

GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

Telephone: 0129-6611000

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

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]

DEAR MEMBER(S),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), inter-alia, for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and other relevant circulars (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, (SEBI LODR, 2015) as amended from time to time and as per Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), as amended and pursuant to other applicable provisions, if any, for the time being in force, for the resolution(s) as set out in this Postal Ballot Notice ("Notice") to be passed by Members of Goodyear India Limited ("the Company") by means of Postal Ballot through voting by electronic means only ("remote e-voting")

In compliance with MCA Circulars, this Notice along with the explanatory statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 24, 2025 ("Cut-off date"). If Member's e-mail address is not registered with the

Company/ Depositories, then please follow the process provided in the Notes forming part of this notice to receive this Postal Ballot Notice, login ID and password for remote e-voting. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

In compliance with Regulation 44 of the SEBI (LODR), 2015, as amended time to time, the Company has provided the facility of Remote E-voting through NSDL platform to enable the Members to cast their votes electronically.

The Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The explanatory statement pursuant to Section 102(1) and 110 of the Act, SS-2 and Regulation 17(11) and 36(3) of the SEBI (LODR), 2015 as amended and other applicable provisions of the Act and/or the Regulations, pertaining to the said resolutions setting out all the material facts and the reasons/ rationale thereof, is also appended and forms an integral part of this notice.

Pursuant to Rule 22(5) of the Rules, the Board of the Directors of the Company has appointed APAC & Associates LLP, Company Secretaries (ICSI Unique Code - P2011DE025300) represented by Mr. Chetan Gupta, Partner, (COP No. 7077), as the Scrutinizer for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner.



The remote e-voting period will commence at 09:30 A.M. (IST) from Friday, January 31, 2025 and end on Saturday, March 01, 2025 at 5:00 P.M. (IST). Thereafter, the Remote E-voting will be blocked, and voting shall not be allowed beyond the said time. Based on the Scrutinizer's Report, the Results of Remote E-voting will be declared by the Chairman of the Company or in his absence, any person authorised by him in writing within 48 hours from the conclusion of the Remote E-voting period.

The results along with the Scrutinizer's Report shall be displayed at the Registered Office and the Corporate

Office of the Company. The declared Result, along with the Scrutinizer's Report, will be available forthwith on the Company's website at www.goodyear.co.in/investor-relations and will also be forwarded to the BSE Limited, where the Company's shares are listed. NSDL, engaged by the Company for facilitating Remote E-voting, will also display the result on its website at www.evoting.nsdl.com.

The last date of e-voting, i.e. Saturday, March 01, 2025, shall be the date on which the resolutions would be deemed to have been passed at the General Meeting, if approved by the requisite majority.



SPECIAL BUSINESS(ES)

Item No. 01

To approve the appointment of Mr. Arvind Bhandari (DIN: 10864817), as Managing Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 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 [“SEBI (LODR), 2015”] (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), relevant articles of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee, Mr. Arvind Bhandari (DIN: 10864817), who was appointed as an Additional Director of the Company in the category of Executive Director by the Board of Directors with effect from January 02, 2025 and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Section 179, 190, 196, 197, 198, 203, Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014 and other rules made thereunder and other applicable provisions of the Act, if any, and in terms of Regulation 17 (1C) of SEBI (LODR), 2015 and any other applicable provisions (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 of the Company, Mr. Arvind Bhandari (DIN: 10864817), be and is hereby appointed as Managing Director of the Company in his professional capacity for a period of five (5) consecutive years w.e.f. January 02, 2025, 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: Not Exceeding INR 1,100,000/- (Rupees Eleven Lakhs only) per month

Allowances: Not Exceeding INR 600,000/- (Rupees Six Lakhs only) per month.

