

May 7, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Security Code: 500878

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051

Symbol: CEATLTD

NCD Symbol: CL25, CL26

**CP Listed ISIN: INE482A14CE3, INE482A14CF0,
INE482A14CG8, INE482A14CH6, INE482A14CJ2,
INE482A14CI4**

Sub: Notice of Postal Ballot – Regulation 30

Dear Sir/Madam,

Pursuant to Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of Postal Ballot along with the Explanatory Statement for seeking approval of the Members of the Company through remote e-Voting on the following Special Business as set out in the Notice of Postal Ballot:

1. Appointment of Mr. Milind Sarwate (DIN: 00109854) as an Independent Director of the Company (Special Resolution);
2. Appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company (Special Resolution);
3. Appointment of Ms. Daisy Chittilapilly (DIN:09577569) as an Independent Director of the Company (Special Resolution);
4. Change in place of keeping registers and records of the Company (Special Resolution);
5. Amendment to the Object clause of Memorandum of Association of the Company (Special Resolution)

As detailed in the Notice of Postal Ballot, the Notice is being sent electronically to the Members whose email IDs are registered with the Company / Depositories / Registrar and Transfer Agent as on **Friday, April 26, 2024 ('Cut-off Date')**.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to the Members of the Company. The remote e-Voting facility will commence from **09:00 a.m. (I.S.T.) on Wednesday, May 8, 2024** and shall end at **05:00 p.m. (I.S.T.) on Thursday, June 6, 2024 (both days inclusive)** and the e-Voting module shall be disabled by NSDL for remote e-voting thereafter.



CEAT LIMITED
RPG House
463, Dr. Annie Besant Road,
Worli, Mumbai - 400030, India
☎ 91 22 24930621
✉ customercare@ceat.com
@ www.ceat.com
CIN: L25100MH1958PLC011041

The said Notice of Postal Ballot is also available on the website of the Company at www.ceat.com.

We request you to kindly take the same on record and disseminate appropriately.

Thanking you,

Yours faithfully,
For **CEAT Limited**

Vallari Gupte
Company Secretary and Compliance Officer

Encl: As above



CEAT LIMITED

CIN: L25100MH1958PLC011041

Regd. Office: 463, Dr. Annie Besant Road, Worli, Mumbai 400030

(T) +91 22 2493 0621 (F) +91 22 2493 8933;

Email: investors@ceat.com; Website: www.ceat.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice of Postal Ballot (**'Notice'**) is hereby given to the Members of **CEAT Limited ('the Company')**, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (**'Act'**), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (**'Rules'**), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**'MCA'**) (hereinafter collectively referred to as **'MCA Circulars'**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by way of voting through electronic means (**'remote e-Voting'**) only.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) as the agency to provide remote e-Voting facility to the Members of the Company. In view of the MCA Circulars, please note that the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email IDs are registered with the Company / Depositories / Registrar and Share Transfer Agent (**'RTA'**) as on **Friday, April 26, 2024 ('Cut-off Date')**. If your email ID is not registered with the Company / Depositories / RTA, please follow the process provided in the Notes to receive this Notice as well as login ID and password for participating in the remote e-Voting.

An Explanatory Statement pursuant to Sections 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company has, in compliance with the Rules, appointed Mr. P. N. Parikh (FCS 327, CP 1228) and failing him Mr. Mitesh Dhabliwala (FCS: 8331, CP: 9511) of Parikh & Associates, Practising Company Secretaries, as Scrutinizer for conducting this Postal Ballot

process only through remote e-Voting, in a fair and transparent manner who have communicated willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The e-Voting period shall commence from **09:00 am (I.S.T.) on Wednesday, May 8, 2024** and will end at **05:00 pm (I.S.T.) on Thursday, June 6, 2024** (both days inclusive).

Members are requested to cast their votes through the remote e-Voting process not later than June 6, 2024 failing which it will be strictly considered that no votes have been received from the concerned Member. The detail procedure to cast votes are mentioned in notes forming part of this Notice.

Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit his report to the Chairman, or any person authorized by him in writing. The results of the Postal Ballot conducted through remote e-Voting process along with the Scrutinizer's Report shall be announced on or before June 10, 2024, i.e. not later than two working days from the conclusion of the e-voting, at the Registered Office of the Company at 463, Dr. Annie Besant Road, Worli, Mumbai 400 030. The voting results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will also be displayed on the notice board of the Company at the registered office and the Company's website at www.ceat.com as well as on the website of NSDL at <https://www.evoting.nsdl.com>. The last date for e-Voting i.e. June 6, 2024 shall be deemed to be the effective date of passing of the Resolutions as per SS-2.

SPECIAL BUSINESS

1. Appointment of Mr. Milind Sarwate (DIN: 00109854) as an Independent 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 Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Mr. Milind Sarwate (DIN: 00109854), who was appointed as an Additional Director (in the capacity of non-executive, Independent Director) of the Company by the Board on March 14, 2024, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years from March 14, 2024 up to March 13, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Sarwate be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Chairman, Vice-Chairman, Managing Director and Chief Executive Officer, Chief Financial Officer or Company Secretary be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this Resolution.”

2. Appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent 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 Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Ms. Sukanya Kripalu (DIN: 06994202), who was appointed as an Additional Director (in the capacity of non-executive, Independent Director) of the Company by the Board on March 14, 2024, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years from March 14, 2024 up to March 13, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Ms. Kripalu be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Chairman, Vice-Chairman, Managing Director and Chief Executive Officer, Chief Financial Officer or Company Secretary be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this Resolution.”

3. Appointment of Ms. Daisy Chittilapilly (DIN:09577569) as an Independent 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 Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Ms. Daisy Chittilapilly (DIN: 09577569), who was appointed as an Additional Director (in the capacity of non-executive, Independent Director) of the Company by the Board on May 2, 2024, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years from May 2, 2024 up to May 1, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Ms. Chittilapilly be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Chairman, Vice-Chairman, Managing Director and Chief Executive Officer, Chief Financial Officer or Company Secretary be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this Resolution.”

4. Change in place of keeping registers and records 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 Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, consent of the Members of the Company be and is hereby accorded to keep and maintain the Registers of members and index thereof and other registers as prescribed under Section 88 of the Act and copies of all Annual Returns as required under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents, registers and records as may be required, at the Registered Office of the Company and / or at the office of NSDL Database Management Limited (‘NDML’), the Registrar and Share Transfer Agent (RTA) of the Company at 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai - 400 013, Maharashtra, India and/ or at such other place where the RTA may shift its office from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any person authorised by the Board of Directors, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient and desirable for the purpose of

giving effect to this resolution.”

5. Amendment to the Object clause of Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for amendment in Clause III (3) (Main Objects) of the Memorandum of Association of the Company by insertion of the following new Clause III (3G) and the object clauses be renumbered accordingly.

“(3G) To buy, sell including wholesale or retail sale, manufacture, repair, alter, improve, develop, exchange, let out on hire, import, carry on the business of dealers, hirers, repairers, cleaners, stores and warehouses, exporters and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and do and develop things by using various hardware related to Internet of Things (IoT) devices, for products and services of all kinds as also parts and components thereof and to provide all the service in connection with maintenance, upkeep and running of products and solution(s) including but not limited to Fuel solution, OBD Solution, Vehicle Health Monitoring Solution, Track and Trace Solution, Control tower Solutions, Video Telematics Solutions, capable of being used in any business which this company is competent to carry on or required by any customers of or persons having dealings with the company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the company.”

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution.”

Under the Authority of the Board of Directors

Date: May 2, 2024

Place: Mumbai

Vallari Gupte
Company Secretary and
Compliance Officer
(M. No. FCS-5770)

