



TRANSCRIPT OF PROCEEDINGS OF THE SIXTY-FIFTH ANNUAL GENERAL MEETING OF CEAT LIMITED HELD THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') ON THURSDAY, AUGUST 29, 2024, AT 3:00 P.M.

PARTICIPANTS

Mr. H. V. Goenka

Chairman

Mr. Anant Goenka

Vice-Chairman of the Board and Chairman of the Sustainability and CSR Committee and the Stakeholders Relationship Committee

Mr. Arnab Banerjee

Managing Director and Chief Executive Officer

Mr. Atul C. Choksey

Independent Director

Mr. Mahesh S. Gupta

Independent Director and Chairman of the Audit Committee, Risk Management Committee and Nomination and Remuneration Committee

Mr. Paras K. Chowdhary

Non-independent Director

Mr. Pierre Cohade

Non-independent Director

Mr. Ranjit Pandit

Independent Director

Ms. Sukanya Kripalu

Independent Director

Mr. Milind Sarwate

Independent Director

Mr. Praveen Pardeshi

Independent Director

Mr. Kumar Subbiah

Chief Financial Officer

Mr. Gaurav Tongia

Company Secretary

Mr. H. V. Goenka

“Good afternoon, Members!

I take great pleasure in welcoming you to the sixty-fifth Annual General Meeting of your Company. The quorum being present, the Meeting can now commence. In accordance with the various circulars issued by the Ministry of Corporate Affairs and SEBI, the sixty-fifth AGM

of the Company is convened through video conferencing in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

I would like to introduce the members of the Board who are present in this Meeting.

- Mr. Anant Goenka, Vice Chairman and Chairman of the Sustainability and CSR Committee and the Stakeholders Relationship Committee.
- Mr. Arnab Banerjee, Managing Director and CEO
- Mr. Atul Choksey, Independent Director
- Mr. Mahesh Gupta, Independent Director and Chairman of the Audit committee, Risk Management Committee, and the Nomination and Remuneration Committee
- Mr. Paras Chowdhary, Non-independent Director
- Mr. Pierre Cohade, Non-independent Director
- Mr. Ranjit Pandit, Independent Director
- Ms. Sukanya Kripalu, Independent Director
- Mr. Milind Sarwate, Independent Director
- Mr. Praveen Pardeshi, Independent Director
- Mr. Haigreve Khaitan, and Ms. Daisy Chittilapilly, Independent Directors, are unable to attend this AGM due to personal exigencies.

Representatives of Statutory Auditors, B S R & Co. LLP, and Secretarial Auditors, Parikh & Associates, Practicing Company Secretaries, are also attending this meeting. The Company has received 10 corporate authorizations representing 1,89,47,215 equity shares of the Company, constituting 46.84% of the paid up equity share capital of the Company.

Since the meeting is held through video conferencing, there is no proxy facility available in this meeting. The register of Directors and KMPs, including their shareholding, maintained under section 170, and Register of Contracts maintained under section 189 of the Companies Act, 2013 are available for inspection electronically. The notice of the meeting and the Integrated Annual Report of the Company for FY 23-24 has already been sent to the Members through electronic mode in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI, we therefore take the notice as read. As the Statutory Auditors Report and the Secretarial Auditors Report do not contain any qualification, observation, or adverse comment, it is not required to read these reports at the meeting.

Now I would like to brief the Members on the operational and financial performance of the Company.”

CHAIRMAN’S SPEECH

“The Integrated Annual Report and the Audited Accounts of the Company for the Financial Year ended 31st March 24 have been with you for some time, and I hope you have gone through the same. At the outset, let me tell you, it gives me pleasure to inform that the Company’s relentless efforts on quality management, innovation, smart solutions have been well rewarded with CEAT becoming the first tyre Company globally to be getting the prestigious Grant Deming Award. I would now like to brief you about the Company’s performance during the previous year.