With increments as per the Company’s Policy and as may be determined by the 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 and allowances:

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

- (i) **Housing Facility:** Accommodation to be provided by the Company, and if the Company’s accommodation is not being provided, the appointee shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the basic salary.
- (ii) **Personal Accident, Medical and Term Life Insurance Premium** in accordance with the policies/ rules of the Company.
- (iii) **Special Position Allowance:** INR 9,250,000/- (Rupees Ninety-Two Lakhs Fifty Thousand only) per year for the initial period of 3 years which shall be reviewed thereafter. This special position allowance will be paid in February each year and will not form part of base salary.
- (iv) **Encashment of leave:** Encashment of leave, as per the policies/ rules of the Company.
- (v) **Company Leased Car with driver** for use on Company’s business and personal use as per the policy/rules of the Company.
- (vi) **Bonus:** Performance Bonus including Pay for Performance Bonus and incentive(s) as per policy/rules of the Company and special sign on bonus of INR 17,986,500/- (Rupees One Crore Seventy Nine Lakhs Eighty Six Thousand Five Hundred Only).
- (vii) **Participation in all/any Performance Stock Unit Plans, Special Sign on of grant** of 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 as per policy/rules of the Company.

- (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 prerequisites 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 are 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. Arvind Bhandari, 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 Member (s) of the Company provided that any such variation in remuneration shall not exceed any amount permitted to be paid to Mr. Arvind Bhandari, 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. Arvind Bhandari, the Company has no profits or its profits are inadequate, the Company may pay the remuneration to Mr. Arvind Bhandari, 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 and SEBI LODR, 2015, if any.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and are 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."

Item No. 02

To approve the appointment of Mr. Sumit Dutta Chowdhury (DIN: 02117586), as an Independent Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder, Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Sumit Dutta Chowdhury (DIN: 02117586) who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015 and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of 5 consecutive years with effect from March 06, 2025 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors including the Nomination and Remuneration Committee thereof and/ or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

By Order of the Board

For and on behalf of Goodyear India Limited

Anup Karnwal

Company Secretary & Compliance Officer

Membership No.- A19786

Date: December 30, 2024

Place: New Delhi



NOTES:

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Act read with SS-2 and Regulation 17(11) and 36(3) of SEBI (LODR), 2015 as amended, setting out all material facts in respect of the Special Business(es) annexed hereto and forms part of this Notice.
2. The relevant documents referred to in the Notice and the Explanatory Statement would be available for inspection at the Registered Office of the Company (11:00 A.M to 1:00 P.M IST) on any working day, excluding Saturday, up to closure of remote e-voting on March 01, 2025.
3. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear as on the cut-off date i.e. Friday, January 24, 2025, in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories and who have registered their e-mail addresses with the Company or with the Depository Participant. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through Remote E-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company sends out the communication for the postal ballot process by e-mail to the Members of the Company. The Remote E-voting period commences at 9:30 A.M. (IST) on Friday, January 31, 2025 and end on Saturday, March 01, 2025 at 5:00 P.M., thereafter, remote e-voting module will be blocked and voting shall not be allowed beyond said time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e. January 24, 2025, may cast their vote electronically only. Once a Member casts the vote on the Resolution(s), he or she will not be allowed to change it subsequently.
6. Members who have not registered their email address with the Company or RTA or their Depository Participant (“DP”), are requested to complete their email registration process as under:
 - (i) Members holding shares in physical form and whose email addresses are not registered with the Company, may register their email address by sending scanned copy of a signed request letter mentioning the name, folio number and complete address along with the self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, to the email address of the Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com.
 - (ii) Members holding shares in demat form can update their email address with their DP's.
7. Resolutions passed (if passed by requisite majority) by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members convened in that behalf.
8. Voting rights of the Members shall be reckoned in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Please note, however, that those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/ Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
9. The Postal Ballot Notice will also be available on the website of the Company at www.goodyear.co.in/investor-relations, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of NSDL at www.evoting.nsdl.com.
10. APAC & Associates LLP, Company Secretaries (ICSI Unique Code - P2011DE025300) represented by Mr. Chetan Gupta, (COP No. 7077), Partner, has been appointed as the Scrutinizer for conducting the Postal



Ballot through remote e-voting process in a fair and transparent manner and his decision on the validity of the voting will be final.

11. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through Remote E-voting and make a Scrutinizer's Report of the total votes cast in favour and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, within 48 hours from the conclusion of the Remote E-voting period. The declared Results along with the Scrutinizer's Report will be submitted to BSE Limited and displayed on the Notice Board of the Company at its Registered Office and Corporate Office and also available on the Company's website at www.goodyear.co.in/investor-relations. NSDL, engaged by the Company for facilitating e-voting, will also display the Results on its website at www.evoting.nsdl.com.
12. Additional information pursuant to Regulation 36(3) of the SEBI (LODR) 2015, as amended and SS-2 issued by ICSI pertaining to the Directors proposed to be appointed are provided in the Notice as "Annexure A". The proposed Directors have furnished the requisite consents/declarations for their appointment.
13. The voting for this Postal Ballot cannot be exercised through proxy.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

- I. In compliance with Regulation 44 of the SEBI (LODR) 2015, as amended and in terms of Sections 108, 110 and other applicable provisions of the Act read with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and SS-2 issued by the ICSI, the Company is pleased to provide Remote E-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

- (a) 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: Access to NSDL e-Voting system





(A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. 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 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***.

