

Notice

NOTICE is hereby given that the Sixty-First Annual General Meeting of CEAT Limited will be held on Thursday, September 10, 2020 at 3.00 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, 2020, 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, 2020, together with the Report of the Auditors thereon.
2. To confirm the interim dividend of ₹ 12 per equity share of face value of ₹ 10 each paid during the financial year, as final dividend for the year ended March 31, 2020.
3. To appoint a Director in place of Mr. Pierre E. Cohade (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.

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 of the Companies Act, 2013 and the Rules made thereunder, the remuneration of ₹ 3,00,000/- (Rupees Three Lacs only) and reimbursement of out-of-pocket expenses at actual plus applicable taxes, be paid 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, 2021, be and is hereby ratified and confirmed."

5. 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 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, taking into consideration the performance evaluation report, Mr. Ranjit V. Pandit (DIN: 00782296), being eligible for re-appointment 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 12, 2020 up to August 11, 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 Companies Act, 2013 and Rules made thereunder, Mr. Ranjit V. Pandit 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."

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

"RESOLVED THAT in accordance with the provisions of Regulation 31A(3)(a)(iii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to necessary approvals from the Stock Exchanges (or such other authorities as may be empowered in this regard by the SEBI) 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, approval of the Members of the Company be and is hereby accorded to re-classify Societe CEAT D'Investissements En Asie S. A., SPF ('SCIA'), a foreign body corporate, one of the Promoters of the Company from the 'Promoter and Promoter Group' category to the 'Public' category in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Re-classification').

RESOLVED FURTHER THAT on approval of the Stock Exchanges (or such other authorities as may be empowered in this regard by the SEBI) upon application for Re-classification of SCIA from promoter category to public category, the Company shall effect such re-classification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SCIA shall ensure necessary compliance under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 or other SEBI Regulations, as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, any one of the Directors, Mr. Kumar Subbiah, Chief Financial Officer and Ms. Vallari Gupte, Company Secretary be and are hereby authorised severally 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 questions or difficulties or doubt that may arise in this regard."

7. 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 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 ₹ 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.”

Under the Authority of the Board of Directors

Vallari Gupte

Company Secretary
(M. No. FCS-5770)

Place: Mumbai
Date: May 28, 2020

CEAT Limited

CIN: L25100MH1958PLC011041

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

NOTES:

- 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 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as ‘MCA Circulars’) and Securities and Exchange Board of India (‘SEBI’) vide its Circular dated May 12, 2020 permitted conducting the Annual General Meeting (‘AGM’) of the companies to be held during the calendar year 2020 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 61st 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
- 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 Companies Act, 2013. 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.
- An interim dividend of ₹ 12 per equity share of ₹ 10 each declared by the Board at its meeting held on March 12, 2020 has been paid to all the eligible Members on March 20, 2020, being the record date for the purpose of dividend. The Directors recommend for consideration of the Members the above referred interim dividend as final dividend for the Financial Year ended March 31, 2020.
- The Company at its AGM held on August 8, 2017 appointed M/s S R B C & 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 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.
- 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 Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the special business at the AGM is annexed hereto.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode by the Members, without any fee, on all working days, except weekends, from 11:00 a.m. to 1:00 p.m. up to the date of AGM, basis the request being sent on agm@ceat.com
8. In view of the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with effect from April 1, 2019, securities of listed companies can now be transferred only in the dematerialised form, 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 dematerialised mode to avoid loss of shares and fraudulent transactions and better investor servicing.
9. 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 Registrar and Transfer Agent ('RTA') viz. TSR Darashaw Consultants Private Limited at 6, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 to help us serve you better.
10. SEBI vide its Circular 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 dematerialised form 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 depository participant ('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.
11. 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 depository participants with whom they are maintaining their demat accounts. Members holding

shares in physical form can submit their PAN details to the Company's RTA.

12. Pursuant to Section 72 of the Companies Act, 2013, 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.
13. In terms of Section 124(5) of the Companies Act, 2013, dividend amount for the year ended March 31, 2013, remaining unclaimed for a period of 7 (seven) years shall become due for transfer in October 2020 to the Investor Education and Protection Fund ('IEPF') established by the Central Government.