On a Consolidated basis, the company recorded a revenue of Rs. 11,943 Cr as compared to Rs. 11,314 Cr for the previous financial year. The Company’s margins improved significantly over the previous year with an EBITDA of Rs. 1,673 Cr against Rs. 982 Cr, while consolidated net profit was Rs. 635 Cr against Rs. 182 Cr in the previous financial year. The Company’s Balance Sheet emerged stronger with a Debt-to-EBITDA ratio below 1 and Debt to Equity ranging around a robust 0.4.

During the year the Company launched more than 150 new products across various segments with a focus on premium categories and international markets. The Company

renewed its partnership with the Indian Premier League for 5 more years and has recently become the official tyre partner of Bayer Leverkusen, Germany's leading football club.

Despite global economic challenges, the Indian economy remained one of the fastest-growing among major economies. The automobile industry has also performed well during the year. Production across most of the vehicle segments registered healthy growth. Commercial vehicles benefitted from the general economic growth and infrastructure development and grew by 3% while Passenger Vehicles segment registered a growth of 7% with shifting consumer demand towards SUVs. Two-wheeler segment is getting back on the growth path backed by improving rural demand and several new launches and the segment grew by 10%. The tractor segment, however, witnessed a decline in volumes of 12%.

For the Indian tyre industry, input costs moderated in the first half of the year and remained stable thereafter. Domestic demand remained encouraging throughout the year. Exports recovered after a drop in the first half of the year to remain at similar levels as the previous year. CEAT's commitment to be at the forefront of key megatrends such as Electrification and Premiumisation led to healthy growth across all product and market segments as well as a notable improvement in profitability. CEAT maintained its leadership in 2-Wheelers and gained market share in passenger car and commercial vehicles.

The Joint Venture of the company in Sri Lanka reported a revenue of Rs. 456 Cr as compared to Rs. 409 Cr for the previous year. The profit after tax was Rs. 43 Cr as compared to Rs. 25 Cr in the previous year. Sri Lanka's macro-economic situation improved during the year, and the company was able to regain its sales volumes and profitability.

The Company remains committed to reducing its carbon footprint, which was lower 7% over the previous year on a per tonne of production basis. 36% of the company's plant-power requirement is now being met from renewable sources. We also continued to support several social and community development initiatives.

The total capital expenditure during the year was around Rs 870 Cr, of which Rs 570 Cr was spent on expansion of passenger car radial and truck bus radial capacities at Chennai, two-wheeler tyres facility at Nagpur and off-highway tyres at Ambarnath and the balance was spent on R&D, moulds, IT and process optimisation.

Consolidated revenue for Quarter 1 of FY25 stood at Rs. 3,193 Cr as against Rs. 2,935 Cr in Quarter 1 of the previous financial year. Net profit for the Quarter stood at Rs. 154 Cr as against Rs. 144 Cr in Quarter 1 of the previous financial year. Both the replacement and export segments registered healthy volume growth. OEM volumes were slightly muted on a higher base from last year.

The domestic demand situation remains healthy. The Company will continue to strive for further market share in the Passenger car and Truck Radial segments, while strengthening its leadership position in the two-wheeler segment. Exports should also grow further over the year as the global macro-economic situation stabilizes. However, there are some headwinds on the raw material front. Rubber prices in particular have increased significantly in the last few months. The situation is under close watch in order to take corrective action wherever required.

I wish to place on record our appreciation to all stakeholders for their continued support and most of all, to you shareholders for the support and confidence you have reposed in the Company. Thank you.

Before we invite the Members to speak at the meeting, I would request the Company Secretary to make an announcement with respect to e-voting facility, which has been activated for voting at the AGM."

Mr. Gaurav Tongia

“Thank you, Sir.

Dear Members, Good Afternoon. In compliance with the relevant provisions of the Companies Act, 2013, the Rules made thereunder and SEBI Listing Regulations, the Company has provided the facility to the Members to exercise their right to vote on the business proposed to be transacted at this AGM for remote e-voting for the period commencing from August 26, 2024 to August 28, 2024. In order to facilitate voting for those Members who have not exercised their right to vote through remote e-voting, the Company has also provided the facility to vote at this AGM through the e-voting platform of NSDL.

