



**CEAT LIMITED**  
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CIN: L25100MH1958PLC011041

July 5, 2023

**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: CL23, CL25, CL26**

**CP Listed ISIN: INE482A14BQ9, INE482A14BP1**

**Sub: Disclosure under Regulation 30 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Brief Proceedings of the 64<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir/Madam,

Pursuant to Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions, if any, please find enclosed herewith summary of proceedings of the 64<sup>th</sup> Annual General Meeting of the Company held on Wednesday, July 5, 2023, at 3:00 p.m. (IST), through Video Conferencing ('VC') / Other Audio Visual Means ('OVAM').

You are requested to kindly take note of the same and disseminate appropriately.

Thanking you,

Yours faithfully,  
For **CEAT Limited**

**Vallari Gupte**  
**Company Secretary and Compliance Officer**

Encl: As above

## **Summary of the Proceedings of the 64<sup>th</sup> Annual General Meeting of CEAT Limited held through Video Conferencing and Audio-Visual Means on Wednesday, July 5, 2023.**

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The Sixty-Fourth Annual General Meeting ('AGM' / 'Meeting') of CEAT Limited ('the Company') was held on Wednesday, July 5, 2023 at 3:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in compliance with Circulars 14/2020 dated April 8, 2020 read with Circulars 20/2020 dated May 5, 2020, followed by the latest Circular 10/2022 dated December 28, 2022, and other relevant circulars issued by MCA in this regard (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020 followed by latest Circular dated January 5, 2023 and other relevant Circular issued by SEBI in this regard (collectively referred to as 'SEBI Circulars') and in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations').

Mr. H. V. Goenka, Chairman of the Company, chaired the Meeting and after ascertaining the quorum, the Chairman called the Meeting to order at 3:00 p.m. The Chairman welcomed all the Members to the AGM and informed them, that the AGM of the Company was convened through VC/OAVM, in accordance with MCA Circulars and SEBI Circulars as referred above in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Chairman then introduced the members of the Board who were attending the Meeting and in particular confirmed the presence of Mr. Anant Goenka, Vice Chairman and Chairman of Sustainability and Corporate Social Responsibility Committee and Stakeholders' Relationship Committee; Mr. Arnab Banerjee, Managing Director and Chief Executive Officer; Mr. Mahesh Gupta, Independent Director and Chairman of Audit Committee, Risk Management Committee and Nomination and Remuneration Committee. The Chairman then informed that the representatives of Statutory Auditors 'B S R & Co. LLP' and Secretarial Auditors 'Parikh & Associates' were also attending this Meeting.

Total 63 Members were present at the AGM through the VC/OAVM facility provided through WebEx and Webcast facility of National Securities Depository Limited ('NSDL'). Ms. Vallari Gupte, Company Secretary and Compliance Officer and Mr. Kumar Subbiah, Chief Financial Officer were in attendance.

The Chairman also informed the Members that there was no proxy facility available for this AGM, as it was dispensed by MCA in view of the Meeting being held through VC/OAVM, while other statutory registers were available for inspection electronically.

With the consent of the Members, the Notice convening the Meeting along with text of resolutions and explanatory statements were taken as received and read. Since, the Auditors' Report on the Financial Statements (Standalone as well as Consolidated) for the year ended March 31, 2023, did not have any qualifications, reservations, observations, adverse remarks or disclaimer, the same was not required to be read.

The Chairman addressed the Meeting, inter-alia, highlighting Company's performance in the financial year 2022-23, including financial performances of the Company, new products, capacity expansion, outlook for the current year, industry scenario etc.

Ms. Vallari Gupte, Company Secretary and Compliance Officer of the Company then informed the Members about remote e-voting facility provided by the Company for casting their votes on the resolutions as set out in the Notice calling the AGM, from July 2, 2023 to July 4, 2023. She further informed that Members who are entitled to vote but have not voted through remote e-Voting may still exercise their voting rights through e-Voting platform provided by NSDL.

She thereafter stated that Board of Directors had appointed Mr. Mitesh Dhaliwala of Parikh & Associates, Practicing Company Secretaries as the Scrutinizer for remote e-voting as well as e-voting at the AGM and the Scrutinizer would hand over the combined report on voting within two working days of conclusion of the AGM, which shall be filed with the Stock Exchanges where the shares of the Company are listed and shall also be available on the website of the Company.

The Chairman then invited the Members who had registered themselves as Speakers by sending request from their registered email ID, to express their views / ask questions in the AGM. The Chairman then replied to the comments/queries raised at the AGM.

The Chairman thanked the Members for attending the Meeting and declared the Meeting as concluded and informed that those Members who had not voted through remote e-voting may cast their votes during next 15 minutes and authorised the Company Secretary of the Company to receive the voting results and intimate the same to the Stock Exchanges.

Items of business as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and e-voting at the AGM were as under:

<b>Sr. No</b>	<b>ORDINARY BUSINESS</b>
1.	Adoption of: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon. <b>(Ordinary Resolution)</b>
2.	Declaration of Dividend of ₹ 12/- (Rupees Twelve) per equity share of face value of ₹ 10/- each for the Financial Year ended March 31, 2023. <b>(Ordinary Resolution)</b>
3.	Appointment of a Director in place of Mr. Pierre Cohade, Non-executive Non-independent Director (DIN: 00468035), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. <b>(Ordinary Resolution)</b>

<b>SPECIAL BUSINESS</b>	
4.	Ratification of remuneration payable of ₹ 3,75,000/- (Rupees Three Lacs Seventy Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, to M/s D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) appointed by the Board of Directors of the Company as Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2024. <b>(Ordinary Resolution)</b>
5.	Approval for making offer(s) or invitation(s) to subscribe secured / unsecured, non-convertible debentures / bonds or such other securities ('debt securities') through private placement basis in one or more series / tranches, for an amount not exceeding ₹ 5,00,00,00,000 (Rupees Five Hundred Crore only) at such price or on such terms and conditions as the Board may from time to time determine and consider proper and beneficial to the Company including listing of such debt securities with Stock Exchange(s). <b>(Special Resolution)</b>

All the 5 resolutions as set out in the Notice of the AGM were duly approved by the Members with requisite majority.

The AGM concluded at 3:54 p.m., including the time provided for e-voting at the AGM.