

Notice

NOTICE is hereby given that the Sixty-Second Annual General Meeting of CEAT Limited will be held on **Tuesday, September 14, 2021**, at **4.30 p.m.** Indian Standard Time ('IST') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, 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, 2021, together with the Report of the Auditors thereon.
2. To declare dividend of ₹ 18/- per equity share of face value of ₹ 10/- each for the Financial Year ended March 31, 2021.
3. To appoint a Director in place of Mr. Arnab Banerjee (DIN:06559516), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business

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

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions, if any of the Companies Act, 2013 read with Rules made thereunder (including any amendment(s), modifications(s) or variation(s) thereto), the remuneration of ₹ 3,00,000/- (Rupees Three Lacs only) and reimbursement of out-of-pocket expenses at actual plus applicable taxes, payable to M/s D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2022, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

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

"RESOLVED THAT Ms. Priya Nair (DIN:07119070) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 27, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('the Act') but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee, Ms. Priya Nair (DIN:07119070), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, be and is hereby re-appointed as a Non-executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from October 27, 2020 up to October 26, 2025, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Ms. Priya Nair 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 Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule IV to the Act, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as recommended by the Nomination and Remuneration Committee, taking into consideration the performance evaluation report, Mr. Paras K. Chowdhary (DIN:00076807), being eligible for re-appointment and

who having submitted declaration of independence as per Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013, having been received in the prescribed manner, be and is hereby re-appointed as a Non-executive Independent Director of the Company to hold office for the second term of 5 (five) consecutive years with effect from August 9, 2021 up to August 8, 2026, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Paras K. Chowdhary 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 Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the time being in force and subject to the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, approval of the Members be and is hereby accorded for the payment of commission of ₹ 3,70,39,000/- to Mr. H. V. Goenka, Non-executive Chairman, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non-executive Directors of the Company within the overall limit of three percent of the net profits of the Company for the financial year 2020-21, as approved by the Members in the Annual General Meeting held on July 20, 2018.”

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder and applicable provisions of any other laws, rules, regulations, guidelines, circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India, as amended from time to time and subject to the provisions of the Memorandum and Articles of Association of the Company and such sanctions, approvals or permissions as may be required from regulatory authorities from time to time, approval of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board' which expression shall also include a Committee thereof, for the time being exercising the powers conferred on it by the Board by this resolution) 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 modifications(s) or ₹ 5,00,00,00,000 (Rupees Five Hundred Crores 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), size and time of issue, issue price, tenure, interest rate, premium / discount, consideration, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard.”

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

“RESOLVED THAT in supersession of all earlier Resolutions passed in this regards and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], approval of the Members be and is hereby accorded to keep the Registers and Indexes of Members and Debenture Holders and copies of all Annual Returns under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required thereunder, at the office of TSR Darashaw Consultants Private Limited, Registrars and Transfer Agents of the Company at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 or such other place where the office of the Registrar and Transfer Agents of the Company is situated from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

Under the Authority of the Board of Directors

Vallari Gupte

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

Place: Mumbai
Date: July 21, 2021

CEAT Limited

CIN: L25100MH1958PLC011041
Registered Office: 463, Dr. Annie Besant Road, Worli,
Mumbai 400 030

NOTES:

1. In view of the continuing COVID-19 pandemic and consequently social distancing norms to be followed, the Ministry of Corporate Affairs ('MCA') vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and Securities Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020 and January 15, 2021 permitted conducting the Annual General Meeting ('AGM') of the companies to be held during the calendar year 2021 through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') and dispensed physical presence of the Members at the meeting venue. Accordingly, in terms of the said MCA Circulars, the 62nd AGM of the Company is being held through VC / OAVM and the proceedings of which shall be deemed to be conducted at the Registered Office of the Company at 463, Dr. Annie Besant Road, Worli, Mumbai 400 030. The detailed procedure for participating in the meeting through VC / OAVM is annexed herewith and also available at the Company's website www.ceat.com
2. As this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with and the attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. As such, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote on the resolutions.
3. The Company at its AGM held on August 8, 2017, appointed M/s SRBC & CO LLP as the Statutory Auditors for the second term of 5 (five) consecutive years from the conclusion of the 58th AGM to the conclusion of the 63rd AGM to be held in the year 2022 subject to ratification of their appointment every year, if so required under the Companies Act, 2013 ('the Act'). The requirement to place the matter relating to the appointment of auditors for ratification by the Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 8, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of the Statutory Auditors at this AGM.
4. Brief Details of the Directors, who are seeking appointment / re-appointment, are provided in the Notice as provided under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
5. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Act, which sets out details relating to the special business at the AGM is annexed hereto.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode by the Members, in accordance with the applicable statutory requirements basis the request being sent on agm@ceat.com.
7. The Company has engaged the services of National Securities Depository Limited ('NSDL'), as the authorised agency for conducting the AGM through VC / OAVM and providing remote e-voting and e-voting facility for / during the AGM of the Company. The instructions for participation by Members are given in the subsequent paragraphs.
8. In view of the Regulation 40 of the Listing Regulations, as amended with effect from April 1, 2019, securities of listed companies can now be transferred only in the demat mode, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company; any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
10. In addition to above, SEBI through circulars dated September 7, 2020 and December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds lodged prior to April 1, 2019 and rejected / returned due to deficiency in the documents. These shares that were re-lodged for transfer were issued in demat mode only.
11. In any case, Members holding shares in the same name or in the same order of names, under different folios are requested to consolidate their shareholding into single folio by submitting the original share certificate along

with the Amalgamation Form to the Company's RTA viz. TSR Darashaw Consultants Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083 to help us serve you better.

12. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, has mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use permissible modes for electronic remittance of dividend. Further, pursuant to MCA General Circular 20/2020 dated May 5, 2020, companies are directed to credit the dividend directly to the bank accounts of the Members using Electronic Clearing Services. Therefore:

a. Members holding shares in the demat mode are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email ID, contact numbers etc. to their DP. Changes intimated to the DP will then be automatically reflected in the Company's records.

b. Members holding shares in physical form are requested to intimate such changes to the Company's RTA.

13. Subject to the provisions of Section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited / dispatched on or before Wednesday, October 13, 2021, as under:

a. to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the end of the day of Monday, August 30, 2021; and

b. to all those Shareholders holding shares in physical form, whose names stand registered in the Company's Register of Members as Members on the end of the day on Monday, August 30, 2021.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of certain shareholders effective April 1, 2020 and the Company is required to deduct tax at source / withholding tax from dividend paid to such Members at the prescribed rates. The Company has sent a detailed communication to the Members in this regard on June 12, 2021, which is also available on the Company's website. The Members may please refer to the same and comply to ensure appropriate deduction of tax and in any case update Residential status, PAN, Category of holding, etc. with their DP or in case shares are held in physical form, with the Company's RTA. Members may refer to the provisions under the Income Tax Act, 1961, for detailed information on the tax deduction on dividend.

14. As per the Listing Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the Members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the Members will be printed on the warrants.

15. SEBI has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DPs and Members holding shares in physical form can submit their PAN details to the Company's RTA.

16. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic form, the Members may please contact their respective DP.

17. In terms of Section 124(5) of the Act, dividend amount for the financial year ended March 31, 2014, remaining unclaimed for a period of 7 (seven) years shall become due for transfer in October 2021 to the Investor Education and Protection Fund ('IEPF') established by the Central Government.

Further in terms of Section 124(6) of the Act, in case of such Shareholders whose dividends are unpaid for a continuous period of 7 (seven) years, the corresponding shares with the Shareholders / lying in Company's Unclaimed Securities Suspense Account shall also be transferred to the demat account of IEPF Authority.

Members who have not claimed dividends in respect of the financial year 2013-14 and onwards are requested to approach the Company / Company's RTA, for claiming the same as early as possible, to avoid the transfer of the relevant shares to the demat account of the IEPF Authority.

