

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **CEAT Limited**  
 2. Quarter ending - **31-Mar-2023**

**I. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Harsh Vardhan Goenka	00026726	C & NED		16-Jan-81	28-Jun-22			NA		5	1	0	0
Mr.	Anant Vardhan Goneka	02089850	ED	CEO-MD	1-Apr-12	1-Apr-22			NA		2	0	0	0
Mr.	Arnab Mrinal Banerjee	06559516	ED		7-May-13	14-Sep-21			NA		1	0	0	0
Mr.	Mahesh Shrikrishna Gupta	00046810	ID		26-Sep-14	26-Sep-19		102	NA		5	3	5	3
Mr.	Atul Choksey	00002102	ID		26-Sep-14	26-Sep-19		102	NA		2	1	0	0
Mr.	Haigreve Khaitan	00005290	ID		26-Sep-14	26-Sep-19		102	NA		7	7	10	3
Mr.	Vinay Bansal	00383325	ID		26-Sep-14	26-Sep-19		102	Yes	1-Aug-19	1	1	2	1
Mr.	Ranjit Vasant Pandit	00782296	ID		12-Aug-15	12-Aug-20		92	NA		3	3	5	2
Mr.	Pierre Eric Cohade	00468035	NED		1-Feb-18	10-Sep-20			NA		1	0	0	0
Ms.	Priya Sukumar Nair	07119070	ID		27-Oct-20	27-Oct-20		29	NA		1	1	0	0
Mr.	Paras Kumar Chowdhary	00076807	NED		25-Oct-21	25-Oct-21			NA		2	1	3	1

Company Remarks	Mr. Anant Goenka, sought to be relieved of his duties as MD&CEO w.e.f. close of business hrs of 31-Mar-23, while continuing as a BoardMember. Board noted the same. Board on recomm. of NRC, app. Mr. Anant Goenka as Non-Executive Non-Independent Director, designated as Vice-Chairman w.e.f. 1-Apr-23, subject to app. approval(s), if any. Board considered app. of Mr. Arnab Banerjee as MD & CEO, for a term of 2 yrs w.e.f 1-Apr-23, based on the recomm, of NRC and sub.to applicable approval(s), if any
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**II. Composition of Committees****a. Audit Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Mahesh Shrikrishna Gupta	ID	Chairperson	08-Apr-2014	
2	Vinay Bansal	ID	Member	22-May-2015	
3	Paras Kumar Chowdhary	NED	Member	19-Jan-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Vinay Bansal	ID	Chairperson	11-Mar-2019	
2	Mahesh Shrikrishna Gupta	ID	Member	08-Apr-2014	
3	Paras Kumar Chowdhary	NED	Member	19-Jan-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Mahesh Shrikrishna Gupta	ID	Chairperson	05-Feb-2015	
2	Vinay Bansal	ID	Member	22-May-2015	
3	Paras Kumar Chowdhary	NED	Member	19-Jan-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Mahesh Shrikrishna Gupta	ID	Chairperson	08-Apr-2014	
2	Vinay Bansal	ID	Member	11-Mar-2019	
3	Paras Kumar Chowdhary	NED	Member	19-Jan-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

### III. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
07-Nov-2022	Yes	11	8	5
25-Jan-2023	Yes	11	10	5
20-Mar-2023	Yes	11	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	78

### IV. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	06-Nov-2022	Yes	3	3	2	0
Audit Committee	25-Jan-2023	Yes	3	3	2	0
Audit Committee	20-Mar-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	06-Nov-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	20-Mar-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	06-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	20-Mar-2023	Yes	3	3	2	0
Risk Management Committee	25-Jan-2023	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	79

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Corporate Governance Report for the quarter ended December 31, 2022, had been placed before the Board of Directors at its meeting held on January 20, 2023, and there were no comments/observations/advice of the Board of Directors on the said Report. This Corporate Governance Report for the quarter ended March 31, 2023, shall be placed before the Board of Directors at its ensuing meeting.**

**Name :** Vallari Gupte  
**Designation :** Company Secretary & Compliance Officer

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.ceat.com
Terms and conditions of appointment of independent directors	Yes		www.ceat.com
Composition of various committees of board of directors	Yes		www.ceat.com
Code of conduct of board of directors and senior management personnel	Yes		www.ceat.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ceat.com
Criteria of making payments to non-executive directors	Yes		www.ceat.com
Policy on dealing with related party transactions	Yes		www.ceat.com
Policy for determining 'material' subsidiaries	Yes		www.ceat.com
Details of familiarization programs imparted to independent directors	Yes		www.ceat.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.ceat.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.ceat.com
Financial results	Yes		www.ceat.com
Shareholding pattern	Yes		www.ceat.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.ceat.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.ceat.com

Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.ceat.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.ceat.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ceat.com
Materiality Policy as per Regulation 30	Yes		www.ceat.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.ceat.com
It is certified that these contents on the website of the listed entity are correct.	Yes		www.ceat.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	

Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	

Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Vallari Gupte**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

Outstanding transactions / amounts, which are in the nature of normal business transactions and as such considered by the Audit Committee for the purposes of Related Party Transactions, are not considered as debt for the purposes of reporting under this section.

**Affirmations**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

**Company Remarks in case of non-compliant status**

**Name:** Subbiah Kumar  
**Designation:** Chief Financial Officer  
**Place:** Mumbai  
**Date:** 15-Apr-2023