

# GOODYEAR INDIA LIMITED

(CIN: L25111HR1961PLC008578)

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

**Telephone:** 0129-6611000

**E-mail:** [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com), **Website:** [www.goodyear.co.in](http://www.goodyear.co.in)

## NOTICE

NOTICE is hereby given that the Sixty Third (63<sup>rd</sup>) Annual General Meeting ("AGM") of the Members of Goodyear India Limited ("the Company") will be held on **Tuesday, July 30, 2024 at 10:00 A.M.** Indian Standard Time (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses:

## ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm payment of Special Interim Dividend of INR 26/- per equity share fully paid up of INR 10/- each for the Financial Year 2023-24 and to declare a Final Dividend of INR 15/- per equity share fully paid up of INR 10/- each for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mr. Sandeep Mahajan (DIN: 08627456), Chairman & Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESSES

4. **To approve the appointment of Mr. Nitesh Kumar Jain (DIN: 10615116) as a Non-Executive 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 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, on the recommendation

of Nomination and Remuneration Committee and the Board of Directors, Mr. Nitesh Kumar Jain (DIN: 10615116) who was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Director with effect from June 01, 2024 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act 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, be and is hereby appointed as a Non-Executive Director of the Company being liable to retire by rotation.

**RESOLVED FURTHER 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 considered necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **To ratify the remuneration of M/s Vijender Sharma & Co. (Firm Registration No: 000180), Cost Auditors of the Company, for the Financial Year ending on March 31, 2025**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Act 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 records and

submit the Cost Audit Report of the Company for the Financial Year ending on March 31, 2025, be paid a remuneration of INR 6,39,000/- (Rupees Six Lakhs Thirty-Nine Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid Audit.”

**By Order of the Board  
Goodyear India Limited**

Date: May 27, 2024  
Place: New Delhi

**Anup Karnwal**  
Company Secretary & Compliance Officer  
Membership No. A19786



## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with Regulation 17(11) of the SEBI (Listing obligation and Disclosure Requirement), Regulations, 2015, [SEBI (LODR), 2015] setting out the material facts with respect to the Special Businesses 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 May 27, 2024 considered and recommended the special businesses as mentioned under Notice, being considered unavoidable, be transacted at the 63<sup>rd</sup> AGM of the Company.
2. General instructions for accessing and participating in the AGM through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility and voting through electronic /means including remote e-Voting:
  - (a) The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 read with Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021 or are due in the Year 2022 or are due in the year 2023 or are due in the year 2024, to conduct their AGMs on or before September 30 of the respective Financial Year, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/ /CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“SEBI Circulars”), wherein the relaxation of holding AGM through VC has been extended till September 30, 2024. In compliance with the above circulars, the Act and SEBI (LODR), 2015, physical attendance of the Members to the AGM venue is not required and thus, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 63<sup>rd</sup> AGM shall be the Registered Office of the Company.
  - (b) In terms of MCA Circulars and SEBI Circulars, 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 (in pursuance of section 113 of the Act) 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 9:45 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) 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. Members may note that NSDL may use third party service provider for providing participation of the members through VC/OAVM facility.
  - (e) Members may note that VC/OAVM facility, provided by NSDL, allows participation for at least 1000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more Members), promoters, institutional investors, Directors, Key Managerial Personnel, the respective Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the AGM without restriction on account of first-come-first-served principle.
  - (f) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(g) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI (LODR), 2015 read with MCA Circulars and SEBI Circulars, (as amended), the Company is providing facility of remote e-voting (i) for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the businesses to be transacted at the AGM to be held through VC/OAVM.

(h) In terms of the MCA Circulars and SEBI Circulars, Notice of the AGM and the Annual Report for the Financial Year 2023-24 including therein the Audited Financial Statements for the Financial Year 2023-24 ,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 July 27, 2024 at 9:30 A.M. and ends on July 29, 2024 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 July 23, 2024, (“Cut-Off date”) 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: Access to NSDL e-Voting system**


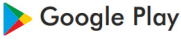


**(A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>I. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>II. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>



	<p>III. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>IV. Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  </div> <div style="margin-right: 20px;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="margin-right: 20px;">  </div> <div>  </div> </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, the link is also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Members (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 or joining virtual meeting & voting during the meeting.
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**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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

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

**(B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode**

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/Members' 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 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. Password details for Members other than Individual Members 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 Members 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:

(i) 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).

