

CEAT LIMITED

RPG House
463, Dr. Annie Besant Road,
Worli, Mumbai - 400030, India
91 22 24930621
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@ www.ceat.com
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

Dear Sir/Madam,

<u>Sub:</u> Details of Voting results and Scrutinizer's Report for the 64th Annual General Meeting of the Company.

Pursuant to Regulation 44 and Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we submit herewith the voting results of the business(es) transacted at the 64th AGM of the Company held on July 5, 2023, through Video Conferencing / Other Audio Visual Means, in the prescribed format as **Annexure A** along with the consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the AGM as **Annexure B**.

In this regard, we wish to inform you that all the business(es) set out in the Notice, have been passed with the requisite majority.

The above information is being uploaded on the website of the Company i.e. www.ceat.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com

You are requested 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



General information about company						
Scrip code	500878					
NSE Symbol	CEATLTD					
MSEI Symbol	NOTLISTED					
ISIN	INE482A01020					
Name of the company	CEAT LIMITED					
Type of meeting	AGM					
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	05-07-2023					
Start time of the meeting	03:00 PM					
End time of the meeting	03:54 PM					

Scrutinizer Details	
Name of the Scrutinizer	Mitesh Dhabliwala
Firms Name	Parikh & Associates
Qualification	CS
Membership Number	F8331
Date of Board Meeting in which appointed	04-05-2023
Date of Issuance of Report to the company	05-07-2023

Voting results							
Record date 28-06-2023							
Total number of shareholders on record date	93487						
No. of shareholders present in the meeting either in person or through proxy							
a) Promoters and Promoter group	0						
b) Public	0						
No. of shareholders attended the meeting through video conferencing							
a) Promoters and Promoter group	22						
b) Public	41						
No. of resolution passed in the meeting	5						
Disclosure of notes on voting results							

				Resoluti	on(1)				
Resolution re	equired: (Ord	inary / Spec	cial)	Ordinary					
Whether proi			re	No					
Description of	of resolution	considered		Financial Year ended Directors and the Aud Statements of the Con	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.				
Category Mode of voting No. of shares votes held polled			votes	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		19095398	100	19095398	0	100	0	
Promoter	Poll		0	0	0	0	0	0	
and Promoter Group	Postal Ballot (if applicable)	19095398	0	0	0	0	0	0	
	Total	19095398	19095398	100	19095398	0	100	0	
	E-Voting		11614138	74.8933	11614138	0	100	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	15507577	0	0	0	0	0	0	
	Total	15507577	11614138	74.8933	11614138	0	100	0	
	E-Voting		10094	0.1726	10092	2	99.9802	0.0198	
	Poll		0	0	0	0	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	5847117	0	0	0	0	0	0	
	Total	5847117	10094	0.1726	10092	2	99.9802	0.0198	
	Total	40450092	30719630	75.9445	30719628	2	100	0	
				Whether re	solution is Pa	ass or Not.	Yes		
				Disclosur	e of notes on	resolution			

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Institutions						
Public - Non Insitutions						

				Resolution	(2)			
Resolution red	quired: (Ordina	ary / Special		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of	f resolution co	nsidered		Declaration of divide of Rs.10/- each for the				share of face value
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		19095398	100	19095398	0	100	0
Promoter and	Poll		0	0	0	0	0	0
Promoter Group	Postal Ballot (if applicable)	19095398	0	0	0	0	0	0
	Total	19095398	19095398	100	19095398	0	100	0
	E-Voting		11723470	75.5983	11723470	0	100	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	15507577	0	0	0	0	0	0
	Total	15507577	11723470	75.5983	11723470	0	100	0
	E-Voting		9873	0.1689	9871	2	99.9797	0.0203
	Poll		0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)	5847117	0	0	0	0	0	0
	Total	5847117	9873	0.1689	9871	2	99.9797	0.0203
	Total	40450092	30828741	76.2143	30828739	2	100	0
				Whether res	solution is Pa	ss or Not.	Yes	
				Disclosure	of notes on	resolution		