Since this Meeting is being held through video conferencing and other audio visual means, the Resolution(s) mentioned in the notice convening this Meeting have already been put to the vote through remote voting. Hence, there is no proposing and seconding of resolutions.

Thank you. I now request the Chairman to please continue with the proceedings.”

Mr. H. V. Goenka

“The Company has provided the facility to the members to register themselves in advance by sending request from their registered email ID to express their views or queries during the AGM.

We have received requests from few of the shareholders as I call out each name. The host will unmute member, and he or she may please put on the video and speak. The shareholders are requested to be brief and convey their comments. The first shareholder is Mr. Manoj Kumar Gupta.

Hello? Yes, Mr. Gupta?

Mr. Manoj Kumar Gupta

“Namaskar. Namaskar. Namaskar,

Respected Chairman, Board of Directors, Fellow Shareholders.

My name is Manoj Kumar Gupta. I've joined this meeting from Kolkata, and I'm a great admirer of RPG Enterprises, Sir. And I'm great admirer of yourself because, we are missing you in Kolkata. From several times, you are not coming to Kolkata. And it would be my pleasure to meet you, Sir, to see your smiling face. Because your smiling face will send a signal to the stock exchange that we will get something in the stock market tomorrow. So, I thank you the Company Secretary and his team to help us to join this meeting, and I warm welcome to the new Company Secretary with the hope that he will serve in better manner to us, and he has helped us to join this meeting. And I I'm very happy to see Mr. Paras Chaudhary in our Board that he is an icon of this Company, and we can't forget his contribution for the Company, Sir. And, Sir, what's your future plan? And, my question one question was there, and I already sent to the Company Secretary.

What impact will come due to higher price of rubber? Because our key raw material is rubber, and rubber prices have gone up so much. So what impact will come? And, what's your plan in that regard, sir? And how you face the competition in two wheeler or four wheeler, Sir? There is a lot of competition. And Sir, from last 2 years, I'm asking you to split the sales from rupees 10 to 2 or 10 to 5, either 2 is to 1 or 5 is to 1 to increase the liquidity and market capitalization. And now we have got a big platform to inspire that Company, IPL, world renowned league of the Indian Premier League, which you have got, so that will help you, like, as a Tata Punch has got a big market to launch their car in the IPL. So you have

also got a big market through IPL. So, why are you not sponsoring some other sports like hockey, football, by CEAT? And sponsor some, appoint some brand ambassador from medallists of Olympic or Paralympic instead Cricket Sir. Cricketers के पास तो बहुत पैसा होता है। पाराओलिंपिक और ओलिंपिक में जो मैडल जीत के आते हैं, अगर CEAT उनको अपना brand ambassador बनाएंगे तो उसपर आप सोचिये | आप हमेशा बोलते हैं कि मुम्बई में मिलेंगे, तो एकबार मिलने का time दीजिये, जिससे मिल सके | क्योंकि हम लोग आपके पुराने हैं | मैंने आपका एक tweet पड़ा, जो में यहाँ बोल नहीं सकता, आपने जीवन का एक सच लिखा, जिससे में 100 नहीं 1000 % agree हूँ | With this, I strongly support all the resolutions with the hope that we will get good return in coming time under your leadership. Thank you, Sir. Thank you.”

Mr. H. V. Goenka “Mr. Praful Chawda?”

Mr. Gaurav Tongia

“Sir Mr. Praful Chawda has not joined. We can move to the next shareholder.”

Mr. H. V. Goenka “Mr. Shrikant Jhawar?”

Mr. Shrikant Jhawar

“मेरा आवाज़ आरहा है?”