(ii) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

(iv) 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.

## Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system

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

I. 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 and General Meeting is in active status.

II. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

III. Now you are ready for e-Voting as the Voting page opens.

IV. 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.

V. Upon confirmation, the message "Vote cast successfully" will be displayed.

VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for Members

I. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. 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.com](mailto:evoting@nsdl.com) Institutional Members (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.

- II. 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.
- III. 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) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager, NSDL, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 Members 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 Member, 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, 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 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). If you

are an Individual Member 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 and joining virtual meeting for Individual Members holding securities in demat mode.**

- (c) Alternatively, Members may send a request to [evoting@nsdl.com](mailto: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 Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
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 on the day of the AGM shall be the same person mentioned for Remote e-voting.
  6. Instructions for Members for attending the AGM through VC/OAVM are as under:
    - (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under





- “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member 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 above in the notice to avoid last minute rush.
- (b) Members are encouraged to join the Meeting through Laptops for better experience.
  - (c) Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - (d) 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.
  - (e) 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.
  - (f) 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.
  - (g) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
7. Pursuant to the MCA Circulars and SEBI Circulars, the Audited Financial Statements for Financial Year 2023-24, Auditor's report, Board's report, along with all the annexures are being sent only by email to those Members whose email addresses registered with the Company / Depositories. Therefore, the Members, who wish to receive the Notice of the AGM and the Annual Report for the year 2023-24 and all other communication 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 of the Company will remain closed from July 24, 2024 to July 30, 2024 (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 Board of Directors has recommended Final Dividend of INR 15/- per Equity Share fully paid up of INR 10/- each for the Financial Year ended March 31, 2024, subject to the approval of the Members at the AGM. Further, during the Financial Year 2023-24, Special Interim Dividend of INR 26/- per equity share fully paid up of INR 10/- each was paid to the eligible Members on February 23, 2024.
  10. The final dividend, if any, approved by the Members will be paid, as per the bank details available with the Company and/or depository participant.
- Further, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated that with effect from April 01, 2024, dividend to physical shareholders (holding shares in physical form), shall be paid only through electronic mode. The Company shall only be able to make such payment post receipt of PAN, Choice of Nomination, Contact details along with Postal Address with PIN, Mobile Number, Bank A/c details and Specimen signature.

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 is 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, 2024 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 mentioned below:
  - Alternative Investment Fund (AIF) established in India to submit a documentary evidence that concerned 'Investment Fund' is a fund as defined in clause (a) of the Explanation 1 of section 115UB of the IT Act; and a declaration that its dividend income is exempt under section 10(23FBA) of the IT Act.
  - Recognized Provident Fund, Approved Superannuation Fund, Gratuity Fund, Pension Fund and ESI Fund whose income is exempt under section 10 of the IT 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 IT Act and are required to provide self-attested IRDA registration certificate.
  - New Pension System Trust (National Pension Scheme) are entitled for TDS exemption under section 197A (1E) of the IT Act and are required to provide self-attested valid documentary evidence.
  - If any Member has obtained lower / nil withholding tax certificate under the IT Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).
  - In case dividend income is assessable in the hands of person other than Member then declaration (alongwith details of the beneficiary) needs to be provided by Member for the same as per Rule 37BA of the Income Tax Rules, 1962.
  - If any other Member is entitled for exemption then valid self-attested documents (like registration copy, income tax order, etc.) are required to be provided for claiming exemption from TDS.

#### 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 (applicable to an individual below the age of 60 years) /15H (applicable to an individual above the age of 60 years), to avail the benefit of non-deduction of tax at source. No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the Financial Year to individual Member does not exceed INR 5,000.
  - Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Further, if PAN of individual Member has become inoperative due to non-linking of PAN and Aadhar Card, then tax will be deducted at a higher rate of 20%. Further, the Finance Act, 2021 has proposed higher TDS rate for non-filers of, income tax return for immediate past one year (u/s 206AB), accordingly in such case tax will be deducted at twice the rate specified in the relevant provisions of the Income Tax Act, 1961 (hereinafter referred to as IT Act).
  - Mutual Funds which are exempted under section 196(iv)/ 197A(1F) of the IT Act are required to provide self-attested SEBI registration certificate along with a declaration that they are covered under clause (23D) of section 10 of the IT Act.
- All these documents duly completed and signed are required to be send by email to either [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com) by July 23, 2024.
- Note:** Please always quote your registered Folio Number/ DP-ID & Client-ID and PAN, while communicating/ submitting documents as mentioned above with the Company.