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Institutions						
Public - Non Insitutions						

				Resoluti	on(3)					
Resolution re	equired: (Ord	inary / Spec	ial)	Ordinary	Ordinary					
Whether proi	moter/promot n/resolution?	ter group are	e interested	No						
Description of resolution considered				independent Director	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 reappointment.					
Category Mode of voting No. of shares votes held polled				% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E-Voting		19095398	100	19095398	0	100	0		
Promoter	Poll		0	0	0	0	0	0		
and Promoter Group	Postal Ballot (if applicable)	19095398	0	0	0	0	0	0		
	Total	19095398	19095398	100	19095398	0	100	0		
	E-Voting		11723470	75.5983	8898489	2824981	75.9032	24.0968		
	Poll		0	0	0	0	0	0		
Public- Institutions	Postal Ballot (if applicable)	15507577	0	0	0	0	0	0		
	Total	15507577	11723470	75.5983	8898489	2824981	75.9032	24.0968		
	E-Voting		9875	0.1689	9773	102	98.9671	1.0329		
	Poll		0	0	0	0	0	0		
Public- Non Institutions	Postal Ballot (if applicable)	5847117	0	0	0	0	0	0		
	Total	5847117	9875	0.1689	9773	102	98.9671	1.0329		
	Total	40450092	30828743	76.2143	28003660	2825083	90.8362	9.1638		
				Whether r	esolution is l	Pass or Not.	Yes			
				Disclosu	re of notes or	n resolution				

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Insitutions	

				Resoluti	on(4)				
Resolution re	equired: (Ord	linary / Spec	cial)	Ordinary					
Whether proi	-		e	No					
Description of	of resolution	considered		Five Thousand only) expenses, to M/s D. Cappointed by the Boa	Ratification of remuneration payable of Rs. 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.				
Category	Category Mode of voting No. of shares votes held polled			% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
	_	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		19095398	100	19095398	0	100	0	
Promoter	Poll		0	0	0	0	0	0	
and Promoter Group	Postal Ballot (if applicable)	19095398	0	0	0	0	0	0	
	Total	19095398	19095398	100	19095398	0	100	0	
	E-Voting		11723470	75.5983	11723470	0	100	0	
	Poll]	0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	15507577	0	0	0	0	0	0	
	Total	15507577	11723470	75.5983	11723470	0	100	0	
	E-Voting		9875	0.1689	9718	157	98.4101	1.5899	
	Poll		0	0	0	0	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	5847117	0	0	0	0	0	0	
	Total	5847117	9875	0.1689	9718	157	98.4101	1.5899	
	Total	40450092	30828743	76.2143	30828586	157	99.9995	0.0005	
	Whether resolution is Pass or Not. Yes								
				Disclosur	e of notes on	resolution			

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Institutions						
Public - Non Insitutions						

				Resoluti	on(5)				
Resolution re	equired: (Ord	linary / Spec	cial)	Special					
Whether proi			e	No					
Description of resolution considered				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 Rs.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 debit securities with Stock Exchange(s).					
Category	Mode of voting No. of No. of shares votes held polled			% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		19095398	100	19095398	0	100	0	
Promoter	Poll		0	0	0	0	0	0	
and Promoter Group	Postal Ballot (if applicable)	19095398	0	0	0	0	0	0	
	Total	19095398	19095398	100	19095398	0	100	0	
	E-Voting		11723470	75.5983	11723470	0	100	0	
	Poll]	0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	15507577	0	0	0	0	0	0	
	Total	15507577	11723470	75.5983	11723470	0	100	0	
	E-Voting		9910	0.1695	9853	57	99.4248	0.5752	
	Poll		0	0	0	0	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	5847117	0	0	0	0	0	0	
	Total	5847117	9910	0.1695	9853	57	99.4248	0.5752	
	Total	40450092	30828778	76.2144	30828721	57	99.9998	0.0002	
	Whether resolution is Pass or Not. Yes								
				Disclosur	e of notes on	resolution			