CEAT Limited

CIN: L25100MH1958PLC011041

Registered Office: 463, Dr. Annie Besant Road,
Worli, Mumbai 400 030

Notes:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) forms part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Depositories as on **Friday, April 26, 2024** i.e. ('Cut-off date') and whose email IDs are registered with the Company / RTA. For Members who have not registered their email IDs, please follow the instructions given in Note no. 9 of this Notice. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
3. Further, the Members whose names appear in the Register of Members/List of Beneficial Owners as on Cut-off date, are entitled to vote on the Resolution set forth in this Notice in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off date.
4. For the purpose of providing remote e-Voting facility, the Company has entered into an arrangement with NSDL for facilitating e-Voting and enable the Members to cast their votes electronically.
5. The e-Voting period shall commence from **09:00 am (I.S.T.) on Wednesday, May 8, 2024** and will end at **05:00 pm (I.S.T.) on Thursday, June 6, 2024 (both days inclusive)**. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
6. Resolutions passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a General Meeting of the Members.
7. A Shareholder cannot exercise his/her vote by proxy on Postal Ballot.
8. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to the email ID at investors@ceat.com or for any query / grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of <https://www.evoting.nsdl.com/> or call on 022 - 4886 7000 or send a request to NSDL at email ID at evoting@nsdl.com

9. REGISTRATION OF EMAIL ID:

- i) **For Members holding physical shares:** The Members of the Company holding equity shares of the Company in physical form and who have not registered their email ID may get their email ID registered with Company's RTA by submitting Investor Service Request Form (Form ISR1) duly filled and signed as per the specimen signature registered with the Company along with self-attested ID Proof and address proof. The Investor Service Request form can be downloaded from website of the RTA NDML website <https://www.ndml.in/rta.php> ☑ Investor Services ☑ Download ☑ Forms ☑ Formats for KYC.
- ii) **For Members holding shares in demat mode:** The Members holding shares in demat mode are requested to register their email IDs, with the respective Depository Participant ('DP') by following the procedure prescribed by the concerned DP.
10. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only.
11. It is clarified that if a Member fails to provide or update relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.ceat.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Members whose email IDs are not registered with the Company.
12. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Members seeking to inspect such documents can send an email to investors@ceat.com.
13. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Maharashtra (in vernacular language i.e. Marathi) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.ceat.com. The said public notice shall also mention the process for registration of email IDs by those Members who have not yet registered their email IDs with the Company.
14. Members may please note that this Notice will also be available on the Company's website at www.ceat.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
15. Members may send their queries on any other matter concerning the Company on the email ID at investors@ceat.com from their registered email ID, mentioning their name, folio number/DP ID-Client ID, as applicable.
16. The term 'Members' has been used to denote the Shareholders of the Company.

INSTRUCTIONS FOR REMOTE E-VOTING:

- (i) The voting period begins on **09:00 am (I.S.T.) on Wednesday, May 8, 2024** and will end at **05:00 pm (I.S.T.) on Thursday, June 6, 2024 (both days inclusive)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Friday, April 26, 2024**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

In terms of SEBI circular dated December 9, 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.	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

	<p>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.</p> <ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 use 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

	<p>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.</p> <p>3) 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.</p> <p>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 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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

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 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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’.

(ii) 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.

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

1. After successful login as above, 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.

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:

1. 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 investors@ceat.com
2. 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 investors@ceat.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method

explained at (A) above i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. 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.
4. In terms of SEBI circular dated December 9, 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.

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 cs@parikhassociates.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. 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.
3. In case of any queries connected with the facility for voting by electronic means, 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 address to Mr. Santosh Jaiswal, Manager, (NSDL) National Securities Depository Limited, Trade World – A Wing, Kamala Mills Compound, Lower Parel, Mumbai – 400013 or send an email to santoshj@nsdl.com and evoting@nsdl.com or call on : 022 - 4886 7000.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 5 of the accompanying Notice:

Item Nos. 1, 2 and 3 of the Notice:

With a view to ensuring smooth transition in Board succession, the Board believes in having diverse Board Members on the Board for the Company. The Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment to the Board. It also deliberates on various factors including the current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board.

The Board of Directors pursuant to Sections 149, 150, 152 and 161 of the Act and Article 102 of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and subject to approval of members, appointed –

- Mr. Milind Sarwate (DIN: 00109854) as an Additional Director and Independent Director of the Company, with effect from March 14, 2024 for a term of five consecutive years i.e. up to March 13, 2029 (both days inclusive);
- Ms. Sukanya Kripalu (DIN:06994202) as an Additional Director and Independent Director of the Company, with effect from March 14, 2024 for a term of five consecutive years i.e. up to March 13, 2029 (both days inclusive);
- Ms. Daisy Chittilapilly (DIN: 09577569) as an Additional Director and Independent Director of the Company, with effect from May 2, 2024 for a term of five consecutive years i.e. up to May 1, 2029 (both days inclusive).