## Non-Resident Member

- Non-resident Members including FII & FPI 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) for the tax year 2024-25 obtained from the tax authorities of the country of which the Member is a resident, declaration in Form 10F (filed online on Income tax Portal), Self-attested copy of PAN, any other document which may be required to avail the tax treaty benefits.
- 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 [goodyearindia\\_investorcell@goodyear.com](mailto:goodyearindia_investorcell@goodyear.com) or RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com) by July 23, 2024.

**Note:** Please always quote your registered Folio Number/ DP-ID & Client-ID and PAN, while communicating/submitted documents as mentioned above with the Company.

## Other General Information to Members

- Application of TDS rate is subject to necessary due diligence and verification by the Company of the Member 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.
- The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend paid to Members. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Member.

- In case TDS is deducted at a higher rate, an option is still available with the Member to file the return of income and claim an appropriate refund, if eligible.
  - In case dividend income is assessable in the hands of person other than Member then declaration (along with details of the beneficiary) needs to be provided by Member for the same as per Rule 37BA of the Income Tax Rules, 1962.
  - In case PAN will not be provided by the Member then higher tax rate would be applicable as per the IT Act.
  - 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. No claim shall lie against the Company for such taxes deducted.
  - 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 Members holding shares in physical form, SEBI has mandated the submission of PAN linked with Aadhar, KYC details and choice of nomination vide its master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 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 <https://www.goodyear.co.in/investor-relations>. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities.

14. 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.
15. 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.

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

Financial Year	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
2015-16	August 31, 2016	October 05, 2023	October 05, 2023
2016-17	August 09, 2017	September 13, 2024	September 13, 2024
2017-18	August 08, 2018	September 11, 2025	September 11, 2025

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)).

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, 2017 to the Financial Year ended March 31, 2023 along with the Special Interim Dividend declared by the Board at their meeting held on February 02, 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.

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 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. 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.
18. Documents referred to in the accompanying Notice of the 63<sup>rd</sup> AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee during normal business hours (10:00 A.M. to 12:00 P.M. IST) on all working days except Saturday, up to and including the date of the 63<sup>rd</sup> AGM of the Company.
19. 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>.
20. The relevant details, pursuant to SEBI (LODR), 2015 and SS-2 issued by ICSI in respect of Directors seeking appointment/re-appointment are also annexed as **Annexure-A**.
21. As per Section 118(1) of the Act read with the SS- 2 issued by ICSI, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to the Members in connection with the meeting".
22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on 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 circulars, 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>)
23. Other Guidelines for Members:
  - (a) This Notice is being sent to all the Members whose names appear as on Friday, June 28, 2024, in the Register of Members or in the Register of beneficial owners as received from M/s Skyline Financial Services Private Limited, the 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 July 23, 2024 i.e. 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.com](mailto:evoting@nsdl.com) or RTA at [srikant@skylinerta.com](mailto:srikant@skylinerta.com).
  - (d) APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300) represented by its partner, Mr. Chetan Gupta (COP No. 7077), has been appointed as the 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 or as a Speaker at the AGM, 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 and e-voting at AGM, prepare and present a consolidated scrutinizer report of the total votes cast in favour or against, invalid votes, if any, to the

Chairman of the Company or a person authorised by him in writing who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

- (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

Pursuant to the provisions of Section 152 and 161 of the Act read with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 27, 2024 has appointed Mr. Nitesh Kumar Jain (DIN: 10615116) as an Additional (Non-Executive) Director of the Company, with effect from June 01, 2024 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the Members of the Company at the ensuing Annual General Meeting as per the applicable provisions of the Act and SEBI (LODR), 2015.

Mr. Nitesh Kumar Jain has over 20 years of experience and is currently working as Vice President of manufacturing in Asia Pacific for The Goodyear Tire & Rubber Company, a role he assumed in May 2022. He is based out of Shanghai, China.