Further in terms of Section 124(6) of the Companies Act, 2013, in case of such Members whose dividends are unpaid for a continuous period of 7 (seven) years, the corresponding shares shall be transferred to the IEPF demat account.

Members who have not claimed dividends in respect of the Financial Year 2012-13 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 Refund Procedure as detailed on the website of IEPF Authority viz. <http://iepf.gov.in/IEPF/refund.html>

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 aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report of FY 2019-20 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 2019-20 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 may get their

email IDs registered with the Company's RTA TSR Darashaw Consultants Private Limited at Csg-KYC@tsrdarashaw.com by providing a request letter duly signed by the first holder thereby providing details such as Name, folio number, Certificate number, self-attested PAN, mobile number and email ID and also upload 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.

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

PARTICIPATION AT THE AGM AND VOTING

A) The details of the process and manner for participating in the Annual General Meeting ('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 at <https://www.evoting.nsdl.com> under Shareholders / Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Shareholders / Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and / or Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid the last-minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of National Securities Depositories Limited ('NSDL').
- ii. The Members can join the AGM in the VC / OAVM mode 30 (thirty) 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.
- iii. Members are encouraged to join the Meeting through Laptops / iPads connected through broadband for a better experience. Please note that Participants 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.
- iv. 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 mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at agm@ceat.com between 9.00 a.m. (IST) on Friday, September 4, 2020 and 5.00 p.m. (IST) on Sunday, September 6, 2020. 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 for the AGM.

- v. The Members who do not wish to speak during the AGM but have queries on accounts or any other matter to be placed at the AGM may send the same latest by Monday, September 7, 2020 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.
- vi. Institutional / Corporate Members are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution, whereby their Authorised Representative has been appointed to attend and vote at the AGM on their behalf pursuant to Section 113 of the Companies Act, 2013, to the Scrutinizer's email ID at ceat.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- vii. Members who need assistance before or during the AGM with the use of technology can:
 - Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; or
 - Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number + 91 22 2499 4545; or
 - Contact Ms. Sarita Mote, Assistant Manager, NSDL at the designated email ID: evoting@nsdl.co.in or SaritaM@nsdl.co.in or at telephone number + 91 22 2499 4890.
- viii. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

B) Remote e-voting and Voting at AGM:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), 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 and the business may be transacted through e-voting facility. Members are provided with a facility of casting their votes electronically, through the e-voting system 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 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. Thursday, September 3, 2020 only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. 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. Thursday, September 3, 2020.

Any person, who acquires the share(s) of the Company and becomes a Member of the Company after the dispatch of this Notice of AGM and holds the share(s) as on the cut-off date, can also cast his vote through remote e-voting facility on the website of NSDL e-voting i.e. www.evoting.nsdl.com

- iv. The Company has appointed Mr. P. N. Parikh (FCS 327, CP 1228), or failing him Mr. Mitesh Dhaliwala (FCS 8331, CP 9511) 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 Results will be declared within 48 (forty-eight) hours 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 voting electronically are as under:

The remote e-voting period commences on Monday, September 7, 2020 (9.00 a.m. IST) and ends on Wednesday, September 9, 2020 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date may

cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

REMOTE E-VOTING PRIOR TO AGM:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step-1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to the NSDL e-voting website?

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 handheld mobile phone.
2. Once the home page of the e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code (captcha) 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 of demat account held with CDSL. For example: If your Beneficiary ID is 12***** then user user ID is 12***** |
| c) For Members holding shares in Physical form. | EVEN number followed by folio number registered with the Company. For Example: If you folio number is ZV**** and EVEN is _____ then user ID is _____ ZV**** |

5. Your password details 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. 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. You will be required to trace the email sent to you from NSDL from your mailbox. You can open the email and open the attachment i.e. a 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 for procuring the User ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

Member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be:

 - (a) 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 of PAN card), AADHAR (self-attested scanned copy of Aadhar Card);
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
6. If you are unable to retrieve or have not received the 'Initial password' or you have forgotten your password:
- a. If you are holding shares in your demat account with NSDL or CDSL: Click on '**Forgot User Details / Password**' option available on www.evoting.nsdl.com
 - b. If you are holding shares in physical mode: **Physical User Reset Password** 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.
 - 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 5 (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.
- Step-2: Cast your vote electronically on NSDL e-voting system.**
- How to cast your vote electronically on NSDL e-voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on 'e-voting'. Then, click on 'Active Voting Cycles'.
 2. After clicking on 'Active Voting Cycles', you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in the active status.
 3. Select 'EVEN' of CEAT Limited which is 113391.
 4. Now you are ready for e-voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the 'print' option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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.: 1800-222-990 or can contact NSDL on evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number + 91 22 2499 4545 or Ms. Sarita Mote, Assistant Manager, NSDL at the designated email ID: evoting@nsdl.co.in or SaritaM@nsdl.co.in or at telephone number + 91 22 2499 4890.

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) 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.

Annexure to the Notice

Item No. 3 of the Notice:

Mr. Pierre E. Cohade (DIN: 00468035)

As regards the re-appointment of Mr. Pierre E. Cohade referred to in Item No. 3 of the Notice, following necessary disclosures are made for the information of the Members.

Mr. Pierre E. Cohade, 58, a native of Barcelonnette, France, has lived and worked globally in four continents, building and leading multi-billion dollar businesses, in many cases after turning them around. He currently serves as Non-executive Director on the boards of Johnson Control International (NYSE: JCI), Deutsche Bank China, Acorn International (NYSE: ATV) and CEAT India (NSE: CEATLTD). He is a Senior Advisor to Roche Enterprises, CCL (Center for Creative Leadership) China and a few start-ups. He also serves as Chairman of the International Market Assessment ('IMA') CEO forum. Most recently, Mr. Cohade was the CEO of Triangle Tyre, China's largest private tyre manufacturer. Mr. Cohade was also the President of Goodyear Asia Pacific. Under his leadership, Goodyear Asia Pacific earned recognition beyond its financial success, receiving numerous third-party awards for its product innovation, brand building, branded retailing network and was named China's 'Employer of the Year' in 2010 and 2011. He has a Degree in business management from the SKEMA Business School in Sophia-Antipolis, France in 1984 and MBA from Penn State University in 1985.

Mr. Cohade has been on the Board of CEAT since February 1, 2018 and currently holds no other directorships in any Company registered in India. Mr. Cohade is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Cohade 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. Cohade is, in any way, concerned or interested 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 28, 2020, 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, 2021 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, 2021, as stated above.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested 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:

Pursuant to the Section 149 of the Companies Act, 2013 and the erstwhile Clause 49 of the Listing Agreement, Mr. Ranjit V. Pandit, Director (DIN: 00782296) 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 12, 2015 to August 11, 2020.

In accordance with the Section 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

Mr. Pandit has submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Pandit fulfills the conditions specified in the Companies Act, 2013 read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for being appointed as an Independent Director of the Company and is independent of the management. Mr. Pandit 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 Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board at its meeting held on May 28, 2020 recommended for the approval of the Members, the re-appointment of Mr. Pandit for a second term of consecutive 5 (five) years from August 12, 2020 to August 11, 2025, in terms of Section 149 read with Schedule IV to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof.

In respect of the re-appointment of Mr. Pandit, notice in writing in the prescribed manner as required pursuant to Section 160 of the Companies Act, 2013 as amended and the Rules made thereunder has been received by the Company, regarding his candidature for the office of the Director.

Details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), on General Meetings, as applicable are provided hereinabove. 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. Ranjit V. Pandit, 66, earlier served as Managing Director at General Atlantic LLC - a leading private equity firm. Prior to this, he was Managing Director and Chairman of McKinsey & Company in India. He also served on a variety of Governments and Regulatory Bodies on policy. Mr. Pandit has done B.E. in Electrical Engineering from VJTI, University of Bombay, India and MBA from Wharton School, University of Pennsylvania.