Necessary details regarding their proposed appointments are placed as under respectively for Item Nos. 1, 2 and 3.

Item No. 1 – Appointment of Mr. Milind Sarwate (DIN: 00109854) as an Independent Director of the Company

Mr. Milind Sarwate (64) is a Chartered Accountant, Cost and Management Accountant and Company Secretary with a robust skill set that includes the creation of Business Value, through building Capability in Finance, HR and Strategy, optimizing IPOs, and M&As, and - corporate structuring, and mentoring promoters and corporate leaders.

He is the Founder & CEO at Increate (<https://increate.in/>), where his firms work towards business and social value creation, with a focus on capability-building, and the governance & social aspects of ESG, leveraging his 40-year experience including long stints as CFO and CHRO in Marico & Godrej (3 decades) and independent directorships (past nearly 2 decades).

He has been awarded ICAI CFO Award (2011), CNBC TV-18 CFO Award (2012) and CFO India Hall of Fame induction (2013). He invests in promising businesses and social enterprises. He also serves on the Advisory Board of Educo, a School Support NGO.

He has been on the Board of listed Companies since 2005. His past directorships include companies like Mindtree and Geometric (InfoTech), International Paper APPM (Paper), Glenmark (Pharma), House of Anita Dongre (Apparel), and CARE Ratings (Analytics).

As per disclosures and confirmations submitted by Mr. Milind Sarwate:

- He is not disqualified from being appointed as a Director under sections 164(1) and 164(2) of the Act;
- He is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20th June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies;
- He has given his consent in writing to act as a Director of the Company;
- 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 judgement and without any external influence, in terms of Regulation 25(8) of the SEBI Listing Regulations or have any conflict of interest;
- He meets the criteria of independence including that he does not have or had any pecuniary relationship with the Company, other than receipt of remuneration as a director, as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as presently applicable.
- His Directorships/ Committee memberships are within the statutorily permitted limits
- He does not hold any directorship in any other RPG group company;
- He does not hold any full-time executive employment or role with his own consulting firms or with any other entity and is in a position to devote the time required towards fulfilling his responsibilities as an independent director of the Company.
- He is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”) and is exempted from appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of section 150 of the Act read with the applicable rules made thereunder.

In terms of section 160 of the Act, the Company has received a Notice in writing proposing the candidature of Mr. Milind Sarwate for the office of Director and Independent Director of the Company.

Mr. Milind Sarwate possesses the required skill sets as identified by the Board in particular in the field of accounting, financial management, risk management, and people management. In the opinion of the Board, Mr. Sarwate fulfills the conditions prescribed in the Act and the Rules framed thereunder and the SEBI Listing Regulations and is independent of the Management.

Mr. Sarwate being an Independent Director; will be entitled to sitting fees for attending meetings of the Board & Committees thereof and also commission as approved by the Members of the Company, from time to time.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and considering his business knowledge, acumen, skills set, background and rich experience, opines that his association as an Independent Director will be immensely beneficial to the Company and recommends to the Members, the appointment of Mr. Milind Sarwate as an Independent Director of the Company.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in this Notice.

Details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations 2015 and Secretarial Standard on General Meetings, as applicable are provided hereunder:

Name of the Director	Mr. Milind Shripad Sarwate
DIN	00109854
Date of Birth	September 23, 1959
Age	64 years
Date of first appointment on the Board	March 14, 2024
Qualifications	Chartered Accountant, Cost & Management Accountant, Company Secretary & Commerce Graduate and a CII-Fulbright Fellow-Carnegie Mellon University, USA
Experience and Expertise and brief resume	<p>Independent Directorships, Advisory work and investment leveraging this experience of 40 years including long stints as CFO & CHRO in Marico & Godrej (3 decades) and independent directorships (past nearly 2 decades)</p> <p>He is the Founder & CEO of Increate Value Advisors LLP which provides advice & mentorship in value creation, capability-building, and the governance & social aspects of ESG. The objective is to help organizations & individuals discover, develop & deliver business & social value. He plays the “middleware” between social and corporate sectors, guiding CSR strategy and execution & helping not-for-profit organizations grow & widen their social impact. He is also on the board of Advisory Board of Educo, a School Support NGO.</p>
Terms and conditions of appointment	Proposed to be appointed as an Independent Director, in terms of the applicable provisions of the Act and the SEBI Listing Regulations for a period of 5 years w.e.f. March 14, 2024 subject to the approval of the shareholders by way of a special resolution.
Details of remuneration last drawn	Not Applicable

Details of remuneration sought to be paid	As per the applicable provisions of the Companies Act, 2013 including Rules made thereunder, SEBI Listing Regulations read together with the Nomination and Remuneration Policy of the Company.
Directorship / Membership / Chairmanship of Committees of other listed companies	<p>Directorships in other Listed Companies:</p> <ol style="list-style-type: none"> 1. Asian Paints Limited 2. FSN E-Commerce Ventures Limited 3. Mahindra & Mahindra Financial Services Ltd 4. Matrimony.com Ltd 5. SeQuent Scientific Limited <p>Membership/Chairmanship of Committees:</p> <p>1. Asian Paints Limited:-</p> <ul style="list-style-type: none"> ○ Audit Committee (Chairperson) ○ Risk Management Committee <p>2. FSN E-Commerce Ventures Limited:-</p> <ul style="list-style-type: none"> ○ Audit Committee (Chairperson) ○ Fund-raise and Investment Committee <p>3. Mahindra & Mahindra Financial Services Ltd:-</p> <ul style="list-style-type: none"> ○ Asset Liability Committee ○ Audit Committee ○ Risk Management Committee ○ Nomination & Remuneration Committee ○ IT Strategy Committee (Chairperson) ○ Digital & AI Committee ○ Committee for Strategic Investments <p>4. Matrimony.com Ltd:-</p> <ul style="list-style-type: none"> ○ Audit Committee ○ Nomination & Remuneration Committee (Chairperson) ○ CSR Committee ○ Risk & Governance Committee ○ Share Allotment Committee <p>5. SeQuent Scientific Limited:-</p> <ul style="list-style-type: none"> ○ Audit Committee (Chairperson) ○ Nomination & Remuneration Committee (Chairperson) ○ Stakeholders Relationship Committee ○ Risk Management Committee
Listed entities from which the Director has resigned	Metropolis Healthcare Limited (Resigned on September 06, 2023).

from Directorship in the past 3 (three) years	
No. of Board Meetings attended	2 Board meetings attended since appointment.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Milind Sarwate is not related to any of the Directors or Key Managerial Personnel of the Company
No. of shares held:	1,000

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, approval of shareholders is being sought within a period of three months from the date of appointment.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Milind Sarwate himself is, in any way, concerned or interested, whether financially or otherwise, in the resolution as set out in the Notice.

The Board recommends the Special Resolution, as set out at Item No. 1 of the Notice, for approval by the Members of the Company.

Item No. 2 – Appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company

Ms. Sukanya Kripalu (63) is graduate in Mathematics from St Xavier's College, Mumbai and a post graduate from the Indian Institute of Management, Calcutta with a robust skill set that includes consultant specializing in the area of marketing, strategy, advertising and market research.

Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory – a WPP group company. Ms. Kripalu began her career at Nestle India, where she spent eight years across both marketing and sales. During her tenure, she managed a number of well-known brands including Maggi, EveryDay and Nescafé. Her last assignment at Nestle was Group Product Manager for Culinary Products.

Thereafter, Ms. Kripalu spent 8 years at Cadbury India Ltd as General Manager – Marketing, responsible for the entire range of Cadbury products in India where she was in-charge of the highly successful re-launch and turnaround of two of Cadbury's iconic brands viz. Cadbury Dairy Milk and Bournvita. Ms. Kripalu also orchestrated the launch of Perk in India and also has led the development of several memorable campaigns – including the Cadbury Dairy Milk dancing girl – which was awarded the advertisement of the century.

Her consulting experience comprised business strategy, marketing, brand building and training for clients ranging from MNCs to Indian companies to PSUs. Ms. Kripalu has worked across sectors including consumer electronics, FMCG, media, financial services, oil & gas etc. Ms. Kripalu has also been a member of the CII FMCG committee.