5. Password details for shareholders other than Individual shareholders are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- (ii) 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.

- (iii) How to retrieve your 'initial password'?

- (a) 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'.

- (b) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**

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

- a) 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.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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



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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
3. 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 to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager, NSDL, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 at evoting@nsdl.com. Members may also write to the Company Secretary at the Company's email address at goodyearindia_investorcell@goodyear.com.

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

- (a) In case shares are held in physical mode please provide 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) by email to the Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com.
- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 Company at goodyearindia_investorcell@goodyear.com or to the RTA at srikant@skylinerta.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
- (c) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- (d) In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



SHAREHOLDER SERVICES

14. In accordance with the proviso to Regulation 40(1) of the SEBI (LODR), 2015, as amended from time to time, read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding.
15. Members are requested to provide/update their name, postal address, email address, telephone/mobile numbers, PAN linked with Aadhar, Bank mandate, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - (a) **For shares held in physical form:** to the Company's RTA in prescribed Form ISR-1 and other forms as available on the website of the Company pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023
 - (b) **For shares held in electronic form:** to their Depository Participant.
16. Members of the Company are informed that pursuant to the applicable provisions of the Act, 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. 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 March 31, 2018 to the Financial Year ended March 31, 2024. 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.

17. For Members holding shares in physical form, SEBI has mandated the submission of PAN linked with Aadhar, KYC details vide its master circular SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024. In case any of the aforesaid documents/ details are not available in the record of the Company/ RTA, the Member shall not be eligible to lodge a grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Members holding shares in electronic form are requested to submit/ update their PAN to their Depository Participants

For consolidation of share certificates Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio to the Company or RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.

Nomination facility as per the provisions of Section 72 of the Act, is available for the Members in respect of the shares held by them. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms are available on the Company's website at www.goodyear.co.in/investor-relations. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities

18. SEBI vide Master Circular SEBI/HO/OIAE_IAD-1/P/ CIR/2023/145 dated August 11, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 01

The Board of Directors, at this meeting held on December 30, 2024, 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. Arvind Bhandari (DIN: 10864817) as an Additional Director in the category of Executive Director on the Board of the Company with effect from January 02, 2025. Further, the Board of Directors, at the same meeting, also appointed Mr. Arvind Bhandari as the Managing Director of the Company in his professional category, for a period of five (5) years w.e.f. January 02, 2025, 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 Members' approval.

Mr. Arvind Bhandari is a Business Leader with more than 25 years of experience across categories covering the complete consumer space, with large Indian as well as global multinationals like ITC, Pepsi, and Nestle. His career spans sales, branding, marketing, and general management roles in India, South Africa, and Switzerland, with a global reach across Asia, Africa, LATAM, the Middle East, and the USA.

Notable roles in his career include Global CEO of Wyeth Nutrition, EVP & Regional Business Head at Nestle Nutrition, and Managing Director for Eastern & Horn of Africa.

He is an MBA from SP Jain University, Mumbai and has completed his Bachelor's in Arts from St. Stephen's College and Executive Management Programme from IMD, Switzerland.

Mr. Arvind Bhandari 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. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

The Company has also received from Mr. Arvind Bhandari all necessary statutory disclosures /declarations including declaration under Part-1 of Schedule V and Section 196(3) of the Act confirming the satisfaction of all the conditions mentioned thereunder for such appointment as Managing Director.

Based on the recommendation of the Nomination and Remuneration Committee and considering Mr. Bhandari's extensive experience and consent, disclosure of interest, and declarations provided by him, the Board of Directors is of the opinion that appointing Mr. Arvind Bhandari as the Managing Director of the Company effective January 02, 2025, would be in the best interest of the Company. This proposal is now being presented for the approval of the Members by way of Ordinary Resolution as set out in the accompanying Notice.