In his current role, he is responsible for providing overall leadership to Goodyear's manufacturing footprint in Asia Pacific. In this capacity, he leads all aspects of the manufacturing from driving safety quality in Goodyear plants, delivering productivity and building strategies for modernization and expansion of Goodyear footprint.

Prior to this, he has served in various capacities in OE Sales, Technology, Manufacturing and Quality organizations. He spent majority of his career working in Goodyear's North America Business in USA and Canada. He moved to Shanghai in 2018.

Mr. Nitesh Kumar Jain is a graduate of Indian Institute of Technology, Kanpur. Later he finished his PhD from University of Rhode Island, where he majored in Mechanical Engineering and Applied Mechanics.

Appointment of Mr. Nitesh Kumar Jain would be in the best interest of the Company taking into consideration his rich experience and deep knowledge in the tyre industry including the complexities and nuances pertaining to the tyre business.

Further, his significant value addition and strength in the areas of Sales, Technology, Manufacturing and Quality would be beneficial for the Company.

The Company has received a notice under Section 160 of the Act, proposing his candidature for the office of Director of the Company. The Company has also received from Mr. Nitesh Kumar Jain, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received from Mr. Nitesh Kumar Jain all other necessary statutory disclosures /declarations. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, recommend his appointment as Director, liable to retire by rotation, to the Members.

Mr. Nitesh Kumar Jain shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof in the capacity of Non-Executive Director.

Mr. Nitesh Kumar Jain has also been nominated as member of Nomination and Remuneration Committee effective June 07, 2024. 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.

Mr. Nitesh Kumar Jain, being the appointee, is interested in this resolution. Further, his relatives, are also deemed to be interested in this resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, 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 in Item No. 4 of the Notice of the AGM for approval by the Members.

## Item No. 5

The Board at its meeting held on May 27, 2024, 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, 2025, on a remuneration of INR 6,39,000/- (Rupees Six Lakhs Thirty-Nine Thousand 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 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the AGM for ratification and approval of remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2025.

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 in Item No. 5 of the Notice of the AGM for approval by the Members.





## Annexure-A

The details of Directors seeking appointment / re-appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided below:

Particulars	Mr. Sandeep Mahajan	Mr. Nitesh Kumar Jain
Date of Birth	October 26, 1964	March 27, 1979
Age (in years)	59 Years	45 years
Nationality	Indian	US citizen
Date of first Appointment	June 01, 2020	June 01, 2024
DIN	08724646	10615116
Qualification	Bachelor's in Engineering (Mechanical) and Post Graduate Diploma in Management from Indian Institute of Management, Bangalore	PhD, Mechanical Engineering and Applied Mechanics
Brief Resume & Expertise in specific functional area	<ul style="list-style-type: none"> <li>Mr. Sandeep Mahajan is the Chairman &amp; Managing Director of Goodyear India Limited, bringing over 30 years of experience with leading consumer brands. He has extensive expertise in P&amp;L management as well as sales and marketing across key global markets and has been instrumental in launching new brands and categories.</li> <li>Prior to his appointment as Managing Director, he was leading Consumer business and Farm &amp; Commercial business for Goodyear India. During his stint at the Farm Business, he played a pivotal role in repositioning the brand in the premium segment and attaining category captaincy. He has also helped build the Consumer Replacement business with a robust double-digit growth in the last four years.</li> <li>Mr. Mahajan started his career with Tata Steel Ltd. and has had extensive sales &amp; marketing experience at Hindustan Unilever Ltd. At HUL, he held diverse roles, including assignments in ice-cream, beverages, and international business, where he gained experience in key global markets such as North America, the UK, the GCC, Southeast Asia, and India. Prior to Goodyear, Mr. Mahajan was at LG India and played a key role in building their Rural, Modern Trade and Brand Shops business.</li> <li>Mr. Mahajan holds membership in key industry associations, including the Managing Committee of ATMA (Automotive Tyre Manufacturers' Association), AMCHAM (American Chamber of Commerce), and the India Leadership Council of The Times of India Group.</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Nitesh Kumar Jain has over 20 years of experience and is currently working as Vice President of Manufacturing in Asia Pacific for The Goodyear Tire &amp; Rubber Company, a role he assumed in May 2022. He is based out of Shanghai, China.</li> <li>In his current role, he is responsible for providing overall leadership to Goodyear's manufacturing footprint in Asia Pacific. In this capacity, he leads all aspects of the manufacturing from driving safety quality in Goodyear plants, delivering productivity and building strategies for modernization and expansion of Goodyear footprint.</li> <li>Prior to this, he has served in various capacities in OE Sales, Technology, Manufacturing and Quality organizations. He spent majority of career working in Goodyear's North America Business in USA and Canada. He moved to Shanghai in 2018.</li> <li>Mr. Jain is a graduate of Indian Institute of Technology, Kanpur. Later he finished his PhD from University of Rhode Island, where he majored in Mechanical Engineering and Applied Mechanics</li> </ul>