The shares once transferred to IEPF Account including dividends and other benefits accruing thereon can be claimed from IEPF Authority after following the procedure prescribed under the IEPF Rules and no claim shall lie against the Company. For the purpose of claiming transferred shares, a separate application can be made to the IEPF Authority by following the prescribed procedure as detailed on the website of IEPF Authority viz. <http://www.iepf.gov.in/>

18. The term 'Members' has been used to denote Shareholders of CEAT Limited.

19. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCEDURE FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND FUTURE CORRESPONDENCE:

In compliance with the applicable Circulars issued by MCA and SEBI, Notice of the AGM along with the

Annual Report of FY 2020-21 is being sent only through electronic mode to those Members whose email IDs are registered with the Company / Depositories. Members may note that the Notice and Annual Report of FY 2020-21 will also be available on the Company's website www.ceat.com, under 'Investors' tab, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of National Securities Depository Limited ('NSDL') i.e. www.evoting.nsdl.com.

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 IDs registered with Company's RTA at csg-kyc@tcplindia.co.in by providing a request letter duly signed by the first holder thereby providing details such as name, folio number, certificate number, mobile number and email ID together with self-attested PAN and the image of share certificate in PDF or JPEG format (up to 1 MB).

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 DP by following the procedure prescribed by the concerned DP.

20. For more details on Members' matters, please refer to the 'General Shareholder Information' section included in the Corporate Governance Report.

21. PARTICIPATION AT THE AGM AND VOTING

A) The details of the process and manner for participating in the AGM through VC / OAVM are explained herein below:

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned for '**Access to NSDL e-voting system**'. After successful login by following the given procedure, Members can see link of 'VC / OAVM link' placed under 'Join General meeting' menu against Company name. Members are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the **EVEN of the Company-116833** will be displayed.
- ii. Please note that the Members who do not have the User ID and Password for e-voting or have

forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.

- iii. The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled commencement time of the Meeting and window for joining the Meeting shall be kept open throughout the proceedings of the AGM.
- iv. Members are encouraged to join the Meeting through Laptops / iPads connected through broadband for a better experience. Please note that Members connecting from mobile devices or tablets or through laptop via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network connections. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending the request from their registered email ID mentioning their Name, DP ID and Client ID / folio number, PAN, mobile number at agm@ceat.com from 9.00 a.m. (IST) on Wednesday, September 8, 2021 till 5.00 p.m. (IST) on Friday, September 10, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- vi. The Members who do not wish to speak during the AGM but have queries on Financial Statements or any other matter to be placed at the AGM may send the same latest by Saturday, September 11, 2021, mentioning their Name, DP ID and Client ID / folio number, PAN, mobile number at agm@ceat.com. These queries will be replied suitably either at the AGM or by an email.
- vii. Institutional / Corporate Members are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution, whereby the Authorised Representative has been appointed to attend the AGM through VC / OAVM on its behalf and to vote through e-voting during the AGM pursuant to Section 113 of the Act. The said resolution / authorisation shall be sent through the registered email ID to the Scrutinizer's email ID: ceat.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
- viii. Members who need assistance before or during the AGM with respect to use of technology, can:
 - Send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 / 1800 22 44 30; or

- Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or
 - Contact Ms. Sarita Mote, Assistant Manager, NSDL at the designated email ID: evoting@nsdl.co.in
- ix. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

B) Remote e-voting and Voting at AGM:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI') and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entity, the Company is pleased to provide to the Members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means through e-voting facility provided by NSDL.
- ii. The Members, who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote on such resolution again at the AGM.
- iii. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Tuesday, September 7, 2021, only shall be entitled to avail the facility of remote e-voting / voting at the AGM. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 7, 2021.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date i.e. Tuesday, September 7, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using 'Forgot User Details / Password' or 'Physical User Reset Password' option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the

cut-off date i.e. Tuesday, September 7, 2021, may follow steps mentioned in the Notice of the AGM under '**Access to NSDL e-voting system**'.

- iv. The Company has appointed Mr. P. N. Parikh (FCS 327, CP 1228), or failing him Mr. Mitesh Dhaliwala (FCS 8331, CP 9511) or failing him Ms. Sarvari Shah (FCS 9697, CP 11717) of M/s Parikh & Associates, Practising Company Secretaries, to act as the Scrutinizer, to the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- vi. Pursuant to Regulation 44 of the Listing Regulations as amended, the voting results will be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company www.ceat.com and the website of NSDL e-voting i.e. www.evoting.nsdl.com and communicated to the Stock Exchanges where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company.