Mr. H. V. Goenka “हाँ बिलकुल आरहा है |

Mr. Shrikant Jhawar

“Respected Chairman and all our Board of Directors, को सबसे पहले मेरा good afternoon. जोह यह video conference के through से meeting attend कर रहा हूँ में Hyderabad से, इसी तारह से video conference meeting रखियेगा Sir, और shareholders और directors कहाँ से भी attend कर सकते हैं Sir. Video conference रखिये और साथ में CDSL टीम को भी मैं धन्यवाद देता हूँ | Sir, अपना first question – stock split, 2nd, अपने पास reserves अच्छा है, अगर bonus proposal का हो तो, और अपना urban और rural में how much demand has come and foreign में अपना कितना demand है और foreign में अपना main competitor कौन है और कैसा अपना sale improve करना चाहेंगे, उसके बारे में थोड़ा बताइये. अपने जो every year, distributor होता है, जो loss होता है, वह कैसा distributor के through recover होता है, उसके बारे में बताइये, Sir. थोड़े बहुत questions मैंने secretarial department को दिया हूँ | जो हमको link time पर दिया और हमको हर चीज़ का solution दिया है | और जो भी speaker shareholder है उनका भी सोचियेगा Sir, क्योंकि इतनी बड़ी Company है, छोटे shareholder को compliment – dry fruits box का सोचिए Sir. साथ ही दशरे दीपावली की शुभ कामनाएं. और Goenka group पर हमें full confidence है कि हमारा wealth हमेशा create होगा और होते रहेगा. Thank you.”

Mr. H. V. Goenka “Okay. We now have Mr. Manjit Singh.”

Mr. Gaurav Tongia

“Sir Mr. Manjit Singh and Mr. Anil Babubhai Mehta have not joined.”

Mr. H. V. Goenka “Okay.

Ms. Lekha Satish Shah?”

Ms. Lekha Satish Shah

“Hello? Am I audible, Sir?”

Mr. H. V. Goenka “Yes”

Ms. Lekha Satish Shah

“Thank you, Sir. Respected Chairman Sir, Board of Directors, and my fellow Members, Good Afternoon and regards to everyone, myself, Lekha Shah from Mumbai. First of all, I would like to thank our Company Secretary, Gauravbhai, for giving me this opportunity and for smooth process that I am able to talk in front of you all in AGM.

Again, I would like to welcome our Company Secretary, Gauravji, on the board. I know our Company Secretary for a long time from the previous company. I am sure that he will add lot of value to our Company. Tell me, Sir, I found the AGM notice, and I am delighted to say AGM report is so beautiful, full of colours, and facts and figures in place. Chairman Sir, you have explained everything in your opening remarks, and also our Company Secretary for the best performance and always outstanding support for all my doubts.

Hence, I have no questions today. Chairman Sir, I hope the Company will continue video conference meeting in future. So I strongly and wholeheartedly support all the resolutions for today's meeting. Thank you so much, Sir.”

Mr. H. V. Goenka “Thank you.
Mr. Rajesh Chainani”

Mr. Rajesh Chainani

“Hello. Am I audible?”

Mr. H. V. Goenka “Yes, please”

Mr. Rajesh Chainani

“Respected Chairman, Harsh Goenkaji, Vice Chairman, Anand Goenka, and a very highly eminent Board of Directors, my fellow shareholders. I'm Rajesh Chainani speaking from Vile Parle, Mumbai. First of all, thanks to my Company Secretary, Mr. Gauravji, for sending me the physical copy of annual report very well on time. Sir. I got the call also from the secretarial department to join the AGM. So, Sir, the secretarial department is a link between the shareholders and the management, and it's very nice to see that management wants to connect with the shareholders. Sir, thank you for the dividend of Rs. 30/-. And regarding the share capital, Sir, as my previous shareholder has said, the share capital is 40 crores and with the reserves and all. Sir, you can, in future, think about the bonus for small shareholders as it is our wealth has been enhanced. So it will be much, much higher as it is. As of today, the price is Rs. 2,855, so I wish that my Company also turns out to be the next MRF because their shares were Rs.1200 and Rs.1400, and people used to smile when, you know, MRF was at Rs.1400. So I really hope my Company turns into that because I am a shareholder of CEAT Sir. With this, Sir, I am supporting all the resolutions and for the festive month, Sir, I want to just say, फूलों की खुशबु, कलियों की बहार, चाँद की चांदनी, अपनों का प्यार, मुबारक हो Chairman Sir, आपको और सारे Board of Directors और सारे shareholder भाइयों को आने वाले त्यौहार Sir. Thank you very much for giving me the opportunity to speak, Sir. Thank you.”

Mr. H. V. Goenka

“Thank you. Now that, all the shareholders have spoken, let me try to answer all the questions. Mr. Manoj Gupta, thank you for your kind words. As far as future plans of the Company is concerned, we will be doing a 360 kind of an effort we have, which one is that we will do more and more of digitalization, which will be improving our sales processes in the factory. We will be increasing our distribution reach. We will be spending more and more money on R & D and developing new platforms or products.

We are spending last year, we spent around Rs. 870 crores of Capex. This year also, we will be spending a fair amount of money in increasing our capacities and also spending, money on, and resources on improving our marketing efforts.

As far as the impact due to rubber prices, last year, the rubber prices were pretty even. But in the last, few months, the prices have increased substantially, all time high and cost over, 18 or 20%. And what we have to do is really control some of the increase. We've been able to manage to increase prices by 1% during this year, but we need to increase it further. There is a large amount of competition in two and four wheelers. You know? You have the Apollos and JKs on the one hand. And on the other hand, you have, the Bridgestones and the Michelin's and all the world leaders. So we are gearing up, on trying to see how we can compete and do better than them. I am happy to say that as far as quality is concerned, we are at least equal, if not better than most of our competitors.

As, a lot of you have talked about bonus shares and split of shares. So this is something that we will keep in mind and keep on evaluating the right thing to do. Then you also said, why don't we sponsor, sports? we will spend money where the viewership is. So cricket has still the largest viewership, in the country. And to that extent, we put a lot of our money in cricket. As you know, we have been spending money on the cricket bats of some of the cricketing greats like Rohit Sharma, Shubman Gill, Shreya Syer, Harman Preet Kaur, Shefali Varma, etc. We also have strategic time out in IPL. We keep on advertising. So, this is something, you know, for us, it's a very, very much a commercial decision and wherever the eyeballs will be, we shall advertise there.

Mr. Shrikanth Jhawar आपने stock split के लिए कहा था, ज़रूर उसको ध्यान में रखेंगे. Urban demand ठीक है, rural demand last year ज़रा कम था, लेकिन अब बढ़ रहा है | उम्मीद है कि two wheelers, tractor tyres की demand बढ़नी चाहिए | और Distributors से जब वे payment नहीं करते है तब हमारे यहाँ system है कि deposit वो लोग देते है, हम उससे adjust करते है. EV strategy - बहुत अच्छा promise है ईवी strategy का, और Government ने कहा है कि by the year 2030, EV Vehicles 30% हो जाएंगे। Last year growth 40% रही थी। हम लोग EV Vehicles में अच्छा कर रहे हैं. चाहे 2-wheeler हों या 4-wheeler हों, we are one of the leaders.

Thank you, Ms. Lekha Shah for your very kind words and, thank you, Mr. Rajesh Chainani, again, for, your kind words, and we will, of course, keep on evaluating about the bonus. With this, I think I've answered all your questions. I take this opportunity to place on record our grateful appreciation to all our customers, bankers, employees, and most importantly, the members for their continued support. I once again thank the members for the Company, for attending the 65th AGM of the company.

I declare the meeting as concluded.

Those members who have not voted through remote e-voting may cast their votes during the next 15 minutes. I authorize the Company Secretary to receive the combined voting results and report from the Scrutinizer and submit the same to the Stock Exchanges.

Thank you very much!"