As per disclosures and confirmations submitted by Ms. Sukanya Kripalu:

-
- She is not disqualified from being appointed as a Director under sections 164(1) and 164(2) of the Act;
 - She is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20th June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies;
 - She has given her consent in writing to act as a Director of the Company;
 - She is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence, in terms of Regulation 25(8) of the SEBI Listing Regulations or have any conflict of interest;
 - She meets the criteria of independence including that she does not have or had any pecuniary relationship with the Company, other than receipt of remuneration as a director, as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as presently applicable;
 - Her Directorships/ Committee memberships are within the statutorily permitted limits;
 - She does not hold any directorship in any other RPG group company;
 - She is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempted from appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of section 150 of the Act read with the applicable rules made thereunder.

In terms of section 160 of the Act, the Company has received a Notice in writing proposing the candidature of Ms. Sukanya Kripalu for the office of Independent Director of the Company.

Ms. Kripalu possesses the required skill sets as identified by the Board in particular in the field of business development, strategy, marketing and leadership. In the opinion of the Board, Ms. Kripalu fulfills the conditions prescribed in the Act and the Rules framed thereunder and the SEBI Listing Regulations and is independent of the Management.

Ms. Kripalu being an Independent Director will be entitled to sitting fees for attending meetings of the Board & Committees thereof and also commission as approved by the Members of the Company, from time to time.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and considering her knowledge, acumen, skills set, background and rich experience, opines that her association as an Independent Director will be immensely beneficial to the Company and recommends to the Members, the appointment of Ms. Sukanya Kripalu as an Independent Director of the Company.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in this Notice.

Details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations 2015 and Secretarial Standard on General Meetings, as applicable are provided hereunder:

Name of the Director	Ms. Sukanya Kripalu
DIN	06994202
Date of Birth	October 30, 1960
Age	63 years
Date of first appointment on the Board	March 14, 2024
Qualifications	Graduate from St. Xavier's College and an alumni of the Indian Institute of Management, Calcutta
Experience and Expertise and brief resume	She specializes in the field of marketing, strategy, advertising and market research, among others. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory and is presently the Director at Sukanya Consulting. Ms. Sukanya Kripalu served as the Chief Executive Officer at Quadra Advisory.
Terms and conditions of appointment	Proposed to be appointed as an Independent Director, in terms of the applicable provisions of the Act and the SEBI Listing Regulations for a period of 5 years w.e.f. March 14, 2024 subject to the approval of the shareholders by way of a special resolution.
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	As per the applicable provisions of the Companies Act, 2013 including Rules made thereunder, SEBI Listing Regulations read together with the Nomination and Remuneration Policy of the Company.
Directorship / Membership / Chairmanship of Committees of other listed companies	<p>Directorship in other listed companies:</p> <ol style="list-style-type: none"> Aditya Birla Fashion & Retail Limited UltraTech Cement Limited Colgate- Palmolive (India) Limited Entertainment Network (India) Limited <p>Membership/Chairmanship of Committees:</p> <ol style="list-style-type: none"> Aditya Birla Fashion & Retail Limited:- <ul style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee (Chairperson) Stakeholders Relationship Committee UltraTech Cement Limited: <ul style="list-style-type: none"> Stakeholders Relationship Committee

	<ul style="list-style-type: none"> ○ CSR Committee ○ Risk Management Committee <p>3. Colgate- Palmolive (India) Limited:</p> <ul style="list-style-type: none"> ○ Audit Committee ○ Nomination & Remuneration Committee ○ Stakeholders Relationship Committee <p>4. Entertainment Network (India) Limited:</p> <ul style="list-style-type: none"> ○ Audit Committee ○ Nomination & Remuneration Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Huhtamaki PPL Limited (resigned with effect from May 6, 2020)
No. of Board Meetings attended	2 Board meetings attended since appointment.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Ms. Sukanya Kripalu is not related to any of the Directors or Key Managerial Personnel of the Company
No. of shares held:	NIL

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, approval of shareholders is being sought within a period of three months from the date of appointment.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Sukanya Kripalu herself is, in any way, concerned or interested, whether financially or otherwise, in the resolution as set out in the Notice.