The instructions for Members for remote e-voting and joining AGM are as under:

The remote e-voting period begins on Saturday, September 11, 2021, at 9:00 a.m. (IST) and ends on Monday, September 13, 2021, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 7, 2021, may cast their vote electronically.

The details of the process and manner for remote e-voting and joining the AGM are explained herein below:

Step 1: Access to NSDL e-voting system

(A) Login method for e-voting and joining the AGM 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.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining AGM and voting during the AGM. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com/. 2. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow steps given in points 1-5. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. 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 (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining AGM and voting during the AGM.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login. 2. After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email ID as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant (DP) registered with NSDL / CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you 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 options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining AGM and voting during the AGM.

Important note: Members who do not have or are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

(B) Login method for e-voting and joining the AGM 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 Step 2 i.e. 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*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 by NSDL. 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 **point D) Process for those Members whose email IDs are not registered with the Depositories for procuring User ID and Password for e-voting for the resolutions set out in this Notice.**
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.co.in 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.
 10. 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.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
 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.
 8. In case of any queries, with respect to remote e-voting or e-voting at the AGM, 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 call on toll free no.: 1800 1020 990 /1800 22 44 30 or can contact NSDL on evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, NSDL or Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.

C) E-Voting at the AGM:

- i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii) Only those Members, who will be present in the meeting through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- iii) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

D) Process for those Members whose email IDs are not registered with the Depositories for procuring User ID and Password for e-voting for the resolutions set out in this Notice:

Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing below-mentioned documents:

1. In case shares are held in physical mode, please provide folio number, Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy).
2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy).
3. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. **Login method for e-voting and joining the AGM for Individual Shareholders holding securities in demat mode.**

Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **'EVEN' of CEAT Limited-116833** for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC / OAVM' link placed under 'Join General Meeting'.
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.



Annexure to the Notice

Item No. 3 of the Notice:

As regards the re-appointment of Mr. Arnab Banerjee (DIN: 06559516), referred to in Item No. 3 of the Notice, following necessary disclosures are made for the information of the Members.

Mr. Arnab Banerjee, 56, currently serves as Whole-time Director on the Board of CEAT Limited, designated as Chief Operating Officer. He has been on Board of CEAT Limited since May 7, 2013 and currently holds directorship (excluding foreign companies) in Sesa Care Private Limited.

Mr. Arnab Banerjee has total experience of over 30 years during which he has worked in CEAT Limited, Marico Limited and Berger Paints India Limited. Mr. Banerjee is an alumnus of the Harvard Business School (AMP190), IIM Kolkata and IIT Kharagpur.

He joined CEAT in the year 2005 as Vice President, Sales and Marketing. Under his leadership, CEAT has seen innovations in the marketing initiatives, sales and distribution strategy, manufacturing flexibility and seamless supply chain processes over the last 15 years.

Mr. Banerjee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mr. Banerjee is not related to any of the Directors on the Board or any Key Managerial Personnel of the Company; nor he holds any shares in the Company. Other details including the nature of expertise in specific functional areas and the number of Board Meetings attended by him are given in the Corporate Governance Report.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Banerjee is, in anyway, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS IN THE NOTICE:

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4 of the Notice:

The Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, mandate audit of the cost accounting records of the Company in respect of certain products. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on May 5, 2021, appointed M/s D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) as the Cost Auditor of the Company for the financial year ending March 31, 2022 at a remuneration of ₹ 3,00,000/- (Rupees Three Lacs only) plus applicable taxes and out-of-pocket expenses at

actuals, if any, incurred in connection with the audit. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor should be ratified by the Members of the Company. Accordingly, approval of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022, as stated above.

None of the Directors, 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 Ordinary Resolution as set out in Item No. 4 of the Notice for approval of the Members.

Item No. 5 of the Notice:

As regards the appointment of Ms. Priya Nair (DIN: 07119070) referred to in Item no. 5 of the Notice, following necessary disclosures are made for the information of the Members.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, the Board at its meeting held on October 27, 2020, appointed Ms. Priya Nair as an Additional Director in the category of Independent Woman Director with effect from October 27, 2020, for a term up to 5 (five) consecutive years from the date of appointment, subject to the approval of the Members at the AGM.

Pursuant to the Section 149 of the Companies Act, 2013 ('the Act') read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') Ms. Nair, is qualified to be an 'Independent Director' of the Company and a declaration to that effect pursuant to Section 149(7) of the Act, stating that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations has been duly provided by Ms. Nair.

The Company has also received her consent to act as an Independent Director and declaration that she is not disqualified or debarred from being appointed as a Director in terms of Section 164 of the Act and the Listing Regulations. The Company has received a notice in writing in the prescribed manner as required pursuant to Section 160 of the Act as amended and the Rules made thereunder, proposing Ms. Priya Nair as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms. Priya Nair fulfills the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations for being appointed as an Independent Director of the Company and is independent of the Management. Ms. Nair possesses requisite skills, experience and knowledge relevant to the Company's business and therefore, it would be in the interest of the Company to have her association with the Company as an Independent Director.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') as applicable are provided. Copy of the draft Letter of Appointment of the Independent Director setting out the terms and conditions of her appointment is available for inspection electronically, basis the request being sent on agm@ceat.com

Information about the appointee:

Brief resume

Ms. Priya Nair, 49, has done MBA in Marketing from Symbiosis Institute of Business Management, Pune and she has also completed Harvard Senior Executive Program.

Ms. Priya Nair is an Executive Director – Beauty and Personal Care (BPC) for Hindustan Unilever Limited (HUL) and Vice President – BPC, South Asia, responsible for Beauty and Personal Care business spanning India, Pakistan, Bangladesh, Sri Lanka and Nepal. Ms. Priya Nair was invited by the NITI Aayog to participate in the Champions of change programme aimed at creation of a new India, which was chaired by the Hon'ble Prime Minister of India Mr. Narendra Modi. She has been recognised as one of the influential women marketeers in India and amongst the most powerful women in Indian Business by Business Today, Fortune India and Impact Magazine.

Other Directorships (excluding foreign companies):

Sr. No.	Name of the Company	Category of the Directorship
1	The Advertising Standards Council of India	Director
2	Unilever India Limited	Director

Ms. Priya Nair is not related to any of the Directors on the Board or any Key Managerial Personnel of the Company; nor she holds any shares in the Company. Ms. Nair also does not hold any committee positions in the companies where she is a director. Ms. Nair is eligible for receipt of sitting fees and commission, as payable to other Non-executive Directors of the Company. Ms. Nair would not be liable to retire by rotation. Other details including the Nature of expertise in specific functional areas and the number of Board meetings attended by her are given in the Corporate Governance Report.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Ms. Priya Nair is, in any way, concerned with or interested, whether financially or otherwise, in the resolution as set out in Item No. 5 of the Notice, in so far as it concerns her appointment and payment of remuneration as a Non-executive Director.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.

Item No. 6 of the Notice:

Pursuant to the Section 149 of the Companies Act, 2013 ('the Act') read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('the Listing Regulations'), Mr. Paras K. Chowdhary, Director of the Company qualifying to be 'Independent Director' was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 9, 2016 to August 8, 2021, as approved by the Members at the 57th Annual General Meeting of the Company. .

In accordance with the Section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a Special Resolution and disclosure of such appointment in the Board's Report.

Pursuant to the Section 149 of the Companies Act, 2013 ('the Act') read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') Mr. Chowdhary, is qualified to be an 'Independent Director' of the Company and a declaration to that effect pursuant to Section 149(7) of the Act stating that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations has been provided by Mr. Chowdhary. The Company has also received his consent to act as an Independent Director and declaration that he is not disqualified or debarred from being appointed as a Director in terms of Section 164 of the Act and the Listing Regulations.

In the opinion of the Board, Mr. Chowdhary fulfills the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations for being appointed as an Independent Director of the Company and is independent of the Management. Mr. Chowdhary possesses requisite skills, experience and knowledge relevant to the Company's business and therefore, it would be in the interest of the Company to have his association with the Company as an Independent Director.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, the Board at its meeting held on May 5, 2021, unanimously recommended for the approval of the Members, the re-appointment of Mr. Chowdhary for a second term of 5 (five) consecutive years with effect from August 9, 2021 to August 8, 2026, in terms of Section 149 read with Schedule IV to the Act, the Listing Regulations or any amendment thereto or modification thereof.

In respect of the re-appointment of Mr. Chowdhary, notice in writing in the prescribed manner as required pursuant to Section 160 of the Act, as amended and the Rules made thereunder has been received by the Company, proposing his candidature for the office of the Director.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings, as applicable are provided. Copy of the draft Letter of Appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection electronically, basis the request being sent on agm@ceat.com



Information about the appointee:

Brief resume

Mr. Paras K. Chowdhary, 69, holds a Bachelor's degree in Physics (Hons.) and has over 35 years' experience in senior management positions in tyre industry, including Managing Director of the Company for more than 11 years. Earlier he was employed with Apollo Tyres Limited where he started his career from a junior management position and reached the position of President and Whole-time Director within a reasonable time and he was also instrumental in turning around of that company. Mr. Chowdhary is recognised as one of the foremost experts in the tyre industry in India.

Mr. Chowdhary was appointed as the Managing Director of the Company on January 18, 2001 and his term as Managing Director ended on April 1, 2012. Mr. Chowdhary who was appointed as an Additional Director of the Company w.e.f. April 1, 2012, was also appointed as the Whole-time Director designated as Chief Management Advisor for a period of one year from April 1, 2012 to March 31, 2013. On expiry of his term as Whole-time Director, he continued as the Non-executive, Non-independent Director w.e.f. April 1, 2013. Consequently, in the year 2016, being eligible under the applicable provisions of the Act and the Listing Regulations, he was appointed as an Independent Director on the Board of the Company.

Other Directorships (excluding foreign companies):

Sr. No.	Name of the Company	Category of the Directorship
1	Phillips Carbon Black Limited	Independent Director
2	RPG Enterprises Limited	Director
3	Einzigartig Electoral Trust	Director

Memberships / Chairmanships in Committees:

Sr. No.	Name of the Company	Name of the Committee
1	Phillips Carbon Black Limited	<ul style="list-style-type: none">◆ Audit Committee*◆ Risk Management Committee
2	CEAT Limited	<ul style="list-style-type: none">◆ Audit Committee◆ Nomination and Remuneration Committee◆ Stakeholders' Relationship Committee◆ Risk Management Committee◆ CSR Committee

*Positions held as Chairman of the Committee

Mr. Chowdhary is not related to any of the Directors on the Board or any Key Managerial Personnel of the Company. Mr. Chowdhary holds 3,000 (Three Thousand) equity shares of the Company and is eligible for receipt of sitting fees and commission, as payable to other Non-executive Directors of the Company. Mr. Chowdhary would not be liable to retire by rotation. Other details including the nature of expertise

in specific functional areas, number of Board Meetings attended by him and remuneration paid to him are given in the Corporate Governance Report.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Paras K. Chowdhary is, in any way, concerned with or interested, whether financially or otherwise, in the resolution as set out in Item No. 6 of the Notice, in so far as it concerns his appointment and payment of remuneration as a Non-executive Director.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval of the Members.

Item No 7 of Notice:

Pursuant to Sections 197, 198 and all other applicable provisions of the Companies Act, 2013, read with Rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as 'the Act'), approval of the Members was granted at the 59th Annual General Meeting ('AGM') of the Company held on July 20, 2018, for payment of remuneration / commission to the Director(s) of the Company who is / are neither in the whole-time employment with the Company nor Managing Director(s) of the Company, in such manner and up to such extent as the Board of Directors of the Company may so determine from time to time upon recommendation of the Nomination and Remuneration Committee, but not exceeding 3 (Three) percent of the net profits calculated pursuant to Section 198 of the Act and such payments shall be made in respect of profits of the Company for each financial year.

Keeping in view the growth of the Company, contribution, responsibilities and the time devoted by the Non-executive Directors, despite adverse conditions on account of COVID-19 pandemic situation, in the FY 2020-21, as recommended by the Nomination and Remuneration Committee (NRC) the Board of Directors approved the payment of Commission to Non-executive Directors of the Company close to 1 (one) percent of the net profits of the Company for the FY 2020-21, computed in accordance with the provisions of Section 198 of the Act, including an amount of ₹ 3,70,39,000/- (Rupees Three Crores Seventy Lacs Thirty Nine Thousand only) payable to Mr. H. V. Goenka, Non-executive Director, Chairman of the Company for FY 2020-21.

Mr. H. V. Goenka is a promoter of the Company and has about four decades of experience with the tyre sector during which he has also served as the Managing Director of the Company. Mr. Goenka's extensive experience in the tyre industry has been instrumental in helping guide the Company towards both short-term growth as well as long-term sustainability. As Chairman of the Board, Mr. Goenka provides vision and thought leadership which has seen the Company achieve high standards of corporate governance, innovation, brand visibility and growth-oriented project investments. Mr. Goenka invests considerable time reviewing the operations and performance of the Company and his interactions with the senior leaders and his role in

building a talent pool in the Company has been significant in maximizing stakeholder value. The Board deems it appropriate to recognize his contribution and deems it fair to remunerate him with the above said amount of commission.

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, necessitates Members' approval by way of Special Resolution for paying remuneration to one Non-executive Director in excess of 50% of the total remuneration payable to all Non-executive Directors. Accordingly, consent of the Members of the Company is being sought for the above commission proposed to be paid to Mr. Harsh V. Goenka for the FY 2020-21, which is exceeding 50% of the total annual remuneration payable to all Non-executive Directors.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. H. V. Goenka himself and Mr. Anant Goenka, Managing Director is, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item no. 7 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 7 of the Notice for approval of the Members.

Item No 8 of Notice:

Pursuant to the Sections 23, 42, 71 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to obtain prior approval of its Members by means of a Special Resolution for any offer or invitation to subscribe to non-convertible debentures to be made by the Company on a private placement basis. Special Resolution can be obtained once in a year for all the offer(s) or invitation(s) for such debentures during that year.

In order to augment long-term resources and for general corporate purposes *inter alia*, financing of the on-going capital expenditure for expansion of capacity, reduction of overall interest and finance cost as well as for general purposes including the restructuring / replacement of high cost debt, the Company intends to offer an invitation for the subscription for secured / unsecured, non-convertible debentures / bonds or such other debt securities, in one or more series / tranches on private placement basis, not exceeding ₹ 5,00,00,00,000/- (Rupees Five Hundred Crores only) as it may deem appropriate.

The Members of the Company had by passing a Special Resolution at the Annual General Meeting held on September 10, 2020, granted approval to the Board to offer and issue Non-convertible Debentures on private placement basis for an aggregate amount up to ₹ 5,00,00,00,000/- (Rupees Five Hundred Crores only) in one or more tranches, valid until September 9, 2021.

None of the Directors, 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. 8 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 8 of the Notice for approval of the Members.

Item No 9 of Notice:

The members at the Annual General Meeting held on July 27, 2007, had approved the Registers and Indexes of Members, Debenture holders, Annual Returns, etc. to be kept at the premises of TSR Darashaw Consultants Private Limited (previously TSR Darashaw Limited), the Registrars and Transfer Agents ('RTA') of the Company at 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai, - 400 011 pursuant to the applicable provisions of the Companies Act, 1956. As the RTA has shifted its operations from the aforesaid address to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, approval of the Members is sought by a Special Resolution for keeping the Registers and Indexes of Members, Debenture holders, Annual Returns and other documents at the office(s) of the RTA at Vikhroli (West), Mumbai – 400 083 or such other place where the office of RTA may be situated from time to time, as prescribed under the Companies Act, 2013.

The time for inspection of documents, by Shareholders or such persons as are entitled to such inspection, will be between 11.00 a.m. to 1.00 p.m. on any working day of RTA or by writing to the Company at investors@ceat.com except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution set out in Item No. 9 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 9 of the Notice for approval of the Members.

Under the Authority of the Board of Directors

Vallari Gupte

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

Place: Mumbai
Date: July 21, 2021

CEAT Limited

CIN: L25100MH1958PLC011041
Registered Office: 463, Dr. Annie Besant Road, Worli,
Mumbai 400 030