Secretary in Practice (COP No.-7077) and Partner, APAC & Associates LLP, Company Secretaries, (ICSI Unique Code – P2011DE025300) having consented to act as a scrutinizer has been appointed as "Scrutinizer" for scrutinizing the e-voting process in a fair and transparent manner.
  - (e) During the AGM, the Chairman shall, after response to the questions raised by the Members in advance, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
  - (f) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM and thereafter unblock the votes casted through remote e-voting. The Scrutinizer shall, within a period not later than Two (2) days from the conclusion of the AGM, prepare and present a scrutinizer 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.
  - (g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai, where the equity shares of the Company are listed.





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

### **Item No. 4**

The Board at its meeting held on June 12, 2020, on the recommendation of Audit Committee, had appointed M/s Vijender Sharma & Co., Cost Accountants (Firm Registration No. 000180), as Cost Auditors to conduct an audit of the cost records of the Company for the Financial year ending March 31, 2021, on a remuneration of Rs. 6,00,000/- (Rupees Six Lakhs Only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified and approved by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for ratification and approval of remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for approval by the Members.

### **Item No. 5**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company, appointed Mr. Rajeev Kher (DIN:01192524) as an Additional Director (Non-Executive Independent Director) w.e.f. March 06, 2020. In accordance with the provisions of Section 161(1) of the Act and Article 92 of the Article of Association of the Company, Mr. Rajeev Kher shall hold office upto the date of the this Annual General Meeting and is eligible to be appointed as Independent Director of the Company under Section 149 of the Act, to hold office for a term of 5 (five) consecutive years w.e.f. March 06, 2020.

The Company has received a declaration from Mr. Rajeev Kher that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rajeev Kher is independent of the management and possesses appropriate expertise, experience and knowledge. Therefore, the Board considers that his association would benefit the Company and it is desirable to appoint him as an Independent Director and the same is being placed for the approval of the Members.

In the opinion of the Board, Mr. Rajeev Kher fulfils the conditions specified under the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director of the Company.

Mr. Rajeev Kher is eligible for appointment and is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Electronic copy of the draft letter for appointment of Mr. Rajeev Kher as an Independent Non-Executive Director setting out the terms and conditions

shall be available in the Investor Section of the website of the Company at [www.goodyear.co.in/investor-relations](http://www.goodyear.co.in/investor-relations).

Mr. Rajeev Kher has also been nominated as a member of Audit Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee w.e.f. March 06, 2020.

A brief profile and other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by ICSI is provided in "Annexure A" to this notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

Mr. Rajeev Kher is not related to any Director of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice of the AGM for approval by the Members.

### **Item No. 6 & 7**

The Board of Directors, at its meeting held on May 22, 2020, in accordance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article of Association and Nomination & Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee has appointed Mr. Rajeev Anand (DIN:02519876) as Whole Time Director of the Company designated as the Executive Chairman of the Company with effect from June 01, 2020 to September 30, 2020 subject to the approval of the members of the Company at the 59<sup>th</sup> AGM of the Company and will continue as a Non-Executive Director of the Company designated as the Non-Executive Chairman of the Company with effect from October 01, 2020 till December 31, 2020.

Mr. Rajeev Anand has held numerous senior leadership roles in India and ASEAN over the past 38 years at Goodyear. Most recently he served as the Chairman & Managing Director of Goodyear India Limited which lasted for more than 11 years. He ceased to be the Managing Director w.e.f. May 31, 2020. Given his rich and varied experience in the tyre industry, the Board is of the opinion that his association would immensely benefit the Company and it is desirable to appoint him as a Whole Time Director.

Mr. Rajeev Anand will be rendering Professional Services in the capacity of Non-Executive Director because of his business and operational expertise with effect from October 01, 2020 till December 31, 2020. As this will constitutes office or place of profit. Therefore, the Board based on the recommendation of Nomination & Remuneration Committee and Audit Committee has approved availing of Professional Services from Mr. Rajeev Anand and the same is being placed for the approval of the Members. The details as required to set out in terms of Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are given in aforesaid resolution.

Mr. Rajeev Anand is a member of the Audit Committee and the Corporate Social Responsibility Committee.

A brief profile and other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,



2015 and Secretarial Standard-2 issued by ICSI is provided in “Annexure A” to this notice.

The details mentioned in the resolution(s) as well as in the Explanatory Statement may be treated as a written memorandum setting out the Terms and Conditions of the appointment of Mr. Rajeev Anand as Whole Time Director in terms of Section 190 of the Companies Act, 2013 read with rules thereunder.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

Mr. Rajeev Anand is not related to any Director of the Company.

The Board recommends the Ordinary Resolutions as set out at Item No. 6 and 7 of the Notice of the AGM for approval by the Members.

#### Item No. 8

The Board of Directors, at its meeting held on May 22, 2020, on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161(1) of the Act read with Article 92 of the Articles of Association of the Company, appointed Mr. Sandeep Mahajan (DIN:08627456) as an Additional Director of the Company with effect from June 01, 2020. Mr. Sandeep Mahajan holds office up to the date of the Annual General Meeting of the Company.

Mr. Sandeep Mahajan is eligible for appointment as Director and is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Further, the Board of Directors at the same meeting held on May 22, 2020 appointed Mr. Sandeep Mahajan as the Managing Director of the Company in his professional capacity, for a period of five (5) consecutive years w.e.f. June 01, 2020 or upto the date of superannuation/ retirement,

whichever is earlier, who is not liable to retire by rotation in accordance with Article 125 of the Articles of Association of the Company, on such terms & conditions including remuneration as mentioned in the resolution subject to shareholders approval.

Mr. Sandeep Mahajan has over 29 years of experience in working with large and well-known multinational companies. Mr. Mahajan has been with Goodyear for the last 8 years and has handled Farm, Commercial, OTR and Consumer businesses within Goodyear. Mr. Mahajan has extensive P&L as well as sales and marketing experience, both in Indian and key global markets. He has also been associated with launching new brands and categories in these markets. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint Mr. Sandeep Mahajan as Managing Director of the Company with effect from June 01, 2020 and the same is being placed for the approval of the Members.

Mr. Sandeep Mahajan has also been nominated as a member of Stakeholders' Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee w.e.f. May 22, 2020.

The details mentioned in the resolution(s) as well as in the Explanatory Statement may be treated as a written memorandum setting out the Terms and Conditions of the appointment of Mr. Sandeep Mahajan as Managing Director in terms of Section 190 of the Companies Act read with rules thereunder.

A brief profile and other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by ICSI is provided in “Annexure A” to this notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

Mr. Sandeep Mahajan is not related to any Director of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of the Notice of the AGM for approval by the Members.

#### Annexure-A

The details of Directors seeking appointment/re-appointment/continuation of appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2020 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided below:

Particulars	Mr. Rajeev Anand	Mr. Rajeev Kher	Ms. Nicole Amanda Nuttall	Mr. Sandeep Mahajan
Date of Birth	May 23, 1960	June 28, 1955	October 14, 1979	October 26, 1964
Age	60 years	64 years	40 years	55 years
Date of first Appointment	February 20, 2009	March 06, 2020	June 23, 2018	June 01, 2020
Qualification	Diploma in Mechanical Engineering.	Master of Science Development Economics in Environment and Sustainable Development and Enterprise Development from University of Wales, Cardiff and LLB in International Law and Intellectual Property Law from the University of Pune.	Bachelor of Commerce from the University of Queensland and Bachelor of Laws and Graduate Diploma in Legal Practice from Queensland University of Technology.	Bachelor's in Engineering (Mechanical) and a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore.