The Board recommends the Special Resolution, as set out at Item No. 2 of the Notice, for approval by the Members of the Company.

Item No. 3 – Appointment of Ms. Daisy Chittilapilly (DIN:09577569) as an Independent Director of the Company

Ms. Daisy Chittilapilly (50) is President of Cisco's India and SAARC theatre. As President, Ms. Daisy is responsible for strategy and sales, operations, and investments to drive long-term growth in the region.

With almost 30 years of experience in the technology industry, including 19 years of leadership experience at Cisco, Ms. Daisy has a proven track record of transforming operations and cultures to drive growth at scale.

Prior to her current role, Ms. Daisy held the position of Managing Director for Cisco's Digital Transformation Office, where she worked with customers to capitalize on opportunities emerging in the digital world. In addition, as the leader of Software & Services Sales, she worked with partners to accelerate Cisco's transition towards software and subscription-based offerings.

Previously, she held leadership positions within Cisco's Enterprise & Commercial businesses, Strategy & Operations, and Partner Organisation. Before joining Cisco, Ms. Daisy worked with Wipro Limited across multiple sales management roles.

Ms. Daisy serves on the Executive Council for NASSCOM, and as the Co-Chair on the FICCI National Committee for Artificial Intelligence and Digital Transformation. She is also a governing body member of Woxsen University, and an advisory board member of the non-profit 'Dragonflies Everywhere'.

Business Today has consistently recognized Daisy in their list of "Most Powerful Women in Business" since 2020. Daisy has also been recognized by Fortune India among the "Most Powerful Women" for two years running in 2022 and 2023.

Ms. Daisy is a BTech (College of Engineering, Trivandrum) and holds a Post Graduate Certificate in General Management (XLRI, Jamshedpur). She is passionate about empowering youth to join the technology space and mentoring start-ups to innovate technology solutions for the most urgent social challenges.

As per disclosures and confirmations submitted by Ms. Daisy Chittilapilly:

- She is not disqualified from being appointed as a Director under sections 164(1) and 164(2) of the Act;
- She is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20th June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies;
- She has given her consent in writing to act as a Director of the Company;
- She is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence, in terms of Regulation 25(8) of the SEBI Listing Regulations or have any conflict of interest;
- She meets the criteria of independence including that she does not have or had any pecuniary relationship with the Company, other than receipt of remuneration as a director, as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as presently applicable.
- Her Directorships/ Committee memberships are within the statutorily permitted limits
- She does not hold any directorship in any other RPG group company;
- She is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and shall be appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of section 150 of the Act read with the applicable rules made thereunder.

In terms of section 160 of the Act, the Company has received a Notice in writing proposing the candidature of Ms. Daisy Chittilapilly for the office of Independent Director of the Company.

Ms. Daisy Chittilapilly possesses the required skill sets as identified by the Board in particular in the field of business development, international business, strategy, digital and cyber risk. In the

opinion of the Board, Ms. Chittilapilly fulfills the conditions prescribed in the Act and the Rules framed thereunder and the SEBI Listing Regulations and is independent of the Management.

Ms. Chittilapilly being an Independent Director will be entitled to sitting fees for attending meetings of the Board & Committees thereof and also commission as approved by the Members of the Company, from time to time.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and considering her knowledge, acumen, skills set, background and rich experience, opines that her association as an Independent Director will be immensely beneficial to the Company and recommends to the Members, the appointment of Ms. Daisy Chittilapilly as an Independent Director of the Company.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in this Notice.

Details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations 2015 and Secretarial Standard on General Meetings, as applicable are provided hereunder:

Name of the Director	Ms. Daisy Chittilapilly
DIN	09577569
Date of Birth	August 8, 1973
Age	50 years
Date of first appointment on the Board	May 2, 2024
Qualifications	Ms. Daisy is a BTech (College of Engineering, Trivandrum) and holds a Post Graduate Certificate in General Management (XLRI, Jamshedpur).
Experience and Expertise and brief resume	<p>Ms. Daisy Chittilapilly (50 years) is President of Cisco's India and SAARC theatre; responsible for strategy and sales, operations, and investments to drive long-term growth in the region.</p> <p>With almost 30 years of experience in the technology industry, including 19 years of leadership experience at Cisco, Ms. Daisy has a proven track record of transforming operations and cultures to drive growth at scale.</p> <p>Prior to her current role, Ms. Daisy held the position of Managing Director for Cisco's Digital Transformation Office, where she worked with customers to capitalize on opportunities emerging in the digital world. In addition, as the leader of Software & Services Sales, she worked with partners to accelerate Cisco's transition towards software and subscription-based offerings. Previously, she held</p>

	<p>leadership positions within Cisco's Enterprise & Commercial businesses, Strategy & Operations, and Partner Organisation. Before joining Cisco, Ms. Daisy worked with Wipro Limited across multiple sales management roles.</p> <p>Ms. Daisy serves on the Executive Council for NASSCOM, and as the Co-Chair on the FICCI National Committee for Artificial Intelligence and Digital Transformation. She is also a governing body member of Woxsen University, and an advisory board member of the non-profit 'Dragonflies Everywhere'.</p> <p>Business Today has consistently recognized Daisy in their list of "Most Powerful Women in Business" since 2020. Daisy has also been recognized by Fortune India among the "Most Powerful Women" for two years running in 2022 and 2023.</p>
Terms and conditions of appointment	Proposed to be appointed as an Independent Director, in terms of the applicable provisions of the Act and the SEBI Listing Regulations, for a period of 5 years w.e.f. May 2, 2024 subject to the approval of the shareholders by way of a special resolution
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	As per the applicable provisions of the Companies Act, 2013 including Rules made thereunder, SEBI Listing Regulations read together with the Nomination and Remuneration Policy of the Company
Directorship / Membership / Chairmanship of Committees of other listed companies	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Board Meetings attended	1 Board meeting attended since the appointment (the only meeting held after she joined the board of directors)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Ms. Daisy Chittilapilly is not related to any of the Directors or Key Managerial Personnel of the Company
No. of shares held:	NIL

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, approval of shareholders is being sought within a period of three months from the date of appointment.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Daisy Chittilapilly herself is, in any way, concerned or interested, whether financially or otherwise, in the resolution as set out in the Notice.

The Board recommends the Special Resolution, as set out at Item No. 3 of the Notice, for approval by the Members of the Company.

Item No. 4 of the Notice:

Change in place of keeping registers and records of the Company

The members at the Annual General Meeting held on September 4, 2021 had approved to keep all the Register of Members, Index of Members, Register of Debenture holders, Index of Debenture holders, other related books and copies at the premises of Link Intime Private Limited (formerly named as TSR Consultants Private Limited), address C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

The Board at its meeting held on October 16, 2023 appointed NSDL Database Management Limited as its new Registrar and Share Transfer Agent (RTA) in place of Link Intime India Private Limited (consequent upon merger of TSR Consultants Private Limited into Link Intime India Private Limited) with effect from April 1, 2024. Due to change in RTA, approval of the Members is sought by way of a Special Resolution for keeping and maintaining the Registers as mentioned above together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and/or at the office of NSDL Database Management Limited, the RTA of the Company at 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai - 400 013, Maharashtra, India and / or at such other place, where the RTA may shift its office from time to time.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The Board recommends the Special Resolution, as set out at Item No. 4 of the Notice, for approval by the Members of the Company.

Item No. 5 of the Notice:

Amendment to the Object clause of Memorandum of Association of the Company

The Company is engaged in the business of Tyer manufacturing and related activities. With a view to explore possible opportunities in the mobility space using Internet of Things devices and to provide software and/or related services / solutions / provide additional value to the customers, the Board at its meeting held on March 14, 2024 proposed amendment to the Object clause by amending its object clause of Memorandum of Association.

Such amendment to the Main Objects and in ancillary objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection as mentioned in the notes which form part of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

The Board recommends the Special Resolution, as set out at Item No. 5 of the Notice, for approval by the Members of the Company.

Under the Authority of the Board of Directors

Date: May 2, 2024

Place: Mumbai:

Vallari Gupte
Company Secretary and
Compliance Officer
(M. No. FCS-5770)

CEAT Limited

CIN: L25100MH1958PLC011041

Registered Office: 463, Dr. Annie Besant Road,
Worli, Mumbai 400 030