Mr. Bhandari has also been nominated as a member of Audit Committee, Stakeholders' Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee w.e.f. January 02, 2025.

The details mentioned in the resolution 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. Arvind Bhandari as Managing Director in terms of Section 190 of the Act read with rules thereunder.

A brief profile and other information as required under Regulation 36 of SEBI (LODR), 2015 and SS-2 issued by ICSI is provided in "Annexure A" to this notice.

Except Mr. Arvind Bhandari, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

Further, Mr. Bhandari is not related to any Director or Key Managerial Personnel of the Company.

Item No. 02

The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, at its meeting held on December 30, 2024 has recommended the appointment of Mr. Sumit Dutta Chowdhury (DIN: 02117586) as an Independent Non-Executive Director of the Company as provided under Section 149(6) of the Act and SEBI (LODR), 2015 for a term of five consecutive years to hold office from March 06, 2025 to March 05, 2030, to the Members for their approval by way of a Special Resolution, in terms of the provisions of sections 149, 150, 152 and

Schedule IV of the Act read with rules thereunder and SEBI (LODR), 2015.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Sumit Dutta Chowdhury all necessary statutory disclosures / declarations. Further, Mr. Sumit Dutta Chowdhury has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

Mr. Sumit Dutta Chowdhury fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR), 2015 for his appointment as an Independent Non-Executive Director of the Company and is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority's order and is Independent to the Management of the Company. Mr. Sumit Dutta Chowdhury has submitted a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is in compliance with Rules 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Sumit Dutta Chowdhury is a seasoned leader with a strong background in digital transformation, having led and delivered technology-based solutions for both companies and Governments across various sectors and geographies. He brings subject matter expertise in technology, government, and ESG, particularly in driving the use of Artificial Intelligence, machine learning, and digital transformation. He has been a Program Manager Consultant under the Smart Cities Mission, including Agra Smart City, which under his guidance has won multiple national, global, and MoHUA awards for technology design and deployment. He led the PMU of Swachh Bharat Mission. He is also consulting with the Government of Mauritius on several Digital transformation projects.

He is the Founder and CEO of GreenEarthX Inc., pioneering the world's first Green Hydrogen Trading Exchange, a Fintech platform for global commerce of sustainable

fuels. Also, as the Founder of Gaia Smart Cities, he has been engaged in strategic consulting and Digitalization solutions using its network of global experts in Smart Cities, IOT, Devices, Networks and follow up with execution of the concepts.

Mr. Chowdhury has held leadership roles at Reliance Jio, Reliance Communications, IBM, KPMG, and Brookfield Properties, earning recognition. He is also an author of bestselling career management book, TEDx speaker, and visiting faculty member at Carnegie Mellon University, USA.

Mr. Chowdhury holds degrees in BTech from IIT Kanpur, and Master of Science & Ph.D. from Carnegie Mellon University, USA. He would bring to the Company his vast experience in the area of digital transformation and technology-based solutions. He has also confirmed his ability to devote the time required to discharge his duties as an Independent Non-Executive Director.

Based on the recommendation of the Nomination and Remuneration Committee and considering Mr. Chowdhury's extensive experience, the consent, disclosure of interest, and declarations provided by him, the Board of Directors is of the opinion that appointing Mr. Sumit Dutta Chowdhury as an Independent Non-Executive Director effective March 06, 2025, would be in the best interest of the Company. This proposal is now being presented for the approval of the Members by way of Special Resolution as set out in the accompanying Notice.

The terms and conditions of appointment of Mr. Sumit Dutta Chowdhury as an Independent Non-Executive Director, would be available for inspection to the Members at the Registered Office and the copy of the draft letter for appointment will be available on the website of the Company at www.goodyear.co.in/investor-relations.

Except Mr. Sumit Dutta Chowdhury being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

Further, Mr. Sumit Dutta Chowdhury is not related to any Director or Key Managerial Personnel of the Company.