Other Directorships:

| Sr No | Name of the Company | Category of the Directorship |
|-------|------------------------------------------------|------------------------------|
| 1. | Reliance Jio Infocomm Limited | Independent Director |
| 2. | Reliance Retail Limited | Independent Director |
| 3. | Genesis Colors Limited | Independent Director |
| 4. | Reliance Retail Ventures Limited | Independent Director |
| 5. | The Indian Film Combine Pvt Ltd | Independent Director |
| 6. | The Great Eastern Shipping Company Limited | Independent Director |
| 7. | Pratap Pandit Limited | Non-executive Director |
| 8. | Bombay Footware Private Limited | Non-executive Director |
| 9. | The Industrial Leather Company Private Limited | Non-executive Director |

Memberships / Chairmanships in Committees:

| Sr No | Name of the Company | As a Member of the Committee |
|-------|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Reliance Jio Infocomm Limited | <ul style="list-style-type: none"> ▶ Audit Committee ▶ Nomination and Remuneration Committee* |
| 2. | Reliance Retail Limited | <ul style="list-style-type: none"> ▶ Audit Committee ▶ CSR Committee* ▶ Nomination and Remuneration Committee* |
| 3. | Genesis Colors Limited | <ul style="list-style-type: none"> ▶ Audit Committee ▶ Nomination and Remuneration Committee |
| 4. | Reliance Retail Ventures Limited | <ul style="list-style-type: none"> ▶ Audit Committee ▶ Nomination and Remuneration Committee* |
| 5. | The Indian Film Combine Pvt Ltd | <ul style="list-style-type: none"> ▶ Audit Committee ▶ CSR Committee ▶ Nomination and Remuneration Committee |

*Positions held as Chairman of the Committee

Mr. Pandit 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. Mr. Pandit is eligible for receipt of sitting fees and commission, as payable to other Non-executive Directors of the Company. However, currently he has voluntarily waived off his right to receive remuneration including sitting fees and commission from 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. Ranjit V. Pandit is, in any way, concerned with or interested in the resolution as set out in Item No. 5 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. 5 of the Notice for approval of the Members.

Item No. 6 of Notice:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective November 16, 2018, provides a regulatory mechanism for re-classification of promoters as public shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company has received an application from Societe CEAT D'Investissements En Asie S. A., SPF ('SCIA'), a Foreign Body Corporate, one of the promoters of the Company, 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 has been a foreign promoter entity close to about 4 decades, as such having no participation in the day to day management of the Company. As of June 30, 2019, SCIA held 17,82,348 equity shares (4.41%) of the Company and thereafter sold their entire holding during the period from August 2019 to December 2019. Consequently, its shareholding became NIL as on December 31, 2019 having no voting rights in the Company.

SCIA in its request letter has informed the Company that owing to the following reasons, they have 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 arrangements, and was not privy to any price sensitive information relating to the Company and its securities.

SCIA vide its request letter has also informed the Company that it:

- i. satisfies all conditions specified in Regulation 31A(3) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- ii. undertakes to comply with the requirements specified in Regulation 31A(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at all times.

In view of the above and on the basis of the rationale and the confirmations received from SCIA, the Board analysed the said request made by SCIA and in consideration with the proper compliance of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on March 12, 2020, has considered the application received by the Company for re-classification from Promoter category to Public category, subject to approval by the Members, SEBI Board, Stock Exchanges wherein the equity shares of the Company are listed, namely, BSE Limited and National Stock Exchange of India Limited or any other regulatory body as may be required.

As required under Regulation 31A(8)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has intimated the Stock Exchanges of receipt of SCIA application for re-classification from the 'Promoter and Promoter Group' category to 'Public' category on March 9, 2020 and accordingly the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchanges on March 12, 2020.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% shareholding and the proposed re-classification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out in Item No. 6 of the Notice.

Pursuant to Regulation 31A(3)(a)(iii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid request for re-classification of the promoter is being put up for the approval by way of an Ordinary Resolution. However, in view of SCIA not holding any shares in the Company, the requirement of the promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification not to vote to approve such re-classification request is not applicable.

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

Item No 7 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 the prior approval of its Members by means of a Special Resolution for any offer or invitation to subscribe to non-convertible debentures is 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).

The Members of the Company had by passing a Special Resolution at the Annual General Meeting held on

August 1, 2019, 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 to be until July 31, 2020.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested 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.

Under the Authority of the Board of Directors

Vallari Gupte
Company Secretary
(M. No. FCS-5770)

Place: Mumbai
Date: May 28, 2020

CEAT Limited

CIN: L25100MH1958PLC011041

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