Details of Invalid Votes			
Category	No. of Votes		
Promoter and Promoter Group			
Public Institutions			
Public - Non Insitutions			

To,
The Chairman
CEAT Limited
463, Dr. Annie Besant Road, Worli,
Mumbai – 400 030

Annexure B

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting during the AGM for the 64th Annual General Meeting of CEAT Limited held on Wednesday, July 5, 2023 at 3:00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhabliwala, of Parikh & Associates, Practising Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of CEAT Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote evoting process in respect of the below mentioned resolutions proposed at the 64th Annual General Meeting ("AGM") of CEAT Limited on Wednesday, July 5, 2023 at 3:00 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated May 4, 2023, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circulars 10/2022, 2/2022, 21/2021 and other circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars').

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Sunday, July 2, 2023 at 9:00 a.m. (IST) and ended on Tuesday, July 4, 2023 at 5:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, June 28, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the results of the remote e-voting and e-voting during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- 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.

(i) Voted **in favour** of the resolution:

Number	of	members	Number of valid votes	% of total number of
voted			cast by them	valid votes cast
		304	3,07,19,628	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number	of members	Number of valid votes	% of total number of
voted		cast by them	valid votes cast
	2	2	0.00

Number whose declared	votes	nembers were	Number of invalid votes cast by them
	·	NIL	NIL

Resolution 2: Ordinary Resolution

To declare dividend of ₹ 12/- per equity share of face value of ₹ 10/- each for the Financial Year ended March 31, 2023.

(i) Voted **in favour** of the resolution:

Number	of members	Number of valid votes	% of total number of
voted		cast by them	valid votes cast
	303	3,08,28,739	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of m	nembers	Number of valid vot	tes	% of total number of
voted		cast by them		valid votes cast
	2		2	0.00

Number whose declared	votes	nembers were	
	•	NIL	NIL

Resolution 3: Ordinary Resolution

To appoint 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.

(i) Voted **in favour** of the resolution:

Number of me	embers Number	er of valid votes	% of total number of
voted	cast by	them	valid votes cast
	202	2,80,03,660	90.84

(ii) Voted **against** the resolution:

Number voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		104	28,25,083	9.16

_	of members votes were nvalid	Number of invalid votes cast by them
	NIL	NIL

Resolution 4: Ordinary Resolution

Ratification of remuneration payable to M/s D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) appointed as Cost Auditors for the Financial Year ending March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of member	rs Number of valid votes	% of total number of
voted	cast by them	valid votes cast
3	3,08,28,586	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	157	0.00

Number whose declared	votes	nembers were	
		NIL	NIL

Resolution 5: Special Resolution

To offer or invite to subscribe to secured/ unsecured, non-convertible debentures / bonds or such other securities ('debt securities') through private placement basis.

(i) Voted **in favour** of the resolution:

Number of	f members	Number of valid votes	% of total number of
voted		cast by them	valid votes cast
	304	3,08,28,721	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number o	of members	Number of valid votes cast by them	% of total number of valid votes cast
	3	57	0.00

(iii) Invalid votes:

Number whose declared	votes	nembers were	Number of invalid votes cast by them
NIL			NIL

Thanking you, Yours faithfully,

Mitesh Dilip

Dhabliwala

Dhabliwala

Dhabliwala

Mitesh Dhabliwala

Parikh & Associates
Practising Company Secretaries

FCS: 8331 CP No.: 9511

111,11th Floor, Sai Dwar CHS Ltd Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Above Shabari Restaurant, Andheri West, Mumbai – 400053

Place: Mumbai Dated: July 5, 2023

UDIN: F008331E000553249

P/R No.: 1129/2021

For, CEAT Lunited

Vallari Gupte
Coimpany Secretary and Compliance Officer