Annexure - A

The details of Directors seeking appointment as per Regulation 36(3) of the SEBI (LODR) 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is appended below:

Particulars	Details of Director	Details of Director
Name	Mr. Arvind Bhandari	Mr. Sumit Dutta Chowdhury
Date of Birth	March 20, 1970	December 30, 1969
Age (in years)	54 years	55 years
Nationality	Indian	Indian
DIN	10864817	02117586
Date of first Appointment	January 02, 2025	March 06, 2025
Qualification	MBA from SP Jain University, Mumbai Bachelor's in Arts from St. Stephen's College Executive Management Programme from IMD, Switzerland	BTech from IIT Kanpur, Master of Science and Ph.D. from Carnegie Mellon University, USA.
Brief Resume, Experience & Expertise in specific functional area	<p>Mr. Arvind Bhandari is a Business Leader with more than 25 years of experience across categories covering the complete consumer space, with Large Indian as well as global multinationals like ITC, Pepsi, and Nestle. His career spans sales, branding, marketing, and general management roles in India, South Africa, and Switzerland, with a global reach across Asia, Africa, LATAM, the Middle East, and the USA.</p> <p>Notable roles in his career include Global CEO of Wyeth Nutrition, EVP & Regional Business Head at Nestle Nutrition, and Managing Director for Eastern & Horn of Africa.</p> <p>He is an MBA from SP Jain University, Mumbai and has completed his Bachelor's in Arts from St. Stephen's College and Executive Management Programme from IMD, Switzerland.</p>	<p>Mr. Sumit Dutta Chowdhury is a seasoned leader with a strong background in digital transformation, having led and delivered technology-based solutions for both companies and Governments across various sectors and geographies. He brings subject matter expertise in technology, government, and ESG, particularly in driving the use of Artificial Intelligence, machine learning, and digital transformation. He has been a Program Manager Consultant under the Smart Cities Mission, including Agra Smart City, which under his guidance has won multiple national, global, and MoHUA awards for technology design and deployment. He led the PMU of Swachh Bharat Mission. He is also consulting with the Government of Mauritius on several Digital transformation projects.</p>

Particulars	Details of Director	Details of Director
		<p>He is the Founder and CEO of GreenEarthX Inc., pioneering the world's first Green Hydrogen Trading Exchange, a Fintech platform for global commerce of sustainable fuels. Also, as the Founder of Gaia Smart Cities, he has been engaged in strategic consulting and Digitalization solutions using its network of global experts in Smart Cities, IOT, Devices, Networks and follow up with execution of the concepts.</p> <p>Mr. Chowdhury has held leadership roles at Reliance Jio, Reliance Communications, IBM, KPMG, and Brookfield Properties, earning recognition. He is also an author of bestselling career management book, TEDx speaker, and visiting faculty member at Carnegie Mellon University, USA.</p> <p>Mr. Chowdhury holds degrees in BTech from IIT Kanpur, and Master of Science & Ph.D. from Carnegie Mellon University, USA.</p>
Directorships held in Other Companies in India	None	<ul style="list-style-type: none"> • ABM Knowledgeware Limited • D and B Foodarts Private Limited • Meterology Data Private Limited • Gaia Smart Cities Solutions Private Limited • Techcrew Solutions Private Limited • Technology Innovation In Exploration & Mining Foundation
Chairperson/ Member of Committee of the Board of other Listed Companies in which they are Directors	None	Chairperson of the Nomination & Remuneration Committee and Member of Audit and CSR Committee of ABM Knowledgeware Limited
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None	ABM Knowledgeware Limited



Particulars	Details of Director	Details of Director
Shareholding in the Company	None	None
Inter-se Relationship between Directors, Manager and other Key Managerial Personnel of the company	None	None
Terms and Conditions of Appointment/ Re-appointment and Remuneration proposed to be paid	Terms and Conditions of the appointment and remuneration details are given in the Resolution no. 1 of this Notice.	Terms and Conditions of the appointment and remuneration details are given in the Resolution no. 2 of this Notice.
Remuneration Last Drawn	None	None
Number of Board Meetings Attended	It is proposed to appoint Mr. Arvind Bhandari as Director for his first term on the Board and hence, these details are not applicable	It is proposed to appoint Mr. Sumit Dutta Chowdhury as Director for his first term on the Board and hence, these details are not applicable
The skills and capabilities required for the role and the manner in which Independent Director meets such requirements	NA	Refer to the Item no. 2 of the Explanatory Statement

By Order of the Board

For and on behalf of Goodyear India Limited

Anup Karnwal

Company Secretary & Compliance Officer

Membership No.- A19786

Date: December 30, 2024

Place: New Delhi