Directorships held in Other Companies in India	Goodyear South Asia Tyres Private Limited.	NA
Chairman/ Member of Committee of the Board of other Companies in which they are Director	Chairman of Corporate Social Responsibility Committee of Goodyear South Asia Tyres Private Limited.	NA
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	None
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	None	None
Inter-se Relationship between Directors, Manager and other Key Managerial Personnel of the company	None	None
Terms & Conditions of Appointment / Re-appointment	Terms and Conditions of the appointment and remuneration details are given in the Resolution no. 8 of the AGM Notice dated August 13, 2020	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation.
Remuneration sought to be paid		NA
Remuneration Last Drawn	INR 412.48 Lakhs	NA
Number of Board Meetings attended during the Financial Year 2023-24	4 of 4	NA

**By Order of the Board  
Goodyear India Limited**

Date: May 27, 2024  
Place: New Delhi

**Anup Karnwal**  
Company Secretary & Compliance Officer  
Membership No. A19786



## No Permanent Establishment and Beneficial Ownership Declaration

To,  
Goodyear India Limited  
1<sup>st</sup> Floor, ABW Elegance Tower,  
Plot No. 8, Commercial Centre,  
Jasola, New Delhi – 110025

### Declaration

I/We hereby confirm that, ..... (Name of Foreign Company / Non-Resident Member) is registered in ..... (Name of Country), having its registered address as ..... (Address).

I/We are resident of ..... (Name of Country), as per Double Tax Avoidance Agreement as modified by MLI (if applicable) (hereinafter referred as DTAA) entered into by Government of the Republic of India and the ..... (Name of Country) and eligible to apply aforesaid DTAA for determination of its income tax liability in Republic of India.

I/We do not have any business connection in India as explained vide section 9(1)(i) Explanation 2 of the Indian Income Tax Act 1961 during the Indian tax year from April 01, 2024 to March 31, 2025.

I/We further confirm that, I/we do not have any Permanent Establishment in India within the meaning of the Double Taxation Avoidance Agreement between India and ..... (Name of Country) during the Indian tax year from April 01, 2024 till March 31, 2025.

I/We further confirm that, I/we are shareholder in Goodyear India Limited and all these shares are beneficially owned by me/us as per DTAA entered into by Government of the Republic of India and the Republic of ..... (Name of Country).

I/we do hereby provide the self-attested copy of the tax residency certificate for ..... (period), which is valid as on ..... (the Book Closure Date), is attached herewith.

If case of any misrepresentation or false documentation provided / made by me/us, I/we shall indemnify Goodyear India Limited to the extent of taxes and other liabilities that may be levied on me/us and / or such other person by the Indian Revenue Authorities.

In the event of any change in any of the facts declared by us above, I/we undertake to forthwith inform Goodyear India Ltd, full particulars of any such change.

### Verification

I, ..... (name), being ..... (designation) of ..... (Name of Foreign Company / Non-Resident Member), make this declaration with the full understanding that this information will be utilized for the purpose of determining company's Indian income tax liability in respect of payments to be made by Goodyear India Limited for Dividend Distribution. I hereby also declare that what is stated above is true and correct to the best of my knowledge and belief.

Yours Faithfully  
..... (Name of Foreign Company / Non-Resident Member)  
..... (Name of Signing Authority)  
..... (Designation)

Date:  
Place:

