



**CEAT LTD.**  
RPG House  
463 Dr. Annie Besant Road,  
Worli, Mumbai 400030, India  
+91 22 24930621  
CIN: L25100MH1958PLC011041  
www.ceat.com

March 12, 2020

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
**Security Code: 500878**

**National Stock Exchange of India Ltd.,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Symbol: CEATLTD**

**CP Listed ISIN:**  
INE482A14882

**CP Listed ISIN:**  
INE482A14916

**Sub:- Outcome of the meeting of the Board of Directors of CEAT Limited ("Company") held on March 12, 2020.**

Dear Sir/Madam,

Pursuant to the provisions of Regulations 30 and 31A(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "**Listing Regulations**") we hereby inform you that the Board of Directors of the Company at its meeting held today, i.e. on Thursday, March 12, 2020 *inter alia* has considered and approved:

1. Declaration of Interim Dividend on the equity shares of the Company of **Rs. 12/-** (Rupees Twelve only), i.e. **120%** (One Hundred and Twenty percent) per equity share of face value of Rs. 10 (Rupees Ten Only) each fully paid up, for FY 2019-20.
2. Fixation / confirmation of the Record Date as **Friday, March 20, 2020** (as communicated to stock exchanges vide our letter dated February 24, 2020) for the purpose of determining the eligibility of the members entitled for the payment of Interim Dividend. The Interim Dividend so declared on the equity shares, shall be paid/dispatched on or around March 31, 2020.
3. The request received from Societe CEAT d'Investissements En Asie S. A., SPF (SCIA), one of the Promoters of the Company, seeking re-classification from the "Promoter and Promoter Group" category to "Public" category in accordance with Regulation 31A of the Listing Regulations, *inter alia*, subject to approval from: (a) the shareholders/ members of the Company by way of an ordinary resolution; and (b) the stock exchanges, wherein the equity shares of the Company are listed, namely, BSE Limited and National Stock Exchange of India Limited. As required under Regulation 31A(8)(b) of the Listing Regulations, the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification request is enclosed as **Annexure A**.





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The Board meeting commenced at 1.30 p.m. and concluded at 5.30 p.m.

You are requested to kindly take the above on record.

Thanking you,

Sincerely,  
For **CEAT Limited**

  
**Vallari Gupte**  
Company Secretary and Compliance Officer



Encl.: As above

## Annexure A

**CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF CEAT LIMITED HELD ON THURSDAY, MARCH 12, 2020 AT 1.30 P.M. AT RPG HOUSE, 463, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400030**

**To consider and approve the request received from Societe CEAT d'Investissements En Asie S. A., SPF ("SCIA"), one of the Promoters of the Company, for re-classification from "Promoter and Promoter Group" category to "Public" category in accordance with Regulation 31A of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").**

The Board was informed that on March 9, 2020, the Company had received a request from SCIA, requesting the Company to re-classify it from "Promoter and Promoter Group" category to "Public" category in accordance with Regulation 31A of the Listing Regulations.

SCIA had been a foreign promoter entity having no participation in the day to day management of the Company. As on June 30, 2019, SCIA held 17,82,348 equity shares of the Company and sold its entire holding between August 2019 to December 2019. Accordingly, as on December 31, 2019, SCIA did not hold any equity shares/voting rights of the Company. The Board was informed that owing to the following reasons SCIA decided that it would be prudent for it to seek re-classification:

- a) It does not hold any equity shares of the Company;
- b) It does not exercise any control over the affairs of the Company, directly or indirectly. At any given point of time, it has not been engaged in the management or day to day affairs of the Company;
- c) It has not nominated any directors at the Board of Directors of the Company; and
- d) It has no special rights, through formal or informal arrangement, and was not privy to any price sensitive information relating to the Company and its securities.

The Board was informed that SCIA, pursuant to the letter dated March 9, 2020, had *inter alia* informed the Company that it: (a) satisfies all conditions specified Regulation 31A(3)(b) of the Listing Regulations; and (b) undertakes to comply with the requirements specified in Regulation 31A(4) of the Listing Regulations at all times.

In view of the above, on the basis of rationale and the confirmations received from SCIA, the Board analyzed the said request made by SCIA. After having detailed discussion, the Board accepted and approved SCIA's re-classification request and decided to place the same before the shareholders of the Company at the general meeting of the Company to obtain their approval by way of an ordinary resolution in accordance with the provisions under Regulation 31A of the Listing Regulations and other applicable laws, if any. The Board was informed that apart from the approval of the Board and the shareholders/ members of the Company, the re-classification of SCIA, *inter alia*, will also be subject to the approval of the stock exchanges wherein the equity shares of the Company are listed, namely, BSE Limited and National Stock Exchange of India Limited.



The Board was informed that none of the Directors of the Company was interested in the said matter and accordingly the Board passed the following resolution unanimously:

**"RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") and subject to approval of the shareholders/ members of the Company by way of an ordinary resolution and approval of the stock exchanges where the equity shares of the Company are listed, namely, BSE Limited and National Stock Exchange of India Limited, and/or such other approval, if any, as may be required in this regard, the approval of the Board of Directors be and is hereby accorded to the request received from Societe CEAT d'Investissements En Asie S. A., SPF (SCIA), one of the Promoters of the Company for re-classification from the "Promoter and Promoter Group" category to "Public" category in accordance with Regulation 31A of the Listing Regulations ("Re-classification").

**RESOLVED FURTHER THAT** approval be and is hereby given to the Company to seek shareholders' approval in relation to the Re-classification by way of an ordinary resolution at the general meeting of the Company in accordance with Regulation 31A(3)(a)(iii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Re-classification, Mr. Anant Goenka, Managing Director, Mr. Arnab Banerjee, Chief Operating Officer, Mr. Kumar Subbiah, Chief Financial Officer and Ms. Vallari Gupte, Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the stock exchanges namely, BSE Limited and National Stock Exchange of India Limited, to seek their approval for the Re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

**RESOLVED FURTHER THAT** if any documents, relating to the Re-classification is required to be affixed with the Common Seal of the Company, it be so affixed, and it be signed in accordance with the provisions of Section 147 of Articles of Association of the Company by any one of the aforesaid persons.

**RESOLVED FURTHER THAT** any one of Mr. Kumar Subbiah, Chief Financial Officer, Ms. Vallari Gupte, Company Secretary, or any Director of the Company be and is hereby authorized to sign a copy of this resolution as certified copy thereof and furnish the same to whomsoever concerned."

**Certified to be true copy**

For **CEAT LIMITED**

  
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**Vallari Gupte**  
Company Secretary and Compliance Officer

